

Boys Baseball, Inc. – By Laws

ARTICLE 1 - NAME

This organization shall be known as Texas Amateur Baseball Congress Inc. d.b.a., Boys Baseball Inc. of Dallas, incorporated under the laws of the State of Texas as a non-profit corporation and recognized by the Internal Revenue Service as such.

ARTICLE 2 - OBJECTIVE

The objective of the organization shall be to develop baseball skills, promote good sportsmanship, and furnish wholesome recreation for boys under 19 years of age. Furthermore, the organization and its coaches shall teach honesty, loyalty, teamwork, courage, and respect to boys as they grow and develop into good, clean and responsible men.

This objective shall be achieved by providing a supervised baseball program, keeping in mind that the winning of games is secondary, and that the molding of future men is of prime importance.

ARTICLE 3 - GOVERNMENT

The government of Texas Amateur Baseball Congress Inc. (T.A.B.C.) (B.B.I.) shall be under the direct supervision and control of the Board of Directors.

The Board of Directors shall consist of the President, Vice-President, Secretary, immediate Past President, five Trustees, divisional Vice-Presidents and/or assistant Vice-Presidents and Directors-at-Large. The number of divisional Vice-Presidents, assistant Vice-Presidents, and Directors-at-Large will be determined by the Trustees each year.

After the end of the playing season each year and before the end of September, an election meeting will be held to elect the Board of Directors, who will take office October 1. The term of office for all elected officers shall be one year, except the five Trustees whose term of office will be three years. The Executive Committee will be composed of the President, Vice-President, Secretary, immediate Past President, and the Trustees.

The Nominating Committee will be made up of the Trustees. This committee will offer a slate of one candidate for each office to be filled. Any nominee for President must have served on the Executive Committee at least one year. Nominees for Trustee must be approved by the Executive Committee. Nominees for other offices must have been active in the organization at least one year as a Team Manager or Head Coach. No one who has attempted to detract from the organization or who has been detrimental to the organization in any way will be eligible for nomination or appointment to any office. Nominees for all offices must be in good standing with B.B.I., be financially sound, morally straight, and be willing to place the best interest of the organization above that of any individual, team, or division.

At the election meeting, nominations may be made by any Team Manager or any member of the Board of Directors in the following manner: (1) The nomination must be in writing to the Nominating Committee and received in the B.B.I. office no later than ten working days prior to the election meeting. (2) The Nominating Committee will conduct a background check to ensure the nominee is qualified to serve under these by-laws. (3) The nominee will then be contacted by the Nominating Committee or Executive Secretary to verify that he will accept the responsibility if elected. (4) Only if everything is in order, will the man making the nomination be recognized at the election meeting to

formally make the nomination. All officers shall be eligible for re-election. At the election meeting, all Team Managers and all members of the Board of Directors will have one vote each, if they are present. Election to office requires a simple majority of the votes cast.

ARTICLE 4 - DUTIES OF OFFICE

President - The President shall preside at all meetings, be responsible for seeing that all officers, directors, and committees carry out their duties, and perform such other duties as usually pertain to the office of the president. The President is responsible for forming and staffing any committees he deems necessary.

Vice-President - In the event of the inability or unavailability of the President to perform his duties, the Vice-President shall perform such duties and have the same authority as the President. In addition, he will perform any other duties that may be assigned by the President.

Secretary - The Secretary shall be responsible for the recording of the minutes of all meetings and the distribution of those minutes to all members of the Board of Directors. In addition, he will perform any other duties that may be assigned by the President.

Trustees - The Trustees will see that all rules and by-laws of the organization are complied with and that a healthy financial condition is maintained. They will act on all player release requests and contract matters. They will oversee all actions of the Board of Directors to ensure the continued sound operation of the organization. They have the authority to amend, alter, or rescind any Board action deemed detrimental or excessively hazardous to the well being of B.B.I. They will also perform any other duties that may be assigned by the President.

Divisional Vice-Presidents - All Divisional Vice-Presidents will be members of the Board of Directors, conduct all divisional meetings, and be responsible for communicating all information to the Managers in their respective divisions. They will also perform any other duties that may be assigned by the President.

Assistant Vice-Presidents - These men will be members of the Board of Directors and will assist the Divisional Vice-Presidents. They will also assume and perform the Divisional Vice-President's duties in the event of his absence, and carry out any other duties that may be assigned by the President.

Directors-At-Large - All special Directors or Directors-at-Large will perform whatever duties may be assigned by the President.

Executive Secretary - The Executive Secretary of B.B.I. shall be hired on a year to year basis, with an annual salary and duties to be determined by the Board of Directors.

Commissioner - One or more men will be appointed each year by the President with the approval of the Board of Directors to act as Commissioner for one year. Commissioners will rule on all protests, meet with all ejected players, Managers, and Coaches, and see that the objectives and purposes of the organization are carried out. They will handle all duties assigned to them by the rules of B.B.I. and the Board of Directors.

Managers and Coaches - Managers and coaches of teams shall be approved by a screening committee prior to acceptance of entry fees. This committee will be appointed by the President and approved by the Board. The decision of the screening committee shall be final and there will be no appeal for the balance of that playing season. Each team is required to have a Manager and a Head

Coach, and may have three Assistant Coaches all of whom must be approved by the screening committee. The Manager has total responsibility for both his team and his coaches.

ARTICLE 5 – CODE OF ETHICS

Service on the Board of Directors of B.B.I. is a both a privilege and a responsibility. Where the conduct of a Director or Officer is determined to be inconsistent with the objective of this organization or the best interest of the sport of baseball and the individuals the organization serves, the offending Director or Officer will be subject to dismissal from office. The Trustees shall adopt and enforce a Code of Ethics.

ARTICLE 6 - MEETINGS

At any meeting of the Board of Directors, a majority of the directors shall constitute a quorum and a majority of those present shall govern except when otherwise provided. Any member of the Board of Directors who misses two (2) consecutive meetings without just cause and without notifying the office of B.B.I. of his intended absence, shall be automatically dropped from the Board and his office will be filled for the remainder of the year by an appointment of the president.

Robert's Rules of Order shall govern proceedings of all meetings except where the Constitution or by-laws conflict, and in this case B.B.I. rules shall govern the proceedings. All matters concerning policy shall be directed by a vote of the Board of Directors and no motion shall be carried out without a favorable vote at either a regular or a called meeting. Only meetings called by the president or a majority of the directors are official meetings.

ARTICLE 7 - FINANCIAL POLICY

The Board of Directors shall set up and approve a budget each year promptly after taking office. All additional expenditures must be approved by the Board at any regular or called meeting. The fiscal year of B.B.I. shall run from October 1 through September 30.

ARTICLE 8 - RULES

The Executive Committee will act as the permanent Rules Committee. This committee will have an annual meeting in October at which anyone may appear to make suggested changes. In order to be included on the agenda, the suggestion must be in writing in the B.B.I. office no later than October 1. The committee will present its full report to the Board of Directors at the regular November board meeting.

The Board of Directors may take no action to change anything in the B.B.I. rule book during the meeting at which it is first discussed. Action may only be taken at a subsequent meeting, either regular or called, providing at least one week has elapsed between meetings. No rule affecting the forthcoming season may be changed or added after January 10.

ARTICLE 9 - AMENDMENTS

These by-laws may be amended or repaired by a two-thirds vote of the Board of Directors at a stipulated meeting; provided that written notice of such proposed changes shall be given to each member of the Board of Directors at least fifteen (15) days prior to the meeting at which such proposed changes shall be submitted to a vote.

Boys Baseball, Inc. – Board of Directors Code of Ethics

1. All members of the Board of Directors must at all times conduct themselves in a manner becoming an official of Boys Baseball, Inc. Any Director failing to comply shall be subject to disciplinary actions, up to and including, dismissal from the Board.
2. No member of the Board of Directors should involve himself in any conflict of interest situation. Service on the Board requires that each Director places the best interests of the league before those of any individual or team.
3. All members of the Board are expected to report in a timely manner, any information that may influence membership satisfaction, adversely affect the organization, or result in increased liability to the league.
4. All members of the Board must participate in the actual running of the Board and must execute all duties assigned to them. Any member who does not perform his duties or fails to attend the required number of meetings without notifying the B.B.I. office in advance of the absence could be subject to dismissal from his position. Any such vacancies will be filled by approval of the Board of Directors.
5. All members of the Board must act responsibly to avoid any perception of impropriety by the parents, players and coaches in the league. Inherent in this responsibility is the recruitment of players. No member of the Board shall recruit, or cause to be recruited, any player under contract within the same division. Should a player under contract contact a member of the Board inquiring of a position on the Board member's team, the Board member shall immediately contact the B.B.I. office to advise of the contact by the player. The B.B.I. office will then contact the coach for whom the player is under contract advising the coach of the player's contact with the Board member. As a courtesy, Board members should also contact the B.B.I. office to advise of contact with players no longer under contract to a team but having played with a team in B.B.I. during the previous summer. Any member of the Board failing to comply with the above shall be subject to disciplinary actions, up to and including, dismissal from the Board.
6. Should any dispute arise that involves a member of the Board, the following rules apply:
 - a. The involved Board member may participate in any discussion regarding the dispute.
 - b. However, when the Board and / or Trustees vote regarding disposition of the dispute, the involved Board member may not vote and may not be present at the vote.
7. Complaints regarding any member of the Board should be brought to the attention of the Trustees.
8. No member of the Board shall serve as a member of another Board of Directors or Coach in any other baseball league without prior approval of the Trustees. Failure to obtain advance approval will subject the member to disciplinary action.
9. All members of the Board are required to treat all Board of Director matters in a confidential manner.

Signature of Board Member

Date

