



Brookings Friends of Baseball

BY-LAWS

ARTICLE I - Name, Principle Office and Seal

Section 1. The official name of this corporation shall be Friends of Brookings Baseball, Inc.

Section 2. The principal office of this corporation shall be located at 221 Main, PO Box 536, Brookings, SD 57006

ARTICLE II - Purpose

Section 1. *Number – Qualification.* The business and property of the corporation shall be managed and controlled by its Board of Directors (“Board”). All directors shall be nominated by any member of the Board of Directors of the corporation and elected by a majority vote of the Board of the Directors of the corporation. Election of slates of candidates is permitted. Anyone on the Friends of Brookings Baseball payroll is not eligible to serve in a voting Board position.

Section 2. *Term.* The directors constituting the Board shall hold office for a period of one year and are eligible for re-election. Anyone wanting to run for the position of President and Vice President must have served on the board for a period of one year before being eligible for either position.

Section 3. *Annual Meeting.* The annual meeting of the Board shall be held in September of each year at a location designated by the Board for the purpose of electing the officers of the corporation, the members of the Board of Directors, and for the transaction of such other business shall come before the meeting.

Section 4. *Board Meetings.* Regular meetings of the Board shall be held from time to time at such time and place as may be fixed by resolution adopted by majority of the Board. In addition, special Board meetings of the Board may be called by the President or upon written request by any two directors.

Section 5. *Notice of Meetings.* Notice of all meetings of the Board shall be given by the secretary personally and/or sent by mail and/or sent via e-mail to each director at least five (5) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Notice of any meeting may be waived either before, at or after such meeting in writing signed by each director. Directors, by their attendance at any meeting, shall be deemed to have waived notice of such meeting unless their appearance is solely for the purpose of asserting the illegality of the meeting. Notice of the meeting of the Annual Meeting shall be given by publication of such notice of Annual Meeting by email at least ten (10) days prior to the Annual Meeting.

Section 6. *Quorum.* At all meetings of the Board, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these By-Laws. The Directors shall vote on all matters presented to the Board as individuals without regard to the manner in which they have been designated or elected as directors. No director may give a proxy for him/herself or vote by proxy. All meetings of the Board will operate under Robert's Rules of Order

Section 7. *Board Action Without a Meeting.* Any action that could be taken at a meeting of the Board, may be taken without a meeting provided a majority of the Board members are able to participate in the process.

Section 8. *Compensation.* Directors as such shall not receive any compensation for their services except direct expenses relating to the attendance of Board meetings if permitted by resolution of the Board. Exceptions include waivers of registration fees for the President, Treasurer, Assistant Treasurer, Points and Participation Director, Concessions Director, and Scheduling Coordinator.

Section 9. *Removal.* Directors of the corporation may be removed from office for malfeasance, misconduct, or neglect of duty by a majority of the remaining directors and, upon the happening of such event, the vacancy shall be filled in the manner heretofore provided in Section 1 of this Article.

ARTICLE III - Officers

Section 1. *Number.* The Officers of the corporation shall be the Executive Board consisting of the President, Vice-President, Secretary, Treasurer, and Marketing Director. No two offices may be held by the same person. The Past President is not an official voting member, but can serve in an advisory role to the Executive Board at the request of the current president.

Section 2. Election, Term of Office and Qualifications. The President, Vice-President, Secretary, Treasurer, and Marketing Director shall be elected annually by the Board from among their numbers. To be eligible for an executive committee position, individuals must have completed one year of service as a voting board member.

Section 3. Vacancies. In case any officer of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office and serve for the unexpired term and until the election and qualification of such successor.

Section 4. President. The President shall preside at all meetings of the Board and perform all those duties ordinarily associated with the duties of the President of the corporation. The duties include delegation and supervision of activities of the corporation employees.

The President directs the overall vision and goals of the organization through strengthening community relations, long-term planning, finances and budgeting, capital projects, and organizational development. The president will provide operational support to the organization and may delegate various responsibilities to other board members.

Section 5. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties and have such other powers as the board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

The Vice President will also serve as chair of the organization's Culture and Responsibility Committee and perform such duties as outline the committee's charter. The vice president will also serve as the board's primary contact for matters related to FOB's youth baseball program and assist the Youth Baseball Coordinator with operations of the program to include travel teams, tournaments hosted by FOB and youth baseball season and season-ending tournament(s).

Section 6. Secretary. The Secretary shall be responsible for the recording and maintenance of all corporation minutes and perform all duties ordinarily associated with the duties of the Secretary of the corporation.

Section 7. Treasurer. The Treasurer shall have the custody of all funds, property of and securities of the corporation, subject to such regulations as may be imposed by the Board, and shall perform all those duties ordinarily associated with the duties of the Treasurer of the corporation, including deposit all monies in the account in the name of the corporation, preparation of budget and financial reports as scheduled, and filing any required federal or state forms.

Section 8. Marketing Director. The Marketing Director shall be responsible for overseeing all FOB communications, marketing and corporate sponsorships. The Marketing Director shall have access to the FOB website and serve as the organizations primary social media coordinator. The Marketing Director will also have contract signature authority for FOB.

ARTICLE IV - Board of Directors

Section 1. The Board of Directors shall consist of the Officers (Executive Board) and 15 remaining positions that include: 18U Director, 16U Director, 14U Director, 13U Director, 13/14U Director, 12U Director, 10U Director, 8U Director, Assistant Treasurer, Registration Director, the Participation and Points Director, FOB's South Dakota Class A Baseball Representative, a representative from Bring on Baseball and the Concessions Coordinator. Additionally, a representative of the Hoffman-Townsend Post 74 American Legion is also a voting member of the Board of Directors. This member is appointed by the American Legion Post.

Board positions at the age directors will only be filled in a team is rostered in that age group.

Section 2. Age Directors roles will be to serve as the primary board contact for tournaments hosted by FOB in their respective age groups when applicable.

Section 3. Board members are allowed to be travel team (9U, 10U, 11U, 12U) coaches.

Section 4. Election, Term of Office and Qualifications. The Board of Directors shall be elected at the annual meeting by the standing Board of Directors. Positions remaining vacant at the conclusion of the annual meeting will be filled by appointment by the Executive Committee.

Section 5. Vacancies. In case any officer of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office and serve for the unexpired term and until the election and qualification of such successor.

Section 6. Voting Rights. Each member of the Board of Directors is entitled to one vote under Roberts Rules of Order during any FOB meeting called to order by the ranking Officer present.

ARTICLE V - Officers and Board Member Compensation

Section 1. Waived fees. The following board members shall have their player fees waived: President, Vice President, Treasurer, Marketing Director, Participation and Points Director, South Dakota Class A Baseball Representative, and Concessions Coordinator.

Section 2. *Discounted Fees:* All other board members will have their fees waived beyond fees paid for 13U, 14U, 16U, Junior Legion and Senior Legion tryouts and/or travel team fees or in-house fees, whichever is greater. Discounts will also apply to members of the Bring on Baseball committee (7 total).

ARTICLE VI - Coordinators and Managers

Section 1. Coordinators and managers are positions filled by outside sources and may be financially compensated. Coordinator and manager positions include the Youth Baseball Director, Assistant Youth Baseball Director, Umpiring Coordinator, Spring Coaching Coordinator, Summer Coaching Coordinator, and Scheduling Coordinator. Additional coordinator or manager positions may be created as necessary by a majority vote of the Board.

ARTICLE VII - Removal

Section 1. *Removal.* Any member of the Executive Board, Coordinators and Managers may be removed from office by the affirmative vote of two-thirds of all the voting directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the board at such meeting.

Section 2. *Voting Rights.* Any member of the Executive Board, Coordinators and Managers being considered for removal does not retain voting privileges during the process for their potential removal.

Section 3. *Voting Process.* The highest-ranking Officer will preside over a meeting held in executive session and closed to the public. A vote will occur after information pertaining to the removal has been shared with all voting members in writing prior to or at the meeting. The individual being considered for removal may attend the meeting and provide a statement not to exceed ten minutes, ask questions pertaining to any accusations, and be questioned by Board members. The individual who is being considered for removal may not be in the room at the time of the vote.

ARTICLE VIII - Indemnification

Section 1. Directors of the corporation shall not have any personal liability for any Friends of Brookings Baseball obligations or activities.

Section 2. The corporation may indemnify any person pursuant to the terms found in SDCL47-22-65.1, 47-23-27, and any other statutes as provided in SDCL 47, as those statutes may now appear or be hereinafter enacted and/or modified.

ARTICLE IX - Agents and Representatives

The Board may appoint such agents and representatives of the corporation with such powers and to perform such acts of duties on behalf of the corporation as the Board may see fit, so far as may be consistent with these by-Laws, to the extent authorized or permitted by law.

ARTICLE X - Contracts

Upon election, the President and Vice President will have signature authority for any and all contracts, agreements, or engagements. Financial documents may be signed by the Treasurer and Assistant Treasurer. The Board of Directors may authorize any additional officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have the power to authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniary for any purpose or to any amount.

ARTICLE XI - 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, and committees having any of the authority of the Board.

ARTICLE XII - Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE XIII - Amendments to the By-Laws

The Board shall have the power to make, alter, amend and repeal the by-laws of the corporation by a majority vote of two-thirds of the Board of Directors, provided that notice of the proposed amendment shall have been given to the directors 10 days in advance of the board's October meeting. Board members are permitted to vote remotely by phone or other communication technology. However, proxy votes are not permitted.

The Brookings Friends of Baseball by-laws were adopted during the September 2021 meeting. The bylaws were amended during the October 2022, 2023 and 2024 meetings.