

GREENFIELD BASEBALL ASSOCIATION BYLAWS

(To Be Approved February 1, 2024)

ARTICLE I - ORGANIZATION

Section 1. Name.

The name of this corporation shall be the Greenfield Baseball Association, Incorporated, hereafter referred to as Greenfield Baseball Association or “GBA”. GBA is organized on a directorship basis. The business, property and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Purpose

The objectives of the Greenfield Baseball Association shall be to implant in the children of our community the ideals of good sportsmanship, honesty, courage, reverence, and to assist in their development in becoming model citizens of our community. These objectives shall be achieved by providing supervised competitive baseball games. The members of GBA shall bear in mind that developing the character and molding the future of our youth is of prime importance whereas the attainment of the exceptional athletic skill, or the winning of games, is secondary.

Section 3. Registered Address

The registered address of the Corporation shall be at a place selected by the Board of Directors as the affairs of the Corporation require. The place in this state where the principal office of the Corporation is to be located is the City of Pittsburgh, Allegheny County.

Section 4. Registered Agent

The registered agent of the Corporation shall be the Treasurer elected by the active members.

Section 5. Non-Profit Exempt Status

This Corporation is organized and shall be operated exclusively as an exempt organization under the provisions of section 501(c)(3) of the Internal Revenue Code as amended and as may be amended in the future, or the corresponding section of any future federal tax code. As such, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 6. Dissolution

Upon the dissolution of the corporation or the organization, the Board of Directors or governing staff shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (of corresponding provision of any future United States Internal revenue Law), as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II – MEMBERSHIP

Section 1. Active Member

- a. Those eligible for membership are:
 - i. A parent or legal guardian of any active player within the last calendar year;
 - ii. A Board Member, coach, or assistant coach, during the last calendar year;
 - iii. Other interested persons admitted, selected or appointed by the Board of Directors.
- b. An active member in good standing would be an active member that attends three Board Meetings during the last calendar year.
- c. GBA shall have no membership dues and funds contributed to GBA as part of a fundraising activity do not entail the benefits of membership.

Section 2. Term of Membership

- a. The term of membership is January 1st through December 31.
- b. Anyone who meets the qualifications of membership throughout the year may become a member at that time.

Section 3. Voting Rights

- a. Board of Directors and Bylaw amendments shall be voted on by active members.
- b. A majority vote shall be required.
- c. Each active member in good standing shall be entitled to one vote.

Section 4. Suspension and Dismissal

- a. If a member's conduct is deemed to be detrimental to the Corporation, any member in good standing may submit a written statement to the Board of Directors or Player Agent, to be acted upon.
- b. The Board of Directors shall provide a ten days notice to the member prior to the regular or special Board Meeting at which the claim will be decided.
- c. The member shall be offered an opportunity to be heard and to present others to testify on his/her behalf. After the presentation, he/she shall leave the meeting for further discussion and a vote.
- d. The member may be suspended or dismissed by a two-thirds vote of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Board of Directors

- a. President
- b. Treasurer
- c. Secretary
- d. Vice President of Pony, Colt, and Super Colt
- e. Vice President of Little League
- f. Vice President of Minor League
- g. Vice President of Coach Pitch
- h. Vice President of T-Ball
- i. One At Large Board Member

Section 2: Elections

- a. Board elections shall take place at the first regularly scheduled Board Meeting in December.
- b. Active members in good standing may nominate candidates to the board.
- c. The minimum age for all Board Members shall be twenty-one years old.
- d. Voting shall be done by a secret ballot if a position is contested. Two Members of the Board whose positions are not being contested shall oversee the voting process.
- e. The President shall appoint a member in good standing as the At Large Board Member at the first regularly scheduled meeting in January. This appointment shall not require a vote by the members or the Board of Directors.

Section 3: Removal

The process for removing a Board Member shall be the same as removing a member. The Board of Directors can decide whether to dismiss the person from the Board of Directors and/or from membership by a two-thirds vote of the other Board Members.

Section 4: Vacancies

When a Director position becomes vacant, due to resignation, dismissal or other reasons, the Board of Directors shall appoint a member to serve the remainder of the term.

Section 5: Term of Office

- a. Elected Board Members shall begin their term on January 1 of the following year and serve for a one year period.
- b. Board Members appointed by the President or the Board of Directors shall begin their term immediately and serve for the remainder of the fiscal year.

Section 6. Meetings

- a. Board Meetings shall be held the first and third Thursday of the month at a designated time and location.
- b. Two-thirds members of the Board of Directors shall constitute a quorum.
- c. Special Board Meetings may be called by a Board Member.
- d. Members shall be notified at least five days in advance if a Board Meeting is held outside of the designated time and location.

Section 7. Voting

- a. The Board of Directors shall vote on all issues as determined by the President, or as called upon through motion and second by other Board Members.
- b. A majority vote by the Board of Directors is required for a measure to pass, unless this document states otherwise.

Section 8: General Duties

The duties of the Board of Directors shall include, but not be limited to:

- b. Fill any vacancies which may occur on the Board of Directors;
- c. Manage the business, property and affairs of the Corporation;
- d. Formulate the rules and policies and determine the overall conduct and standards of the baseball program;
- e. Establish a budget and set fees for the baseball programs;
- f. Recommend revisions to the Corporation's Bylaws;
- g. Review and act upon any temporary decision by the President;
- h. Hear and rule on appeals;
- i. Investigate and discuss concerns made known to GBA by the Player Agent or an active member;
- j. Select coaches for each team;
- k. Oversee fundraising campaigns.

Section 9. President

The duties of the President shall include, but not be limited to:

- a. Preside over all Board Meetings;
- b. Make decisions on questions not provided for in the Bylaws or Rules and Procedures until the next regular or special meetings of the Board of Directors;
- c. Represent, or designate suitable representation for GBA at other baseball meetings;
- d. Oversee travel and tournament procedures in conjunction with the recommendations of appropriate vice presidents;
- e. Oversee GBA general provisions such as insurance, permits, supplies, uniforms, trophies, and umpires;
- f. Any other duties that may be specifically assigned by the Board of Directors.
- g. In the absence of the President, the Vice President of Little League shall perform the duties of President.

Section 10. Vice Presidents

The duties of the Vice Presidents shall include, but not be limited to:

- a. Govern the policies of their league;
- b. Oversee the selection of teams for their league according to that league's procedures;
- c. Give a report concerning their league at Board Meetings;
- d. Make the season's game schedule, practice schedules, and keep a record of wins/losses and standings of each team in their league;
- e. Communicate with coaches of their league the above information as well as any other pertinent GBA information discussed at Board Meetings.

Section 11. Treasurer

The treasurer's duties shall include, but not be limited to:

- a. Be the custodian of all GBA's funds and to disburse of such funds to pay all league-related bills;
- b. Keep a true, accurate, and complete record of all deposits, disbursements, and receipts;
- c. Submit a report of GBA's funds at every regularly-scheduled Board Meetings;
- d. Submit an annual report of all income, disbursements, and financial conditions of GBA;
- e. Review the proposed annual budget and make recommendations.

Section 12. Secretary

The Secretary's duties shall include, but not be limited to:

- a. Ensure that the minutes of all Board Meetings are maintained and made available to members in good standing upon request;
- b. Ensure an accurate roll of the membership is maintained;
- c. Keep an accurate record of all clearances filed;
- d. Ensure that a dated copy of the most recent revision of this document is made available to members in good standing upon request.
- e. Maintain all records in accordance with Pennsylvania guidelines.

ARTICLE IV - PLAYER AGENT

Section 1: Term of Office

- a. The Board of Directors shall appoint a member in good standing as the Player Agent at the first regularly scheduled Board Meeting in January.
- b. The Player Agent shall begin their term immediately and serve for the remainder of the fiscal year.

Section 2. Duties

- a. Oversee the handling of all disputes between players, parents, and coaches.
- b. Process all protests.
- c. Ensure that all teams are decided fairly and drafting procedures are followed.

ARTICLE V – BY-LAWS

Section 1: Amendments

- a. The Board of Directors may recommend amendments to this document with a two-thirds vote at a regularly scheduled Board Meeting.
- b. The members shall be notified of the amendments ten days prior to a vote at the next regularly scheduled Board Meeting.
- c. The amendments shall pass with a majority vote of the members present at that Board Meeting.

ARTICLE VI - FINANCIAL POLICY

Section 1. Fiscal Year

- a. The fiscal year of the corporation shall begin January 1st and end on December 31st.
- b. The Board of Directors shall vote on a budget each January for that year's expenses.

Section 2: General Fund

- a. All funds received for registration, concession and merchandise sales, and general fundraisers are to be placed in a General Fund.
- b. The disbursement of General Funds is to be handled so that no individual or team is given any advantage over another team.
- c. General Funds may be dispersed to a family in the case of a death to a player, players immediate family, or former person associated with GBA, as approved by the Board of Directors. The total of any gift or donations may not exceed \$100.

Section 3: Emergency Fund

- a. Monies placed in the Emergency Fund are to be used for emergency situations only.
- b. They may only be removed from the fund by a two-thirds vote by the Board of Directors.

Section 4: Designated Fundraisers

- a. Special fundraisers may be held on behalf of a player, member, former person associated with GBA, or a non-profit organization associated with GBA with the approval of the Board of Directors.
- b. The proceeds from the fundraiser may only be dispersed to the persons or organizations that were designated.

ARTICLE VII – SAFETY

Section 1. Policies

A Code of Conduct, list of required safety equipment, and playing rules shall be established by the Board of Directors and provided to all participants prior to the start of each season. It is the responsibility of the Vice Presidents, coaches, and umpires to enforce these policies.

Section 2. Clearances

All coaches, assistant coaches, and any other volunteer working directly with a minor must provide GBA the following clearances every 60 months:

- a. Pennsylvania State Criminal History clearances from the State Police.
- b. Child Abuse History Clearance from the Department of Human Services.
- c. Additionally, a finger-print based Federal Criminal History (FBI) if the volunteer has lived outside of Pennsylvania in the last 10 years. If the volunteer is not required to obtain a Federal history clearance, they must affirm in writing that they are not disqualified from service based upon a conviction of an offense under Child Protection Services Law.

ARTICLE VIII - CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of the conflict of interest policy is to protect GBA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board Member or member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person: Any Board Member or member who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which GBA has a transaction or arrangement,
 - ii. A compensation arrangement with GBA or with any entity or individual with which GBA has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GBA is negotiating a transaction or arrangement.
 - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - v. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest:
 - i. An interested person may make a presentation at the Board Meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The President of the Board of Directors, if appropriate, appoints a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Directors shall determine whether GBA can obtain with reasonable efforts a more advantageous transaction or

- arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in GBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy:
- i. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.