

By-Laws of the Lee's Summit Baseball Association November 9, 2005

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Article I – Officers

The principal office of the corporation in the State of Missouri shall be located in the city of Lee's Summit, County of Jackson. The corporation may have such other offices, either within or without the State of Missouri, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Missouri a registered office, and the registered agent whose office is identical with such registered office. The registered office in the State of Missouri, and the address of the registered office may be changed from time to time by the board of directors.

Article II – Authority

Certificate of Incorporation. Issued by the State of Missouri. Recorded in Book 1541, Page 540, and the Articles of Incorporation Under the General Not for Profit Corporation Act: Recorded Book 1541, Page 541.

The Lee's Summit Baseball Association is a non-profit organization under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) This organization is not a private foundation and never intends to be.

In the event this organization becomes defunct, the current assets shall be disbursed to the Lee's Summit Baseball Association Booster Club should it be in existence. Otherwise, upon simple majority vote of the membership present, the assets may be disbursed to any other organization which qualifies for exempt status under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Article III - Purposes and Ideals

First and foremost, the Lee's Summit Baseball Association shall have as its basis, the development of good sportsmanship and fair play. It shall be borne in mind that the Association has been organized for development of all youth living in Lee's Summit and/or Reorganized School District No. 7 and not for aggrandizement of any individual or team.

Article IV - Eligibility of Officers

Officers must be voting members in good standing and residents of Reorganized School District No. 7 and/or City of Lee's Summit.

Article V - Election of Officers

Officers shall be elected by secret ballot at the September General Meeting of each year and take office on October 1 of that year.

A nominating committee consisting of at least three current members of the Lee's Summit Baseball Association shall be appointed by the President. This committee shall be announced at the May board of directors meeting. The committee will present at the August general membership meeting at least one candidate for each office to be filled, and shall have contacted each candidate prior to this time and secured their agreement to serve if elected. Nominations for each office shall also be accepted from the floor at the August meeting.

Section 1. Term. Effective with the general election in 1974 the President and Secretary will be elected in the even number year and the Vice President and Treasurer will be elected in the odd number year. There will be no limit as to the number of times re-elected. An individual must have previous experience on the Board of Directors (member or officer) before they may be elected as President or Treasurer of the Lee's Summit Baseball Association.

Section 2. Duties - President. The President has the authority to and shall call and preside at all meetings, appoint members of all committees necessary for proper functioning of the Association. President shall supervise carrying out of all Board of Directors resolutions. Except as allowed in Article XI, President shall co-sign all checks drawn against accounts of the Association. President shall expel, when compelled and directed to expel, by a majority vote of the Board of Directors, any member from the Association whose personal conduct is detrimental to the purposes and interest of the Lee's Summit Baseball Association. The President shall perform any other duty not listed above which is in the best interest of the Association and its programs.

Section 3. Duties - Vice-President. The Vice-President, in absence of the President shall have authority to perform all duties and obligations of the President and shall perform all duties assigned by the President.

Section 4. Duties - Secretary. The Secretary shall keep accurate records of all meetings, perform all other duties assigned by the President and the Board of Directors, and shall in absence of the President and Vice President have authority to perform all duties of such officers.

Section 5. Duties - Treasurer. The Treasurer shall keep an accurate account and record of all funds and financial matters of the Association and shall provide an accurate and true report at each monthly meeting. Except as allowed in Article XI, the Treasurer shall sign all checks drawn against the Association and in no case shall the Treasurer sign a check in excess of \$100.00, without specific approval of the Board of Directors. Treasurer shall be responsible for safe keeping of all moneys, valuables, deeds, titles, and any other assets of the Association with the exception of team and school equipment. Treasurer shall deposit all funds in a bank or other agency approved by the Board of Directors and which is a member of the Federal Depositors Insurance Corporation. Upon absence of the President, Vice President or Secretary, the Treasurer has authority and shall perform all duties of such offices. The Treasurer shall be included on a Fidelity Bond, in an amount prescribed by the Board of Directors, in favor of the Lee's Summit Baseball Association at the association expense.

Section 6. Replacement of Officers. When elected officers of the Association are unable to fulfill their elected term, the following procedures shall be used to name replacements:

- a. President. The Vice-President of the Association shall immediately assume the title, duties and obligations of the President through the remainder of the unexpired term.
- b. Vice-President, Secretary or Treasurer. The remaining officers of the Association shall contact potential candidates to secure their agreement to serve, and shall nominate to the Board of Directors at least one candidate to fulfill the unexpired term. Board members may nominate other eligible candidates. Election shall be by simple majority vote of the Board of Directors, provided the quorum requirements of Article VI - Board of Directors are satisfied. In the case of a tie vote, the presiding officer's vote shall carry. The election of the replacement officer shall occur within 45 days from the notification date of the inability of an officer to fulfill their elected term.

ARTICLE VI - Board of Directors

The Board of Directors shall consist of the following persons: LSBA Officers, Division Representatives of each Division, and At-Large members, all of which shall be eligible to vote. The Officers shall determine what constitutes a Division within the association and shall also determine the number of At-Large members on the Board of Directors. Each At-Large member shall

be the chairperson of a major committee within the organization and the addition or deletion of committees or duties shall be determined by the Board.

In case of a tie vote, the presiding officer's vote shall carry.

The Board of Directors has the authority to recognize outstanding service by presentation of Life Memberships in the Association and/or plaques. Life Membership shall be issued to each past president. Decisions pertaining to business affairs of the Association shall be final.

Members of the Board of Directors who miss more than two consecutive meetings may be replaced at the discretion of the Officers.

In order to transact any business of the Association at a meeting of the Board of Directors, a quorum of 51 percent of the members of the Board of Directors, including officers, must be present.

Section 1. Term. A member of the Board of Directors (except Officers) is elected for a term of two years. Fifty percent of the members are appointed in the even-numbered years and fifty percent of the members are appointed in the odd-numbered years.

Section 2. Eligibility of Board. A member of the Board of Directors shall be a voting member in good standing, a resident of Reorganized School District VII and/or City of Lee's Summit.

Section 3. How Selected. Members of the Board of Directors shall be elected by a majority of the elected officers. Officers shall not be allowed to elect more than one member of a family to serve on the Board at any given time.

Section 4. Board of Directors Meetings. The Board of Directors shall meet at least once per month on a date determined by the officers. Such meeting dates shall be selected by the officers.

Section 5. General Membership Meetings. Meetings shall be held for the general membership, in February, March, August and September. Such meeting dates shall be selected by the officers. Additional meetings may be called as determined by the officers. At least 30 days advance notice must be given for each meeting.

Section 6. Fidelity Bond. The President, Vice-President, Treasurer, Fund Raising Chairperson and any other person designated by the Board shall be covered by a Fidelity Bond in an amount prescribed by the Board of Directors, in favor of the Lee's Summit Baseball Association at the expense of the

Association.

ARTICLE VII - Managers and Coaches

Section 1. Eligibility. Managers must be voting members. They must be of good moral character and have an active interest in the welfare of youths. The Association proposes to have qualified teachers of baseball as managers of the team.

Section 2. How Selected. Managers must be recommended in writing by a member of the Association, and approved by a majority of the full Board of Directors. Coaches shall be selected by each manager.

Section 3. Term. A term of one year with no limit as to number of times reappointed.

Section 4. Voting Membership. To be eligible for voting membership, a person must be of good moral character with an active interest in the welfare of youths and agree to abide by the Rules, Regulations and By-Laws of the Lee's Summit Baseball Association. Membership dues shall be five dollars and due on October 1 of each year. Membership sales are prohibited between August 1 and September 30. There shall be no absentee balloting.

To amend these By-Laws, a petition signed by ten percent of the voting members must be read and presented to the Association Secretary at a General meeting. At the next general meeting, the Secretary shall read such petition and the President shall call for a vote approval or disapproval by the majority of the members present.

ARTICLE VIII - Entertainment

Entertainment of members, such as dinners, picnics, coffees, etc., shall not be paid for by the Association. The cost of such entertainment shall be paid by members on an individual basis only. Under no circumstances shall the cost of the above mentioned be paid out of funds collected by the Lee's Summit Baseball Association.

ARTICLE IX - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or their agent or attorney for proper purpose at any reasonable

time.

ARTICLE X - Fiscal Year

The fiscal year of the corporation shall begin on the first of October and end on the thirtieth of September of each year.

ARTICLE XI - Disbursement of Funds

The corporation, with the approval of the Board of Directors, may contract with a Certified Public Accountant (CPA) to write and sign checks drawn against an Association bank account. A separate bank account must be set up specifically for the CPA. The contract may include CPA reconciliation of the bank account statement. The contract must require a CPA issued monthly report that contains (1) all checks issued during the month, (2) uncleared checks and (3) current balance. The report must be reviewed by the Treasurer and President and signed by both signifying their approval of the expenditures. The Treasurer will retain all of the CPA reports.

ARTICLE XII - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Missouri or under provisions of the articles of incorporation or by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.