



WOOD RIVER BASEBALL & SOFTBALL ASSOCIATION BY-LAWS



ARTICLE I – NAME

The organization will officially be known as Wood River Baseball Softball Association, further referred to as “WRBSA.”

ARTICLE II – OBJECTIVE

(1) The primary objective of WRBSA shall be to teach the players the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they may be stronger, happier, and healthier players.

(2) The secondary objective of WRBSA is to improve the quality of baseball/softball in the community by improving player skills and knowledge of the game of baseball/softball. The result of this objective is to have more players advancing to the next level with improved skills and knowledge.

(3) WRBSA will obtain accident and liability insurance to protect its members when participating in all WRBSA sponsored activities.

ARTICLE III – AFFILIATIONS

(1) WRBSA is an independent youth baseball/softball organization. WRBSA Board of Directors, also referred to as Board Members, reserve the right to vote for and chose to charter with any organizations which assist WRBSA to meet its objectives, such as but not limited to Babe Ruth, Cal Ripken Baseball, American Legion Baseball and ASA Softball.

(2) WRBSA will adopt the rules and standards of any number of charter affiliations. The WRBSA reserves the right to establish and adopt local rules which supplement charter rules, as necessary, to insure the quality of play, safety and welfare of its members. WRBSA cannot alter a rule or standard which would invalidate the ASSOCIATION INSURANCE PROGRAM.

(3) The affiliation of members will not require them to be affiliated with another organization or group to qualify for membership in WRBSA. Members may affiliate with other youth sports organizations as long as other affiliations do not hinder the WRBSA from achieving its principal purpose.

ARTICLE IV – MEMBERSHIP

(1) Any person interested in active participation to further the objectives of WRBSA may apply to become a member of WRBSA. The following are the differing classes of members allowed to participate:

(A) *Regular Members.* Any adult, residing within the authorized boundaries of the WRBSA, who is actively interested in furthering the objectives of WRBSA and have paid current dues may become a Regular Member. Regular members in good standing are eligible to serve on committees, attend board meetings and vote at General Membership meetings. All Board Members, committee members, managers, coaches, volunteer umpires, other elected or appointed officials must be active Regular Members in good standing. As used hereinafter, the word “Member” shall mean Regular Member unless otherwise noted.

(B) *Player Members.* Players will be eligible to compete in WRBSA with no rights, duties or obligations to management or the property of the WRBSA.

(2) WRBSA will waive the player fee for an active Board Member or Head Coach, with a maximum of one (1) waiver fee per family per season.

(3) Dues for Regular Members:

(A) A reasonable participation fee for player members may be assessed as a Member’s obligation assuring operation capital from which the WRBSA can operate on a yearly basis.

(B) Each year the Baseball and Softball Director will provide proposed participation fees for the Board of Directors to approve for their respective programs. Additional participation fees may be collected for additional tournament participation. In addition, a WRBSA fund raising committee may be formed to reduce possible additional costs, as not to discourage participation due to financial constraints.

(3) Membership may be terminated by resignation or action of the Board of Directors as follows:

(A) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline, suspend or terminate the membership of any Member of any class, including Board of Director members, Baseball and Softball Directors, General Managers, Coaches, Parents and Players, when the conduct of such person is considered detrimental to the best interests of WRBSA. The person shall be notified of such meeting, informed of the general nature of the meeting and given an opportunity to appear at such meeting to answer the alleged charges.

(B) In the case of a Player Member, the Baseball/Softball Director shall give notice to the Head Coach of the team. The Head Coach shall appear, in the capacity of an adviser, with the player before the Board of Directors or duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Baseball/Softball Director shall be present at such meeting. The Board of Directors, by a two-thirds vote shall have the authority to suspend or revoke such player's future right to participate in WRBSA.

ARTICLE V – BOARD OF DIRECTORS

(1) The management of the property and affairs of the WRBSA will be vested in the Board of Directors. The number of Board Members will be not less than four (4) and no more than ten (10). The Board of Directors will upon election assume their duties beginning January 1 and will continue in office until their successors have been duly elected and qualified.

(2) The Board of Director Membership will include a PRESIDENT, VICE PRESIDENT, TREASURER, SECRETARY, BASEBALL DIRECTOR, SOFTBALL DIRECTOR, AND UP TO FOUR (4) GENERAL BOARD OF DIRECTORS (TWO BASEBALL AND TWO SOFTBALL REPRESENTATIVES). The President will assume or delegate the duties of the other offices until other volunteers are found and elected to the Board.

(3) The Board of Directors are elected to two (2) year terms. The Board of Directors will not contain spouses or members of an immediate family.

(4) Regular meetings of the Board of Directors will be held immediately following the annual election at a time and date which will be determined by the Board of Directors. Unless changed by a majority vote, regular meetings will be held once a month at a time elected by the Board of Directors. A two-thirds approval of the Board of Directors is required to close all or part of any meeting to the public.

(5) There are no quorum requirements, only a majority vote of all Board of Directors in attendance at any regular or special meeting(s). Any issue requiring a two-thirds approval vote requires more than two-thirds of the total membership of the currently elected Board of Directors, present or not. The President may exercise the right to gather votes by phone, email, text message, or written ballots. Any Board of Director may request a silent vote for any potential sensitive issues. For any vote which involves a Board Member, they will not participate in the vote and shall be excused during the voting process.

(6) The Board of Directors will have the power to appoint such standing committees as it will determine appropriate and to delegate such powers to them as the Board deems advisable and which it may properly delegate.

(7) The Board of Directors may adopt rules, regulations and operating procedures for the conduct of its meetings and the management of the WRBSA as it may deem proper.

ARTICLE VI – GENERAL MEMBERSHIP MEETINGS

(1) The annual meeting for the WRBSA will be held in November each year. The purpose of the meeting will be to receive any Board of Director's year end reports, hear concerns from membership and filling vacant positions on the Board of Directors. All members of the Board of Directors are REQUIRED to attend the annual meeting. The President may reschedule the annual meeting if all Board of Directors are unable to attend. Fifty percent (50%) of the Board of Directors including the President and Secretary must be present at the annual meeting or at any special meeting of the members.

(2) Notice of the annual meeting will be emailed to the Members, and may be posted in the local newspaper, at least ten (10) days in advance of the meeting. The notice will post the time, place and purpose of the meeting.

(3) At the annual meeting, the membership will receive a report verified by the PRESIDENT and TREASURER or by a majority of the Board of Directors of the entire real and personal property owned by WRBSA. The reports will include location of assets, what portions were being invested, purchases made during the preceding year (both cost and type) and any appropriations or expenses during the preceding year. The report will also include the purpose and type of purchases, the person who made the purchase and all applications made for appropriation of funds which will be filed with the records of WRBSA. The Baseball and Softball Directors will provide updates on their programs.

(4) Special meetings of the members may be called by the BOARD OF DIRECTORS at their discretion. Upon the written request of five (5) regular members, the PRESIDENT will call a special meeting to consider a specific concern or subject. No business other than that specified in the notice of the meeting will be arranged at any special meeting of the members.

ARTICLE VII – ELECTION PROCEDURES

(1) The Board of Directors will determine how many vacancies exist by verifying whose terms have expired. Vacancies can only be filled by Members in good standing. Notice of the election will be made via email to all Members by the Secretary, and may be posted in the local newspaper.

(2) The SECRETARY will present a list of active members of the Board of Directors. The Board of Directors will review and approve any nominations made to fill vacancies. Nominations may be made by email to the President or Secretary and can also be made at the meeting.

(3) The PRESIDENT must be knowledgeable about conducting the affairs of the WRBSA. The office of President, when vacant, will be elected by majority vote by all Members. Nominations for President can be made by any member. All candidates for President must be present at the Annual Meeting. Each candidate will be allowed five (5) minutes to express his or her qualifications and ideas for the WRBSA. This will be followed by a five (5) minute question and answer period between candidates and the members. The SECRETARY will prepare a ballot with all nominees listed and active members will cast votes. If the candidate with the highest number of votes does not receive at least fifty percent (50%) of the votes, there will be a secondary vote between the two candidates receiving the most votes.

(4) The Vice President, Secretary and Treasurer Offices, when vacant, will be elected next. The procedure for their nomination and election will be followed the same as that described in paragraph three (3) of Article VII.

(5) Nominations for Baseball or Softball Director can be made by any member. Nominees need not be present if a member has a signed letter or email to the President or Secretary indicating the nominee is interested in being a Baseball or Softball Director. If less candidates are nominated than there are openings, then all nominees will be considered elected to the Board of Directors. If more nominees than openings are being considered then the SECRETARY will prepare a ballot with all nominees listed, same as that described in paragraph three (3) of Article VII.

(6) At the next regular board meeting the Board of Directors will determine which offices are needed, which may include General Board Members, and fill those offices.

ARTICLE VIII – OFFICERS, DUTIES AND POWERS

(1) The Officers of the Association will consist of the Board of Directors. Any appointed committees will have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board of Directors at the annual meeting or have been elected to fill a vacancy.

(2) President will:

(A) Conduct the affairs of the WRBSA and execute the policies established by the Board of Directors.

(B) Present a report of the condition of the WRBSA at the Annual Meeting.

- (C)** Communicate to the Board of Directors any matter deemed appropriate and make suggestions as may tend to promote the welfare of the WRBSA.
- (D)** Assume responsibility for the conduct of the WRBSA to the objectives, policies, principals as agreed to in the By-Laws, as well as, the conditions of charter issued to the Association by the charter organization.
- (E)** Designate in writing, other officers if necessary, to have power to make and execute for and on behalf of the WRBSA any contracts and leases they may receive previously approved by the Board.
- (F)** Investigate complaints, irregularities and conditions detrimental to the WRBSA and report back to the Board of Directors as incidents warrant.
- (G)** Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (H)** Lead all meetings and will only vote as the tie-breaking vote.

(3) Vice President will:

- (A)** In case of the absence, disability or removal of the President, the Vice President is authorized by the President or Board of Directors to act and perform the duties of the President. When acting on the President's behalf, the Vice President will have all powers of the office and will have other duties from time to time that may be assigned by the Board of Directors or the President.

(4) Secretary will:

- (A)** Be responsible for recording the activities of the WRBSA and maintain appropriate files, mailing lists and necessary records.
- (B)** Perform duties as are specifically set forth in addition to other duties as are customarily incident to the Office of Secretary or as assigned by the Board of Directors.
- (C)** Give notice of all meeting of the WRBSA, Board of Directors and/or committees.
- (D)** Maintain a list of active members.
- (E)** Keep the minutes of the meetings of the Board of Directors and record said minutes.

(F) Will conduct all correspondence not otherwise specifically delegated in connection with all meetings and will be responsible for carrying out all orders, votes and resolutions not otherwise committed.

(G) Notify members, Board of Directors and all active members of their election or appointment.

(H) Assist the coaches and managers in examining the application and support proof of age documents of every player candidate and certify to residence and age eligibility.

(5) Treasurer will:

(A) Perform duties as are herein set forth and other duties are as customarily incident to the Office of Treasure or may be assigned by the Board of Directors.

(B) Deposit all monies and securities in a depository approved by the Board of Directors.

(C) Prepare and deliver all disbursements by check.

(D) Maintain an accurate accounting of player fees and expenses, and present the information to the Board of Directors at monthly meetings.

(6) Baseball and Softball Directors will:

(A) Represent the players' interests in all matters as a top priority.

(B) Manage the recruitment and selection of Head Coaches and organize and facilitate any needed training for all coaches.

(C) Keep the President and/or Vice President advised of any Board of Directors, Coach, Parent or Player issues.

(D) Facilitate the registration of players, tryout sessions and the team selection process, including balancing team rosters (if multiple teams) and adding players if a player quits or is removed from a team.

(E) Manage the teams' tournament schedules in coordination with the Head Coaches.

(F) Purchase equipment, uniforms and materials needed for the teams. Any item(s) having significant value of \$300 or more requires approval from the Board of Directors.

- (G) Be responsible for home tournaments and may appoint a Tournament Director or Committee, consisting of Regular Members, to manage or assist the tournament operations.
- (H) Have the final interpretation if any questions or confusion arise at any home tournament.
- (I) Be responsible for the actions and conduct of the coaches and players on the field and will assist the umpire in controlling the actions and conduct of parents or viewers in the stands. If there are ongoing issues with a Board of Director, coach or parent, the Baseball/Softball may request a special hearing to discuss the matter with the Board of Directors. If the issue is with a Board of Director, he/she will be excused from the meeting.

ARTICLE IX – OTHER OFFICES OR COMMITTEES

(1) The Board of Directors may appoint a Fund Raising Officer or committee consisting of at least one (1) director and other appointed regular meetings. The officer or committee will investigate ways and means of supplementing the program to reduce participation fees and of raising funds for traveling to tournaments. It will submit recommendations to the Board of Directors for approval prior to implementing any Fund Raising Activities.

ARTICLE X – FINANCIAL AND ACCOUNTING

(1) The Board of Directors will decide all matters pertaining to the finances of the WRBSA and it will place all income including auxiliary funds in a common treasury.

(2) The Board of Directors will not permit the solicitation of funds in the name of WRBSA unless all funds raised will be placed in the WRBSA treasury.

(3) The Board will not permit the disbursement of WRBSA funds for other than to the benefit of activities in accordance with WRBSA's objectives as set forth in these By-Laws.

(4) No Board of Director or Officer of the WRBSA will receive, directly or indirectly, any salary or compensation from WRBSA treasury for services rendered, except as specified in Article IV (Membership), Number (2).

(5) All monies received will be deposited to the credit of WRBSA in the Association's account at MOUNTAIN WEST BANK. No other account may be established or maintained without board approval. There is to be no petty cash or slush fund account.

(6) All disbursements approved by the Board of Directors will be made by check or credit card. No disbursements will be made by cash unless specifically approved by the Board of Directors.

(7) The fiscal year for WRBSA will begin on the FIRST DAY OF JANUARY and will end on the LAST DAY OF DECEMBER.

(8) Upon dissolution of the WRBSA and after all outstanding debts and claims have been satisfied. The Board of Directors will direct the remaining property of WRBSA.

ARTICLE XII – GENERAL MANAGERS, COACHES, AND UMPIRES

(1) In order to achieve the WRBSA's objective as a volunteer based organization, WRBSA reserves the right to select those volunteers it deems appropriate in its sole and absolute discretion. Volunteers from prior seasons do not have any rights to retain prior positions. Volunteers will be selected and approved based on their ability to help WRBSA meet its objectives. The selection process will be carried out as follows:

- (A) The interview process will consist of each volunteer filling out a WRBSA Application. The Baseball/Softball Director will appoint a committee who will assist in reviewing all the applications, interviewing the applicants, inform each applicant as to the objectives, program, Code of Ethics and the process for removal of managers, coaches and other volunteers.
- (B) The Baseball/Softball Director will present the Head Coaches chosen by the appointed committee. The Board of Directors may discuss the process and address any questions or issues with the Baseball/Softball Director. If there are any serious issues, the Board of Directors may, by a two-thirds vote, elect to remove the Head Coach. If there is only one applicant, the Baseball/Softball Director may choose the applicant without the use of a committee unless there are any serious issues with the applicant.
- (C) If there are insufficient applicants to fill any open coaching positions, the Baseball/Softball Director may form a committee to solicit volunteers. Any applicant who was previously rejected by the Baseball/Softball Director or the Board of Directors may not be included.
- (D) The Baseball/Softball Director, with the assistance of the Head Coaches, will choose a General Manager for their respective divisions. There will be a General Manager for the Legion division, which may include Babe Ruth, 14U and 16U divisions for Softball and the 10U and 12U division for Baseball and Softball. General Managers will complete appropriate paperwork for each team in their division and enter them into the official rosters submitted to the charter organization. They will coordinate with the parents for all tournament information including times, directions, and any possible camping/hotel accommodations if needed.

ARTICLE XIII – CODE OF ETHICS

The WRBSA adheres to a strict CODE OF ETHICS for all Members and volunteers, including Board of Directors. Coaches and General Managers will gain certification from the Babe Ruth Association prior to the first scheduled game. The following is the CODE OF ETHICS to which EACH and EVERY Board of Director, Coach, General Manager, parent and any other volunteer must adhere:

- I will place the emotional physical wellbeing of my players ahead of any personal desire to win or agenda.
- I will do my best to provide a safe playing situation for all my players.
- I will promise to review and practice the basic First-Aid principles needed to treat injuries of all my players.
- I will do my best to organize practices that are fun and challenging for all my players.
- I will lead by example in demonstrating fair play and sportsmanship to all my players.
- I will provide a sports environment for my team that is FREE of drugs, tobacco and alcohol. I will also refrain from their use at all youth sporting events.
- I will be knowledgeable in the rules of baseball/softball that I coach and I will teach these rules to all my players.
- I will use those coaching techniques appropriate for each of the skills that I teach.
- I will remember this is a youth sports program and the game is for the children, not adults.

ARTICLE XIV – TRYOUTS AND CHOOSING TEAM ROSTERS

WRBSA has adopted the following process. The Baseball/Softball Director of each division has the responsibility to conduct the registration and tryouts. All questions regarding the tryouts should be directed to the Baseball/Softball Director. If any questions or confusion arise, the Baseball/Softball Director's interpretation is final.

(1) WRBSA has four levels for baseball and four levels for softball.

BASEBALL

- (A) American Legion Division for ages 14 and up.
- (B) Legion B or Babe Ruth Division for ages 13 to 15 years of age.
- (C) Cal Ripken Major Association for 12 and under. **(12U)**
- (D) Cal Ripken Minor Association for 10 and under. **(10U)**

SOFTBALL

- (A) **16U or 18U**
- (B) **14U**
- (C) **12U**
- (D) **10U**

(2) All age qualifications are subject to the guidelines and rules of the American Legion, National Babe Ruth and Cal Ripken Associations. No player is allowed to play at a level higher than their legal age group as of APRIL 30th for baseball and January 1st for softball of the current year unless the proper petition process is completed, and approved by the WRBSA Board of Directors. The WRBSA also encourages female players to participate in softball.

(A) Petition Process

- (i) Parent and player approval.
- (ii) Petition filed and turned into Baseball/Softball Director.
- (iii) Petition and decision presented to WRBSA Board Members by Baseball/Softball Director.
- (iv) Two-thirds vote required by WRBSA Board Members to approve petition. Any Board of Director who is petitioning may not vote.

(3) In the circumstance of a player moving up to a higher age group or playing for a division of the opposite sex, the player may not displace any other player that rightfully belongs in that division based on age and/or sex.

(4) The number of teams in the 10U and 12U will be decided by the WRBSA Baseball/Softball Director in order to have rosters no greater than twelve (12) players and no less than ten (10) per

team. The number of teams in the higher divisions, Babe Ruth, Legion, 14U and 16/18U, will be coordinated with the Head Coaches.

(5) To be eligible to play, players must have registered and paid fees prior to the deadline set by Baseball/Softball Director. All players must have registered, paid fees and played on a team during the Blaine County Recreation District program or local school programs.

(6) There may occur special situations that call for additional players to be evaluated who did not play in the Blaine County Recreation District or local school programs. The Baseball/Softball Director must be notified of the special situation before tryouts occur. A non-Blaine County School District player may not displace any player that attends Blaine County School District in any division.

(7) Tryouts will be held for each of the Cal Ripken Legion divisions. The Babe Ruth Division/Legion B, Major and Minor Associations will hold tryouts separately as will 14U and 16/18U.

(A) Players will be notified ahead of time when and where tryouts are to be held via the local newspaper and email.

(B) All registered players are expected to attend the tryout. Exceptions may be made at the discretion of the Baseball/Softball Director in coordination with the Head Coach.

(C) Each player will be rated during the tryout by the Baseball/Softball Director, Head Coaches and any other volunteers appointed by the Baseball/Softball Director. Any ratings or notes will be collected via verbal or written notes by the Baseball/Softball Director and Head Coach. It should be noted that the tryout is supplemental information to be used in coordination with the player's performance in the Blaine County Recreation District league and Blaine County School District leagues.

(D) Returning players from the summer program are not guaranteed a returning place on any team; however it will be noted the players and parents have shown previous commitment to WRBSA.

(E) WRBSA will have set priorities for player selection for American Legion teams to meet the goals and objectives of WRBSA to assist the Wood River High School (WRHS) with fielding a competitive team.

(i) Top priority will be granted to returning WRHS baseball players.

(ii) Second priority will be granted to graduated WRHS baseball players.

(iii) Least priority will be granted to non-WRHS baseball players.

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Special considerations will be heard by the Baseball/Softball Director, who may require input from the Board of Directors.

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ARTICLE XV – INDEMNIFICATION

(1) WRBSA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the WRBSA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he/she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he/she shall have been fully adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the WRBSA; and further provided that an compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of the Article which adversely affects the right of an indemnified person under this Article shall apply to such a person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the WRBSA and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XVI – AMENDMENTS

(1) These By-Laws may be amended, repealed and altered in whole or in part by a two-thirds majority vote by the Board of Directors.