

ST LOUIS AMATEUR BASEBALL ASSOCIATION (SLABA)

BY-LAWS

ARTICLE 1. PURPOSE

Section 1. The purposes for which the corporation is organized are:
The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. More specifically, the corporate purposes are:

(a) To teach, instruct and train youth in the St. Louis area in the fundamental techniques, skills and strategies of baseball by means of conducting practice sessions, competing in league play against other area teams and conducting and playing in local, regional and national tournaments,

(b) To promote sportsmanship, good fellowship and Americanism through the playing of baseball,

(c) To promote the welfare and development of youth through baseball related activities,

(d) To operate and maintain amateur baseball teams and leagues for youth in the St. Louis area,

(e) To provide St. Louis area youth with maximum exposure against the toughest competition in the respective age brackets by affiliating with an unlimited number of nationally recognized and sanctioned youth baseball programs,

(f) To foster national amateur sports competition and to support and develop amateur athletes for such competitions,

(g) To assist in the elimination of juvenile delinquency by providing to all youth, both members and non-members, the opportunity to participate in the above activities.

ARTICLE II. MEMBERSHIP

Section 1. Team Membership Membership shall be limited to organizations. An organization shall consist of at least 2 or more teams at different age levels with the goal of fielding a varsity team within a number of years as specified by the board. All organizations must agree to play according to the established by-laws and playing rules.

Section 2. Each organization head or designated representative is entitled to one (1) vote at any regular or special league meeting.

Section 3. New organizations must apply in writing and appear before the board for membership. No new organizations will be approved after January 31st of any given year. New organizations need the approval of a simple majority of existing league organizations. New organizations will have a probationary period of one year.

Section 4. The Board must receive any proposed change of the head of an organization in writing. The new head of the organization must meet with the Board and receive Board approval before assuming responsibility.

Section 5. All organizations must be fiscally responsible to SLABA and all vendors or suppliers.

Section 6. Probation An organization may be placed on probation at the discretion of the executive board for violating by laws or playing rules of this organization after due process.

Section 7. Suspension An individual may be placed on probation at the discretion of the executive board for violating by laws or playing rules of this organization after due process.

Section 8. Territories Each organization shall have a designated territory for the purpose of recruiting players, as described in Section 2 of the SLABA playing rules.

ARTICLE III. STANDING COMMITTEES, EXECUTIVE COMMITTEE, BOARD MEMBERS, AND ELECTIONS

Section 1. Elections The following officers shall be elected bi-annually from among active members to serve a term of two years on the Executive Committee: President, Vice President, Secretary, Treasurer, Chairman of the Board, Chairperson of Operations, and Chairperson of Planning. Elected members of the Executive Committee may be nominated from any member in good standing within the league.

Section 2. Nominations Officer nominations shall be made at the September meeting (in even numbered years). The elections shall take place at the October meeting (in even numbered years).

Section 3. Replacement In the event that an officer resigns or vacates a position on the Executive Committee, nomination of a replacement will be accomplished prior to the start of the next monthly meeting and a vote to elect this person will occur at the end of the same meeting. If a monthly meeting will not occur within 30 days, the President shall call for nominations and mail a ballot to all members of the Executive Board to complete and return within seven days. The entire process should not exceed 30 days.

Section 4. Head of Program These individuals represent groups of teams at all age levels from specific territories. They are voting members of the Executive Board and remain as such until they no longer represent one of the designated territories.

Section 5. Standing Committees The league will have four standing committees that will meet on the same night and prior to the monthly General Meeting. The purpose of these committees will be to review and recommend to the full Executive Board, the operations and activities of the league. Elected committee chairs will formulate proceedings into motions for the approval of the Executive Board. The Standing Committees will be Planning, Promotions, Operations, and Finance. All matters pertaining to the league will be assigned to the appropriate committee to review and bring forth to the entire Executive Board for discussion and a vote. All motions are made at a General Meeting and approved by vote at the next monthly General Meeting. A two-thirds vote of the Executive Board may suspend the motion by-law and allow a vote on a motion in the same evening that it is presented.

Section 6. Duties of Officers and Executive Board Members

Executive Board: The Executive Board will consist of the seven (7) elected officers and all members that are Heads of Programs. Members in good standing may be appointed to committees and have voting rights during the Committee phase of the monthly General Meeting. However, only Heads of Programs will have a vote during the General Meeting phase of the monthly meeting.

President: The President shall preside over all meetings of the general organization except for the Committee meetings prior to the monthly General Meeting, in which the Chairman of the Board will preside. The President shall have general supervisory control over affairs of the organization and shall act under the direction of the Executive Board. The President shall give guidance and assistance to the chairs of the Operations and Finance Committees while coordinating with the Chairman of the Board in the league's Planning and Promotions Committees efforts. The President may appoint sub-committees for specific lengths of time to consider any proposal or situation and assign that effort to any of the four Standing Committees.

Vice President: The Vice President, in the absence of the President, will assume all duties and functions of the President. Should the Office of the President become vacant, the Vice President shall assume the Presidency until the next monthly meeting, in which he will seek nominations and elect all vacated positions. The Vice President also chairs the Promotions Committee that presents the image of SLABA to the community. This committee seeks to develop the league image and promote players to media and

college coaches. This committee also develops the web site as a communication tool for the baseball community and to promote SLABA throughout the St. Louis area.

Secretary: The Secretary shall maintain and distribute accurate minutes of all meetings. The Secretary shall be responsible for all forms that must be issued and completed by league members and/or the leagues in general. The Secretary will assure that minutes of the committee meeting are provided to all members of the Executive Committee.

Treasurer: The Treasurer shall keep a record of all financial transactions, present monthly reports of income and disbursements, deposits funds, and pay outstanding bills by check. Two officers' signatures must be on all checks. The Treasurer chairs the Finance Committee, whose main purpose is managing the revenues and expenses of the league. In this capacity, special emphasis is placed on vendors of the league and the reporting of revenues and expenses.

Chairman of the Board: The Chairman of the Board shall provide leadership to the league's Committee structure to assist in the planning and execution of all topics related to baseball operations. This includes coordinating with chairmen of committees to assure issues are planned in an agenda for the monthly meetings and prioritized for action to the full board during the General Meeting phase. The Chairman will coordinate between committee chairs to assure that topics are coordinated. The Chairman will lead the Planning and Promotions efforts for the organization while coordinating with the President in his effort to develop Operations and Finance.

Planning Committee Chair: This person chairs the Planning Committee effort that develops one- and five-year plans for the organization. This member is highly involved after each season to evaluate the results of the season and develop what needs to be reviewed in fall meetings to plan for the next season. The actual yearly plan is a document that is available in print or web format. The SLABA manual contains playing rules, by-laws, calendar, affiliations, tournaments, and all other information needed for coaches and administrators at all level of the organization. Affiliations and by-laws are also considered in this committee.

League Operations Committee Chair: This committee chair is responsible for organizing the commissioners for each of the age groups and administrating the league during the playing season. This individual will help plan the local playoff tournaments and instruct coaches in the standards and practices of the league. This chair will also be involved with the umpires to assist with problems and determine contract relationships. Coordination of scheduling and review of playing rules are also considered in this committee.

Section 7. Duties of the Executive Committee These elected officers will provide the leadership to move the league forward and continue the traditions that have established the league as an important program in the community. The Executive Committee will take a leadership role in conducting committee meetings prior to the monthly General Meeting in which all facets of baseball operations are discussed. These discussions should lead to motions made during the General Meeting in which the recommendations of the committees are brought to the Executive Board for discussion and vote.

The Executive Committee will meet outside of the monthly meetings only as needed to consider important new directions for the league; review problems that need to be addressed quickly; review rosters; review rules violations; or any matter that must be decided prior to the next regular monthly meeting. While it is recognized that this group needs to be able to act for the league in situations, it should always be the responsibility of this group to keep all members of the Executive Board aware of these situations.

ARTICLE IV. MEETINGS

Section 1. Monthly A regular business meeting shall be held every month, September through May, with the exception of December. The Executive Board shall set the date, time and place of all meetings. A quorum for a regular business meeting shall consist of a minimum of two-thirds of participating organizations.

Section 2. Board Meetings Board meetings will be held the first Wed of each month, from Sep through May. A quorum for a board meeting shall consist of four members.

Section 3. Special Meetings Heads of organizations, with the approval of the Executive Board, shall have the power to request a special meeting when they believe business of importance necessitates such meeting.

Section 4. Governance Robert's Rules of Order shall govern procedure.

Section 5. Attendance To insure the proper functioning of the business affairs of the organization, all member organizations are required to have representation at all scheduled meetings. Penalties for absences:

First Absence: Warning that further absence results in a fine;

Second Absence: Fine of \$25.00;

Third Absence: Fine of \$50.00;

Fourth Absence: Fine of \$100.00 and suspension from participation as a manager, head coach, or league official for a minimum of one year. All fines must be paid by October 1 in order for the team to participate in any league activities. A suspension, but not a fine, may be appealed.

ARTICLE V. AFFILIATIONS

Section 1. The Association may choose to affiliate with any national organization that receives approval from a majority of the membership.

Section 2. Costs League members must affiliate with all affiliations officially adopted by a majority of league members. The cost of any national affiliations will be equally borne by all participating teams.

ARTICLE VI. COMMITTEES

Section 1. Permanent Committees (A) Scheduling, (B) All-Star Game, (C) Tournament Play, (D) Association Banquet/MVP Award, (E) Public Relations.

Section 2. Temporary Committees Any committee deemed necessary to operate the organization may be appointed by the President with approval of the Executive Board.

Section 3. The President with the approval of the Executive Board shall make committee Chairpersons and committee membership appointments.

ARTICLE VII. DISBANDMENT

Section 1. Team Withdrawal Any team dropping out of the organization shall not be entitled to any refund from the organization.

Section 2. Association Termination If at any time the association disbands, the funds in the treasury shall be divided equally amongst the participating organizations.

ARTICLE VIII. AMENDMENTS

Section 1. By-Law Changes By-Laws may be amended by a two-thirds vote of the membership. Proposed amendments will be read at one meeting and voted upon at the next meeting.

Section 2. Playing Rule Changes Playing rules may be amended by a majority vote of the membership. Proposed changes will be read at one meeting and voted upon at the next meeting.

Section 3. Changes By-Laws and Playing Rule changes to be effective for any given playing season must be in place prior to April 1 of the playing year. Identical By-Law and/or Playing Rule proposed changes may not be voted upon more than once during any given calendar year (September through August).

ARTICLE IX. LEAGUE REGULATIONS

Section 1. Structure Since members may belong to more than one affiliation, each league shall be structured by a majority vote of the affiliated members. It shall be desired that all members would belong to at least one common affiliation. Any further structural guidelines will be addressed in the Playing Rules.

Section 2. Playoffs This item shall be addressed separately for the particular affiliation, or for the association in general.

Section 3. Umpires The umpires for all league games shall be the same. An umpire association shall be chosen by the membership. The chosen umpire's association shall work out a compatible assignment of umpires. If two-thirds of the membership does not want any particular umpire in the designated association, that umpire shall not be assigned to any member's home games.

Section 4. All-Star Games The association shall play one common All-Star Game (at all levels when appropriate) with the guidelines to be drawn up annually.

Section 5. Banquet/MVP Award The association shall sponsor one common Banquet and shall establish one common set of awards with the guidelines to be drawn up annually.

Section 6. Adopted Regulations As an integral part of the governing structure of this Association, the Executive Board may need to select and the majority of the Association shall vote to approve clarifications of National rules for various affiliations.

Each affiliated group may need to publish rules and/or playing regulations applicable to said affiliation or league. As long as these rules are not in conflict with the overall structure, guidelines and rules of the association, such regulations shall be permitted.

Section 7. Association Booklet The association shall print and distribute to each of its managers/head coach in May each year a booklet describing the updated information concerning by-laws, playing rules, affiliations, leagues, officers, committee appointments, rosters, releases, birth certificates, playoffs, all-star games, banquet, awards, umpires and any other area necessary for smooth governance of the association.

ARTICLE X. LEAGUE SPONSORSHIP

Section 1. For the purpose of Varsity competition, the association may establish the following leagues:

- (a) American Amateur Baseball Congress -- Connie Mack
- (b) PONY Baseball, Inc -- Palomino
- (c) National Amateur Baseball Federation – Senior
- (d) Other – as voted by the executive board and membership annually

Section 2. For the purpose of competition below the Varsity level (cannot be 19 prior to August 1 of any given playing year), all of the By-Laws and Playing Rules herein shall apply.

Junior Varsity teams shall have an age cap of cannot be 18 prior to August 1 of any given playing year.

Junior teams shall have an age cap of cannot be 17 prior to August 1 of any given playing year.

Fifteen and under teams shall have an age cap of cannot be 16 prior to August 1 of any given playing year.

Fourteen and under teams shall have an age cap of cannot be 15 prior to August 1 of any given playing year.

Twelve and under teams shall have an age cap of cannot be 13 prior to August 1 of any given playing year.

ARTICLE XI DISSOLUTION CLAUSE

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.