

Perrysburg Amateur Baseball/Softball Club

By-Laws

ARTICLE I

The Perrysburg Amateur Baseball/Softball Club (PABSC) is hereby established as a non-profit organization for the primary purpose of providing educational baseball and softball programs for the youth residing in the City of Perrysburg and or attending the Perrysburg School District.

ARTICLE II

The Objective of the PABSC shall be to educate youth on the fundamentals of baseball and/or softball; to promote sportsmanship, team play, good conduct, and good citizenship; and to enhance the athletic skills of players and foster healthy competitiveness.

ARTICLE III

This organization shall be governed by an elected Executive Board consisting of a President, Vice President – Baseball, Vice President – Softball, Secretary, Treasurer, Director of Player Personnel, and Director of Scheduling. General elected Board Members include: League Commissioners – Baseball (Colt, Pony, Major, Minor, Rookie, PW6, 3-4 year old T-ball and Travel Division, League Commissioner – Softball, Director of Equipment, Director of Uniforms, Director of Umpires – Baseball, Director of Umpires - Softball, Director of IT, and Director of Sponsorships.

ARTICLE IV

The Executive and General Board members shall be elected by the voting membership every July. The offices of President, Vice President – Baseball, Secretary and Director of Scheduling will be elected on odd years. The offices of Treasurer, Vice President – Softball and Director of Player Personnel will be elected on even years. The term of office for executive board members shall be for two years commencing on August 1st. The term of office for general board members will be one year.

ARTICLE V

All Executive Board members are voting members at Executive Board Meetings. All elected members are voting members at General Board meetings.

ARTICLE VI

The Executive Board members shall be responsible for:

- a) Formulating major policy and/or objectives of the organization.
- b) Settling, by majority vote, any issues or problems that need to be resolved before a general meeting.
- c) Reviewing any situation that cannot be resolved within the individual league.
- d) Setting the league registration fees each season.
- e) The President will vote only to break ties.

The General Board members shall be responsible for:

- a) Discussing and deciding on minor policy issues.
- b) Approving all Head Coaches and Assistant Coaches on the recommendations of the League Commissioners.

ARTICLE VII

The President, subject to the approval of the General Board, shall appoint non-elected Directors as may be required from time to time for special projects and fill vacancies of Executive or General Board Members, Head Coaches, and Assistant Coaches (as recommended by the League Commissioners).

ARTICLE VIII

The voting eligibility and voting membership are as follows:

- a) Any adult, 18 years of age or older, shall be eligible to serve as a Head Coach, Assistant Coach, or member of the Executive or General Board after a successful background check has been performed.
- b) Voting members shall be eligible members who have been elected or appointed to the Executive Board, General Board Members, Head Coach, Assistant Coach and the various non-elected directors, as appointed by the President.

ARTICLE IX

The guidelines for conducting elections are as follows:

- a) An election committee consisting of the President, Secretary and one board member to be chosen by the Executive Board will oversee elections.
- b) Elections will be held in July of each year in a manner to be determined by the Executive Board during the February monthly Board meeting.
- c) The Secretary will accept the intent to run for office any time after Opening Day and no less than seventy-two (72) hours before the election. Submission to run may be made by e-mail.
- d) The Secretary will prepare an election ballot containing all positions that make up the General/Executive Board and are not subject to the exclusion mentioned in Article IV.
- e) The Secretary will e-mail Notice of Elections to all eligible voters within ten (10) days prior to elections. Notice shall also be placed on the website.
- f) The notice shall include all relevant information of the election. Eligible voters are those outlined in Article VIII, Section b.
- g) Any person who meets the eligibility criteria of Article VII, Section a, must submit in writing their intent to run for office to the current Secretary. No person may run for more than one (1) elected position.
- h) Notification of results to all persons on ballot will be made in writing within (10) business days.

ARTICLE X

These by-laws will be reviewed yearly with suggested changes presented for consideration at the February General Board meeting and adopted at the March coach's meeting. The by-laws will be available to the public at least 30 days before Opening Day.

Two-thirds (2/3) of the voting membership present shall be required to pass the amendments.

ARTICLE XI

Whenever an elected member of the General Board cannot fulfill his or her term, a member shall be appointed by the President and approved by the General Board to fulfill the remainder of the term. Any member that resigns from the Board must sit out one year from the time of resignation before they may serve again. Any member who resigns twice will not be allowed to run for office again. Any member that leaves for education, employment, or health reasons is exempt from this policy. In the event a board member has more than two unreported absences per term from board meetings or abuses their office in any way, said board member is subject to removal from their position. The Executive Board will vote on removal. A majority vote is required for any board member's removal.

ARTICLE XII

The sum of ten thousand dollars (\$10,000) shall be kept intact and invested in a “Special Interest” account. The intent of this money is to use the interest and only the interest from the account to eliminate Tag Day. The account shall be maintained as a separate special Tag Day Elimination Account and shall be recorded separately and not be included in our monthly Treasurer’s report as operating funds.

The principal of the account is not to be depleted without the following steps being taken:

- a) The Executive Board must approve the measure by a two-thirds (2/3) vote before it can be brought to the General Board for approval.
- b) The General Board must approve the measure by a two-thirds (2/3) vote.
- c) Seventy-five (75) % of the Executive Board must be present.

Perrysburg Amateur Baseball/Softball Club

Conflict of Interest Statement

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect Perrysburg Amateur Baseball/Softball Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Perrysburg Amateur Baseball/Softball Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Perrysburg Amateur Baseball/Softball Club has a transaction or arrangement,
- b.** A compensation arrangement with the Perrysburg Amateur Baseball/Softball Club or with any entity or individual with which the Perrysburg Amateur Baseball/Softball Club has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Perrysburg Amateur Baseball/Softball Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after

the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Perrysburg Amateur Baseball/Softball Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Perrysburg Amateur Baseball/Softball Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Perrysburg Amateur Baseball/Softball Club for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Perrysburg Amateur Baseball/Softball Club for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Perrysburg Amateur Baseball/Softball Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Perrysburg Amateur Baseball/Softball Club is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the Perrysburg Amateur Baseball/Softball Club operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Perrysburg Amateur Baseball/Softball Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Perrysburg Amateur Baseball/Softball Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.