

Brunswick Bambino Baseball Inc. dba Brunswick Cal Ripken Baseball Bylaws
Updated 2.4.13 as voted by current BCR board of directors

Article I: Name

This organization shall be known as Brunswick Bambino Baseball Inc. dba Brunswick Cal Ripken Baseball

Article II: Purpose & Objective

1. The purpose of this organization is to develop and operate a baseball and softball program in affiliation with Babe Ruth League, Inc., a New Jersey Corporation in conformity with and pursuant to the principles, rules, and regulations established by Babe Ruth League, Inc.
2. The objective of this league is to provide an instructional baseball program, guided and governed by Babe Ruth League, Inc. This league will seek to implant, through proper supervision, ideals of good sportsmanship, honesty, loyalty, and teamwork, and raise the level of self-esteem in each child, through positive reinforcement.

Article III: Affiliation

Brunswick Bambino Baseball Inc. dba Brunswick Cal Ripken Baseball shall be affiliated with Babe Ruth League, Inc., a New Jersey Corporation, and shall be governed by, and shall comply with the principles, rules and regulations enunciated and decreed by Babe Ruth League, Inc.

Article IV: Site of Operations

The principal operations of this league shall be in and about the town of Brunswick, Maine, but may extend into such areas as provided for by the State, Regional, and National Headquarters rules and regulations.

Article V: League Powers

The league shall have the following powers in addition to the powers expressly or implicitly conferred on it by law.

1. To make and enforce rules and regulations to govern itself on a local basis, but consistent with, and not contrary to, any rules and regulations specified by the parent organization.
2. To solicit contributions by means of team sponsorship and fund raising projects throughout the year as authorized by the Board of Directors of the league.
3. To hold and own property as authorized by the Board of Directors of the league.
4. To enter into contracts as authorized by the Board of Directors of the league.

Article VI: Membership

1. Members are the Board of Directors, managers, coaches, sponsors, honorary members, players, and player's parents.
2. Voting members are Board of Directors.
3. Directors shall be elected by a majority vote of the voting membership of the league. Managers and Coaches are approved by the directors.
4. Requirements to be a director, manager, coach, or player are:

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- a. Must be a resident of the Town of Brunswick. Exceptions may be granted on a case by case basis by a majority vote of the directors.
- b. Must formally agree, sign and abide by the Brunswick Cal Ripken Baseball Code of Ethics.
- c. Prospective managers and coaches must:
 - i. Submit an application to the directors.
 - ii. Hold a valid certification with the National Youth Sports Coaches Association (NYSCA)
 - iii. Complete a background check
 - iv. Regularly attend scheduled coaches meetings and clinics.
- d. Prospective players and player's parents must formally agree sign and abide by the Brunswick Cal Ripken Baseball Code of Ethics.

Article VII: Board of Directors

1. The Board of Directors will consist of up to 15 members.
2. The directors shall have the power to make decisions on all matters pertaining to the league.
3. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors.
4. The officers (President, Vice President, Secretary, and Treasurer) shall be elected by majority vote of the directors at the annual meeting.
5. Vacant director positions shall be elected by a majority vote of the remaining directors.
6. The directors shall chair and form committees as deemed necessary, to support the operation of the league.
7. The directors will see that the duties of the following positions are performed:
 - a. Major League Coordinator
 - b. Minor League Coordinator
 - c. Rookie League Coordinator
 - d. Softball Coordinator
 - e. Equipment Coordinator
 - f. Fundraising Coordinator
 - g. Registration Coordinator
 - h. Scheduling Coordinator
 - i. Umpire Coordinator
 - j. Rules Committee
 - k. Concessions Coordinator

Article VIII: Officers

1. President:
 - a. Direct and guide the operation of the league.
 - b. Execute the policies specified by the directors.
 - c. Advise the directors on all matters pertaining to the operation of the league.

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- d. Responsible for local league protests and disputes.
 - e. Possess signature authority for all matters which have been approved by a majority vote of the directors.
 - f. Communicate on behalf of the board to the league via written and verbal methods, i.e.; email, website, newsletters.
 - g. Submit the application for continuation of the Charter for each year.
 - h. Ensure the league is represented at all district, state, and regional meetings of the parent organization, and at all other meetings pertinent to the league.
 - i. Establish the agenda for, and preside over, all regular and special league meetings.
2. Vice President:
- a. Serve as liaison with the Brunswick Parks & Recreation Department.
 - b. Monitor the selection meetings to ensure every attempt is made to keep the teams evenly matched as possible.
 - c. Ensure that major, minor, rookie, and softball coordinators maintain records and team rosters.
 - d. Preside at all meetings in the absence of the president.
 - e. Perform other duties as specified by the president or directors.
3. Secretary:
- a. Notify directors of all scheduled meetings.
 - b. Record minutes of all meetings and provide a copy of the minutes to the presiding officer two days prior to the next regularly scheduled meeting.
 - c. Maintain all official records of league activities.
 - d. Manage the background check process for all coaches, board of directors, league coordinators and volunteers.
 - e. Ensure that a newsletter is prepared and distributed to the membership at the time of registration via website and attached to registration forms highlighting the season timeline and key events.
 - f. Manage current and potential sponsorship renewal and new letters and invoice masters.
 - g. Manage the league facebook page.
 - h. Perform other duties as specified by the president or directors.
4. Treasurer:
- a. Assume responsibility for all league financial matters.
 - b. Present a financial report at all regularly scheduled meetings of the directors.
 - c. Present a financial report at the annual membership meeting accounting for all receipts and expenditures for the year.
 - d. Submit all documents required of a non-profit organization to the appropriate government agency, including filing appropriate tax forms with the assistance of a hired accountant.
 - e. Present the financial records for an annual audit.
 - f. Perform other duties as specified by the president or directors.

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Article IX: Additional League Coordinators

1. Major League Coordinator:
 - a. Assist in obtaining qualified managers and coaches, ensuring they complete the NYSCA certification process and necessary background check paperwork.
 - b. Assure that all equipment and uniforms are returned to the appropriate location at the end of the season.
 - c. Serve as an initial arbitrator for all grievances involving the major league while ensuring that all grievances are brought to the board of director's attention within a reasonable amount of time.
 - d. Review the major league schedule to ensure that it is fair to all teams.
 - e. Partner with the scheduling coordinator and umpire coordinator in rescheduling postponed games.
 - f. Assist the president in scheduling, organizing, and presiding over annual player evaluations and the annual draft for the major league.
 - g. Participate in all formal discussions of the rules of play for the major league.
 - h. Solicit and transmit the views of the major league managers and coaches to the appropriate officials.
 - i. Assist in the selection of the major league tournament managers, coaches and players.
 - j. Ensure that all major league teams' scores and game recaps are submitted to the appropriate local media contacts.
 - k. Perform other duties as specified by the president or directors.
2. Minor League Coordinator: same as in 1, except substitute major league for minor league.
3. Rookie League Coordinator: same as in 1, except substitute major league for rookie league.
4. Softball Coordinator: same as in 1, except substitute major league for softball.
5. Fundraising/Sponsorship Coordinator:
 - a. Formulate plans for all league sponsored fundraising events and have them approved by a majority vote of the directors.
 - b. Present periodic reports of fundraising results to the directors.
 - c. Ensure that all monies, receipts, and other paperwork are transmitted to the treasurer.
 - d. Publicize fundraising efforts utilizing website, social media and local media outlets.
 - e. Partner with the secretary in sending out letters and solicitation for past sponsors and obtaining new sponsors.
 - f. Perform other duties as specified by the president or directors.

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6. Registration Coordinator:
 - a. Prepare an informational notice on the league and distribute to all area public and private elementary schools and the junior high in mid to late January of each year; the notice should specifically state the process, time and place of player registration and deadline. The newsletter that the secretary prepares should be attached to the registration forms. Organize registration to be open for an appropriate period of time.
 - b. Ensure that a registration notice is sent out via the website as well as utilizing social and local media outlets.
 - c. Manage registration activities, both paper and electronic forms, reports and monies received.
 - d. These tasks are to be done directly by the Registration Coordinator or by partnering with or delegating tasks to another board member as assistance is needed.
 - e. Assist in the organization of player evaluations.
 - f. Perform other duties as specified by the president or directors.
7. Umpire Coordinator:
 - a. Recruit and assign qualified umpires for all scheduled, and rescheduled, official league games.
 - b. Conduct annual clinics on rules and umpire field positions.
 - c. Monitor umpire performance. .
 - d. Perform other duties as specified by the president or directors.
8. Scheduling Coordinator:
 - a. Prepare the schedule of all major, minor, rookie and softball league games, minimizing conflicts with competing activities (school concerts, etc.) and assuring that the pitching limitations (etc.) do not disadvantage any team.
 - b. Schedule all make up games in consultation with the appropriate league coordinator, and umpire coordinator.
 - c. Oversee the scheduling of practice facilities.
 - d. Perform other duties as specified by the president or directors.
9. Equipment Coordinator:
 - a. Maintain and mark for accountability, all equipment, uniforms, and first aid kits.
 - b. Purchase equipment and uniforms as approved by the vote of the directors.
 - c. Organize and manage an event to distribute uniforms, equipment and first aid kits to each team prior to the start of each season.
 - d. Ensure that equipment, uniforms, and first aid kits are available and in good condition for tournament play.
 - e. Organize and manage an event to collect uniforms, equipment and first aid kits from each team at the end of each season.
 - f. Submit an annual report at the October directors meeting, including a comprehensive inventory of all equipment, uniforms, and first aid kit; a condition description; and disposal, replacement, refurbishing, and/or purchasing recommendations.
 - g. Perform other duties as specified by the president or directors.

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10. Concessions Coordinator:

- a. Ensure that the concessions stands are well stocked and operational during all official league games.
- b. Ensure that the concessions stands are maintained in good, clean operable condition.
- c. Ensure that all monies, receipts, and other paperwork are transmitted to the treasurer.
- d. Perform other duties as specified by the president or directors.

11. Rules Committee:

- a. Codify and periodically review the special regulations of the league, including:
 - i. Special major, minor, rookie and softball league playing rules.
 - ii. Ensure that all players, managers, coaches and umpires are abiding by the Brunswick Cal Ripken code of ethics.
 - iii. Manage and update as needed the infraction of rules process.
 - iv. The committee will also address all other rules related issues referred to it by the president or directors.

Article X: Grievance Process

These procedures shall govern the reconciliation of matters of concern to Brunswick Bambino Inc. dba Brunswick Cal Ripken Baseball League. Only members have standing to raise such matters.

1. The process may not be altered, amended, or repealed, while any matter is pending, or any director has reason to suspect that a matter may be pending before the board of directors.
2. If a matter involves a director, or a member of the directors family, then the involved director may not participate in any related decision, or be present during any discussion(s), except upon the request of a majority of the directors, and then for informational purposes only.
3. Arbitration
 - a. Members unable to resolve a matter informally, may request arbitration by the appropriate major, minor, rookie or softball coordinator, or the Vice President if the appropriate league coordinator is involved.
 - b. The arbitrator shall meet separately, and may meet collectively, with the parties involved and then present the issue and collected information in writing to the board to render an appropriate decision.
4. Appeal
 - a. If the resolution is unacceptable to an involved member, a type written appeal may be submitted to the directors. The appeal must explain the matter under dispute, the results of arbitration, and justification of the appeal. The member(s) against whom the matter is directed shall be provided with a copy of the appeal, and be given 10 days to provide a type written response to the contained allegations.
 - b. The appeal submitted to the directors shall be considered only at a special meeting(s) of the board of directors called specifically for that purpose. The appeal shall not be discussed in any other forum.

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- c. The board of directors shall render a final decision.

Article XI: Disciplinary procedures

All disciplinary action involving members shall be the responsibility of the directors. In determining the appropriate penalties for violation of The Brunswick Cal Ripken Baseball Code of Ethics, and local rules and regulations the directors will make the decision of what disciplinary action is warranted and what it will be. Interim action, including suspension, may be taken by the officer's acting as a committee, pending a formal meeting of the directors.

Article XII: Amendments

1. Amendments to these by-laws may be proposed by any member.
2. Proposed amendments shall be presented to the directors for review. A vote of the directors shall be held to determine whether the proposed amendments shall be presented to the membership for approval. All directors shall be provided with notice that an amendment to the by-laws is to be brought before the directors for discussion and vote. Provisions shall be made to allow directors to vote proxy in the event they cannot attend the meeting during which the discussion and vote is to be conducted. It shall require 2/3 or more directors in order for the amendment to be presented to the membership for approval.
3. Amendments to the by-laws, following approval of the directors, shall be presented to the membership for approval. Notice shall be provided to the membership of the date and time that said amendment(s) will be brought before the membership for discussion and vote. It shall require the approval of a majority of the members present at a meeting to incorporate said amendment(s) into the by-laws.

Article XIII: Indemnification

1. The Corporation shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding : provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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2. Indemnify against expenses. Any provisions of subsections 1 or 3 to the contrary notwithstanding, to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection 1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's, actually and reasonably incurred by him in connection therewith. The right to indemnification granted by this subsection may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he was successful on the merits or otherwise.
3. Indemnity made by Corporation. Any indemnification under subsection 1, unless ordered by a court or required by the By-Laws, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection a. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such a determination once made by the Board of Directors, may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the director, officer, or agent may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.
4. Expenses incurred in civil or criminal action. Expenses incurred in defending in a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in subsection 3 upon receipt of an undertaking by or on behalf of the director, officer, or agent to prepay such amount, unless it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section.
5. Provisions of Indemnification. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such a person. A right to indemnification required by the By-Laws may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered into court in any action, suit or proceeding in respect to which indemnification is sought.
6. Power to purchase and maintain insurance. Upon vote of a majority of the Board of Directors, the Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this section.

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Article XIV: Limitations –*section is pending approval upon 501(c)(3) status being granted, expected to occur in 2013. At such time that 501(c)(3) status is granted this section will be reviewed*

All contributions made to the Corporation shall be deductible as charitable contributions under section 170 of the Internal Revenue Code of 1954, as amended, and the Corporation shall be exempt under section 501 (c)(3) of said Code and sections ancillary thereto; and,

1. No part of the assets of the Corporation, either principal or income, shall ever ensure to the benefit of any private stockholder or individual, or any person which is not itself a charitable Corporation as defined in section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or any of the Corporation's members or directors, either directly or indirectly, in the sense these words are used in Section 170© or Section 501 (c)(3) of said code; provided , however, any person meeting the Corporation's objective criteria and requirements for the distributions of the Corporation's income or the benefit thereof consistent with its purposes; and the Corporation shall not engage in any prohibited transactions as defined in Section 503 of said code, nor carry on any activity which disqualifies this Corporation from receiving charitable contributions under Section 170 of said Code.
2. No part of the assets, either principal or income, other than in the normal course of business expenditures, shall be distributed to or applied for the use of any Corporation trust, community chest, fund or foundation, a part or all of the net earnings of which ensures to the benefit of any private stockholder or individual or substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.
3. If and when the Corporation is ever liquidated or dissolves all of its assets, real, personal and cash, it shall be distributed to such charitable or exempt Corporations as defined in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or to the Federal Government or to a State or Local Government (for public purpose consistent with the Corporation's purpose) as the members and directors of the Corporation may determine.
4. The Corporation shall not engage in any transactions described or defined as a "prohibited transaction" be Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, nor shall the income of the Corporation be unreasonably accumulated or invested in such manner as to jeopardize the carrying out of the purpose of the Corporation within the intention of Section 504 (a) of the Internal Revenue Code of 1954, as amended.
5. The immediately preceding subparagraphs, numbered 1,2,3 and 4 may not be amended, modified or revoked, except as may be required in order that the Corporation may be considered a tax exempt and charitable corporation under Section 501 (c)(3, et seq. and Section 170(c) of the Internal Revenue Code of 1954, as amended, and any such amendments for the purpose of maintaining said tax exempt status are to be retroactive to the initial date hereof.