

# **THE AMERICAN AMATEUR BASEBALL CONGRESS, Inc.**

## **BY-LAWS**

### **Article I Organization**

**Sec. 1.** The corporation is organized on a directorship basis pursuant to Section 305 of the Michigan Non-profit Corporation Act (Act 162 of 1982).

**Sec. 2.** The corporation shall not have any shareholders but shall have members. The business affairs and conduct of the Corporation shall be conducted through its Board of Directors upon the advice of its members.

**Sec. 3.** The purpose of the Corporation shall be to promote, promulgate and perpetuate amateur baseball through education and training utilizing volunteer workers whenever possible. The Corporation shall provide an international Organization to assist groups in forming local leagues and tournaments with the winners of league championships and local tournaments to participate in Regional and World Series Tournaments sponsored by the Corporation.

### **Article II Program**

**Sec. 1.** The Corporation shall promote and conduct competition at the regional and international level through various age divisions and such other divisions as the Corporation deems appropriate.

### **Article 111 Membership**

**Sec. 1.** This Corporation shall consist of Member Associations grouped into geographical regions by the Board of Directors of the Corporation for the purpose of

competition and administration. The number of such regions may be increased or decreased, the geographical boundaries changed and the Member Associations, leagues and teams within such regions may be altered by the Board of Directors whenever it is felt such action will enhance competition or result in greater administrative efficiency in the operation of the Corporation.

**Sec. 2.** Each Member Association shall adopt By-Laws for its operation. Copies of the By-Laws shall be filed with the Corporation. Each Member Association shall hold an annual meeting each year and on or before May 1 of each year shall file a certified copy of the minutes of its annual meeting, a certification of the officers for the ensuing year, a balance sheet and profit and loss statement of the prior year's operations and a roster of leagues and teams within the Member Association for the prior year ("Documentation") with the Corporation. Failure to file copies of the By-Laws and Documentation as herein required shall be cause for removal of the Member Association officer or officers responsible for the failure to file and disqualifying all teams within the Member Association from participating in Regional and World Series Tournaments.

**Sec. 3.** Each Member Association shall adopt rules and regulations for eligibility of individuals and team competitions which must conform with those of the Corporation.

**Sec. 4.** The Corporation shall set the amount of dues to be paid annually to the Corporation by each team through its league. Each league must file team registrations and remit dues to the Corporation on or before a date in July of each year to be set by the Corporation. Failure of a league to file team registrations and dues prior to the annual deadline without an adequate excuse, acceptable to the President, shall disqualify teams in that league from Regional and World Series Tournaments.

#### **Article IV Board of Directors**

**Sec. 1.** The property and lawful business of the Corporation shall be held and managed by the Board of Directors who shall exercise all the powers of the Corporation. The Board of Directors is authorized to borrow money for the Corporation and to pledge assets of the Corporation as security for the repayment thereof and to take all such other action as shall be necessary to further the corporate purpose and preserve the corporate rights.

**Sec. 2 — Board Composition.** The Board of Directors shall consist of the Vice President for each of the Named Age Divisions (Stan Musial, Connie Mack, Mickey Mantle, Sandy Koufax, Pee Wee Reese, Willie Mays and Roberto Clement), the Vice

President for each of the Geographical Regions, the President, the Executive Vice President, and Legal Counsel of the Corporation. The President may, in his discretion, appoint the immediate past-President to serve on the Board as President Emeritus.

**Sec. 3 - Regional Vice Presidents.** The Board shall divide the areas containing competing teams into Geographical Regions. A Vice President for each Geographical Region of the Corporation shall be nominated for a two (2) year term in odd numbered years by the Member Associations within that Region and the nominee's name and qualifications to serve shall be submitted to the Board of Directors on or before October 1 of each odd numbered year. The Board of Directors shall approve or reject such nomination within fourteen (14) days after the name is submitted to the Board of Directors and failure to reject the nominee within fourteen (14) days shall constitute election of the nominee to the Board of Directors. In the event the nominee is rejected by the Board of Directors, the Associations shall submit a new nominee within fourteen (14) days of the notice of rejection and the process shall be repeated until the name of a nominee acceptable to the Board of Directors is submitted.

**Sec. 4.** The Board of Directors shall, at its Annual Meeting in even numbered years, elect for a two (2) year term a Vice President for each of the Named Age Divisions of the Corporation.

**Sec. 5.** Members of the Board of Directors shall hold office until their death, resignation, removal or their successors are elected and qualified. An elected director may be removed from office by two-thirds (2/3) vote of the remaining Directors.

**Sec. 6.** The President of the Corporation is authorized to appoint Legal Counsel for the Corporation to serve at the pleasure of the President.

**Sec. 7.** At any meeting of the Board of Directors a quorum for the transaction of business shall consist of a majority of the members of the Board of Directors and a quorum shall be authorized to transact any business properly before the meeting.

**Sec. 8.** The Annual Meeting of the Board of Directors shall be on or before November 20 in each year prior to the Annual Membership Meeting for the purpose of deciding upon all proposals to be submitted according to the agenda of the Annual Membership Meeting and to elect officers and Board Members. Notice of the Annual Meeting shall be mailed to the Board of Directors not less than twenty-one (21) nor more than twenty-eight (28) days prior to the date of the Annual Meeting together with an agenda of matters to be acted upon at the Annual Meeting.

**Sec. 9.** Special meetings of the Board of Directors may be called by the President or by not less than one-half (1/2) of the members of the Board of Directors. Notices of a special meeting specifying the date, time, place and agenda for special meetings shall be mailed to the Board members not less than fourteen (14) nor more than twenty-one (21) days prior to the special meeting.

**Sec. 10.** Vacancies on the Board of Directors shall be filled by appointment by a majority vote of the Board of Directors at the first meeting following the occurrence of the vacancy.

**Sec. 11.** Each member of the Board of Directors except the President Emeritus and Legal Counsel shall be entitled to one (1) vote on each proposal brought to the Board of Directors. All proposals shall require a two-thirds vote for passage unless a greater majority is required by these By-Laws.

**Sec. 12.** Board members shall be reimbursed for actual, reasonable expenses incurred while acting on behalf of the Corporation including transportation to and from Board Meetings.

## **Article V**

### **Membership Annual Meeting**

**Sec. 1.** There shall be an Annual Meeting of the Members of the Corporation on or before November 20 of each year for the purpose of considering and discussing matters relevant to the operation of the Corporation and its programs, to resolve matters of mutual interest and concern among the various Associations and to refer to the Board of Directors any proposals for consideration in the operation of the Corporation and team competition which have been decided contrary to the Board of Directors decision by a two-thirds (2/3) majority vote. The exact time, date and site of the Annual Meeting shall be determined by the President.

**Sec. 2.** The President of the Corporation shall preside at the Annual Meeting.

**Sec. 3.** At the Annual Meeting, each Member Association shall be entitled to one (1) representative who shall represent the Member Association in connection with any matter brought before the meeting. The name of the individual authorized to represent a Member Association as well as an alternate individual to serve in the event the named individual is unable to attend the Annual Meeting shall be submitted by the Association

to the Corporation at least fourteen (14) days prior to the Annual Meeting and no other persons shall thereafter be entitled to vote or act on behalf of the Association at such Annual Meeting.

**Sec. 4.** Each Member Association in attendance shall be entitled to cast one (1) vote on each proposal for each forty (40) teams or fraction thereof in each age division in which it has registered teams with the Corporation during the year with the exception that only the votes attributable to a particular age division in each Member Association shall be counted when a proposal pertains to only that particular age division.

**Sec. 5.** A Member Association not having a representative in attendance at the Annual Meeting may designate a representative from another Member Association within the same region to represent it and cast its votes on any matter brought before the Annual Meeting. No Member Association shall be a designated representative for more than three (3) Member Associations. Authority for any Member Association to vote for another Member Association must be in writing, signed by the President or Secretary of (lie absent Member Association, dated and delivered to the President at least fourteen (14) days prior to the Annual Meeting.

**Sec. 6.** The agenda for the Annual Meeting shall be mailed to the Member Associations and the Board of Directors not more than twenty-eight (28) nor less than twenty-one (21) days prior to the Annual Meeting and shall include proposals raised by the President, a Member of the Board of Directors, and the Member Associations. Proposals raised by the Member Associations and a Board Member shall be sent to the Corporation on or before forty (40) days before the Annual Meeting in each year in order to be placed upon the agenda for the Annual Meeting.

**Sec. 7.** The Board of Directors shall conduct its Annual Meeting prior to the Annual Meeting of the Membership, shall vote upon the proposals to be discussed at the Annual Membership Meeting and the results of those votes shall be disclosed at the Annual Membership Meeting. In the event the Membership at its Annual Meeting votes contrary to the vote of the Board of Directors by a two-thirds (2/3) majority on one (1) or more proposals, the Board of Directors shall meet following the Membership Annual Meeting to reconsider all such proposals.

## **Article VI**

### **Officers**

**Sec. 1.** The officers of the Corporation shall consist of a President, Executive Vice President, Secretary, Treasurer, Regional Vice Presidents, Named Age Division Vice Presidents and such other officers as the Board of Directors shall deem necessary or advantageous including a President Emeritus who shall be the immediate past President of the Corporation. An officer of the Corporation other than Regional Vice Presidents and

Named Vice Presidents shall be elected for a term of not less than one (1) year nor more than three (3) years. The President and Executive Vice President must be Board Members. The Secretary and Treasurer need not be Board Members. Any other officer may also be elected Secretary or Treasurer with the exception that the President cannot also serve as Secretary.

**Sec. 2.** The Executive Committee shall consist of the President, Executive Vice President, Legal Counsel and such other Board Members as the President appoints. The Executive Committee shall have such authority and perform such duties on behalf of the Corporation as shall be designated by the Board of Directors.

**Sec. 3.** The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors and the Membership and he responsible for conducting the business affairs of the Corporation during the adjournment of the Board of Directors. The President shall possess such other authority and shall perform such other duties on behalf of the Corporation as are delegated to him by the Board of Directors and shall devote such time to the business of the Corporation as is necessary to fulfill the duties of the office.

The President shall have authority to appoint such administrative and clerical help to assist him in carrying on the business of the Corporation.

The President shall submit a written report at the Annual Meeting of the Board of Directors and the Membership covering the prior year's activities of the Corporation together with a proposed budget for the coming year's operations. The budget shall be submitted to the Board of Directors for approval or modification and approval.

**Sec. 4.** The Executive Vice President shall be a Member of the Board of Directors nominated by the President and elected by the Board of Directors and shall perform such duties as the Board of Directors may prescribe and shall also, in the absence or disability of the President, perform the duties and exercise the power of the President as prescribed by the Board of Directors.

**Sec. 5.** The President Emeritus shall serve in an advisory capacity to the President and shall perform such other duties as may be prescribed by the Board of Directors.

**Sec. 6.** The Secretary shall be elected by the Board of Directors and shall attend meetings of the Board of Directors and record the minutes of the meeting in a book kept for that purpose. The Secretary shall give or cause to be given notice of the meetings of

the Board of Directors and shall perform such other duties as may be prescribed by the President. The Secretary may delegate any of the duties, powers and authorities to one (1) or more assistant Secretaries, unless such delegation be disapproved by the Board of Directors.

**Sec. 7.** The Treasurer shall be elected by the Board of Directors and shall have the responsibility for the supervision of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall have the responsibility of making recommendations to the Board of Directors with respect to investment of the **funds** of the Corporation. The Treasurer shall render to the President and the Board of Directors, whenever it is required, an account of the financial transactions and conditions of the Corporation. The Treasurer may delegate any of the duties, powers or authorities to one (1) or more assistant Treasurers, or employees, unless such delegation by disapproved by the Board of Directors.

**Sec. 8.** Officers shall hold office until their death, resignation or their successors are elected and qualified. Any officer elected or appointed may be removed by a two-thirds ( $2/3$ ) vote of the Board of Directors, excluding the officer to be removed.

## **Article VII Regional and National Tournament Rules**

**Sec 9.** The playing rules of all Regional, World Series and other tournament games above the State level shall be the official rules of baseball except as amended in the latest edition of the "OFFICIAL HANDBOOK" periodically published by The Corporation. All Member Associations shall be bound by these rules when participating in all tournament games above the State level. Amendments to the "OFFICIAL HANDBOOK" shall be approved by majority vote of the Board of Directors.

## **Article VIII Committees**

**Sec. 1.** The President shall appoint from the Members of the Board of Directors such committees as he deems necessary. Each committee shall possess

such authority and perform such duties as are delegated to it by the Board of Directors.

## **Article IX Bonds**

**Sec. 1.** The Board of Directors of the Corporation may require any officer, agent, or employee to give bond for the faithful discharge of such person's duty and for the protection of the Corporation, in such sum and with such surety or sureties as the Board may deem advisable. The Corporation shall be responsible for the payment of all such bond premiums.

## **Article X Absent Board Members Participation in Meeting**

**Sec. 1.** A Member of the Board of Directors may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other provided all participants are advised of the communications equipment and the names of the participants in the meeting **are** divulged to all participants.

**Sec. 2.** Any action requiring an annual or special meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, provided all of the Members of the Board of Directors entitled to vote thereon consent thereto in writing.

## **Article XI Notices and Waivers of Notice**

**Sec. 1.** All notices of meetings required to be given to any Member of the Board of Directors or a Member of any committee may be given in writing by personal delivery or by first-class mail, telegram, e-mail or facsimile to such person at his last address known to the President of the Corporation. Such notice shall be deemed to be given when the same shall be delivered, mailed or otherwise dispatched.

**Sec. 2.** Notice of any meeting may be waived by any person by facsimile transmission, telegram, e-mail or other writing either before or after the meeting or in such other manner as may be permitted by the laws of the State of Michigan.

## **Article XII Indemnification**

**Sec. 1.** The Corporation shall indemnify each Member of the Board of Directors and each officer of the Corporation at any time in office subsequent to the adoption of this By-Law, who was or is a party or was threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or officer of the Corporation, against expenses (including attorneys' fees), judgments, lines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such action was in good faith and performed in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification of any such Director or officer, or any employee or other person acting for or in the interests of the Corporation, to which such Director, officer, employee, or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the Directors of this Corporation. All rights of indemnification shall inure to the benefit of the heirs and personal representatives of the person involved.

## **Article XIII Amendments**

**Sec. 1.** The By-Laws of the Corporation may be amended, altered, added to or repealed, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Members of the Board of Directors at a regular or special meeting of the Board of Directors called for such purpose provided no such amendment shall in any way conflict with nor impair the Corporation's status as a 501(c)3 Corporation as defined in the Internal Revenue Code or any such federal legislation replacing the Internal Revenue Code.

Adopted by:

American Amateur Baseball Congress

On \_\_\_\_\_

\_\_\_\_\_

Richard Neely, President

\_\_\_\_\_

Mike Dimond, Executive Vice President

\_\_\_\_\_

Attested by: Tedra Liessmann