

Constitution & By-Laws

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As Amended November 14, 2006

ARTICLE I

GENERAL

Section 1. Name. The organization is incorporated under the laws of the State of Texas and shall be known as **Spring Hill Dixie Baseball, Inc.**

Section 2. Objective. The objective of Spring Hill Dixie Baseball, Inc. is to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they may be well adjusted, stronger, and happier children and will grow to be good, decent, healthy, and trustworthy citizens.

Section 3. Operation. To achieve this objective, Spring Hill Dixie Baseball, Inc. will provide children ages five (5) through fourteen (14) a supervised program under the rules and regulations of Dixie Youth Baseball, Incorporated and Dixie Boys Baseball, Incorporated.

Section 4. Principal Office. The principal office to the corporation shall be located in the City of Longview, Texas. The corporation may have such other offices as the Board of Directors may determine.

Section 5. Registered Office. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (the "Act"). The registered office may be, but need not be; identical with the principal office in the State of Texas, and the registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

Section 6. Limitation of Methods. Spring Hill Dixie Baseball, Inc. will operate as a non-profit educational organization and provide a supervised program of competitive youth baseball activities. Spring Hill Dixie Baseball, Inc., shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings will insure to the benefit of any private individual. No substantial part of the activities will carry on propaganda, or otherwise attempt to influence legislation and no activities will attempt to intervene in any political campaign on behalf of any candidate for public office.

ARTICLE II

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be September 1, XX to August 31, XX of the following year.

Section 2. Seal. The corporate seal shall be in such form as shall be adopted and approved from time to time by the Board. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. Indemnification. Spring Hill Dixie Baseball, Inc may, by resolution of the Board of Directors, provide for indemnification by Spring Hill Dixie Baseball, Inc of any and all of its directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties or a party, by reason of having been directors of Spring Hill Dixie Baseball, Inc, except in relation to matters as to which such directors shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE III

MEMBERSHIP

Section 1. Participation. Any person sincerely interested in active participation to affect the objectives of Spring Hill Dixie Baseball, Inc. that lives in the Spring Hill Independent School District may become a member.

Section 2. Standing. Only members in good standing are eligible to vote at the Annual Meeting.

Section 3. Affiliation. Members will not be required to be affiliated with another organization or group to qualify as a member of Spring Hill Dixie Baseball, Inc.

Section 4. Conflict. Members should not be actively engaged in the promotion or operation of any other baseball program that would substantially negatively impact Spring Hill Dixie Baseball, Inc.

Section 5. Termination. Membership may be terminated by resignation or by action of the Board of Directors. The Board of Directors, by two-thirds (2/3) votes of those present at any duly constituted meeting which has a quorum, will have the authority to discipline or suspend or terminate the membership of any member when the conduct of such person is considered detrimental to the best interests of Spring Hill Dixie Baseball, Inc.

ARTICLE IV

DUES

Section 1. Dues. No dues will be collected for participation as a member of Spring Hill Dixie Baseball, Inc. At no time will payment of any fee be a prerequisite to be a member of Spring Hill Dixie Baseball, Inc. Parental involvement is imperative to the success of Spring Hill Dixie Baseball, Inc.

ARTICLE V

MEETINGS

Section 1. Annual. The Annual Meeting of the members of Spring Hill Dixie Baseball, Inc. will be held after the conclusion of season and tournament play, generally to be scheduled during the month of August. However, the meeting will be held no later than August 31st of each year. This meeting will be held for the purpose of electing the Board of Directors and Officers, presenting financial reports, presenting a recap of the prior year, presenting a plan for the upcoming year and to conduct other necessary business of Spring Hill Dixie Baseball, Inc.

Section 2. Notice. Notice of the Annual Meeting of the members of Spring Hill Dixie Baseball, Inc. will be made by a public announcement at least two weeks in advance of such meeting. This announcement will include the place, time, and purpose of the meeting.

Section 3. Regular Meetings. Regular meetings will be held monthly or as scheduled by the Board of Directors. These regular meetings will be scheduled in advance and this schedule will be announced at the Annual Meeting. Changes to this schedule may be made by the Board of Directors during any scheduled Board meeting during the year.

Section 4. Special. The Board of Directors may provide for holding monthly, quarterly, or other such special meetings of Spring Hill Dixie Baseball, Inc. as may be considered necessary or desirable.

Section 5. Notice. Notice of any special meeting, not previously scheduled by the Board, shall be made by mailing a notice of such meeting to each Board Member no less than five (5) days in advance of such meeting. An email notification of such meeting may be done in addition to or in lieu of this written notification. If such email notification is done in lieu of a mailed notice, it should be sent no less than five (5) days in advance of such meeting and a permanent record of the sent email is to be kept with the permanent minutes of said meeting.

Section 6. Action at Special Meetings. Along with the notice given for any special meeting, such notice will include an agenda for the special meeting. No formal action will be taken at this special meeting other than action regarding items listed on this special meeting agenda.

Section 7. Quorum. A majority of the elected Board of Directors, six (6) or more of the eleven (11) elected directors, in attendance shall constitute a quorum at any meeting of the Board of Directors of Spring Hill Dixie Baseball, Inc.

Section 8. Standing. Any member sincerely interested in active participation to affect the objectives of Spring Hill Dixie Baseball, Inc. that lives in the Spring Hill Independent School District may be a member and be entitled to vote at the Annual Meeting of Spring Hill Dixie Baseball, Inc.

Section 9. Votes. All issues to be decided by the Board of Directors will be decided by a simple majority vote of the Board of Directors in attendance at any meeting where a quorum has been met, unless specified otherwise in this constitution and bylaws of Spring Hill Dixie Baseball, Inc.

Section 10. Significant Issues. Issues that concern the affiliation with Dixie Baseball, Inc., the possibility of affiliation with another national organization, consolidation with other local programs, dissolution of Spring Hill Dixie Baseball, Inc. or division of Spring Hill Dixie Baseball, Inc., drastic organizational changes, major construction or reconstruction at any complex, or any long-term indebtedness, will require a two-thirds (2/3) majority vote of the Board of Directors in attendance at a meeting where a quorum has been met.

Section 11. Local Rules. Items that concern local league rules within Spring Hill Dixie Baseball, Inc. will be decided by the Board of Directors. The Board will have authority to determine whether an item is a local league rule or a bylaw issue. Rules concerning and associated with playing the game should not be construed as bylaws but rather are defined in the Dixie Youth Baseball Incorporated and Dixie Boys Baseball Incorporated rules. Adopted local league rules will be defined as “Local League Rules” and documented as such.

ARTICLE VI

DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

Section 2. Number, Tenure and Qualification. The Board of Directors of Spring Hill Dixie Baseball, Inc shall be composed of eleven (11) elected directors. These eleven (11) directors will each serve a two year term. Each year at the Annual Meeting there will be an election to fill all officer and director vacancies. These directors and officers will be elected by a simple majority vote of the members present at the Annual Meeting.

On alternating years, the membership will elect either five (5) or six (6) directors, along with any vacant positions at the time of the Annual Meeting. The first year, the Board will elect a President, Vice-President, Secretary and three (3) other at-large directors (six of the eleven will be elected). The following year, the membership will elect a Treasurer, Player Agent and three (3) other at-large directors (five of the eleven will be elected). Each board member shall serve a two year term. The officers and directors shall, upon election or appointment, immediately enter upon the performance of their duties and shall continue in office until August 31 of the year that their term expires or until their successors shall have been duly elected or appointed.

ARTICLE VII

OFFICERS

Section 1. Number. The officers of the corporation shall be elected at the Annual Meeting or appointed by the Board of Directors, to replace vacancies. These officer positions shall consist of a President, Vice-President, Secretary, Treasurer and Player Agent. All other Directors will be at-large Directors and will serve as Commissioners of the league, but will not serve as officers.

Section 2. Election. The Officers will be elected at the Annual Meeting.

Section 3. Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. Tenure and Vacancies. Each elected or appointed officer of the corporation shall hold office until August 31 of the year in which their elected or appointed term expires or immediately following the election of their successor at the Annual Meeting. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a two-thirds (2/3) majority vote of the Board of Directors in attendance at a meeting where a quorum has been met.

If an officer position becomes vacant for any reason during the year, the vacancy may be filled by a majority vote of the Board of Directors in attendance at a meeting where a quorum has been met. This new officer will serve the unexpired term of the prior officer and an election will be held for this officer position at the Annual Meeting for which this officer's term would have expired.

Section 5. President. The President will serve as the Chief Executive Officer of Spring Hill Dixie Baseball, Inc. The President will oversee the general administration of the organization. The President will serve as an interface between the various civic and governmental entities within the community. The President shall preside at all meetings of the Board of Directors. The President shall perform all duties incident to this office and recommend such action as deemed necessary to increase the efficiency and usefulness of Spring Hill Dixie Baseball, Inc. The President shall have authority to sign all contracts, notes, or other obligations of Spring Hill Dixie Baseball, Inc, and to execute deeds, mortgages or deeds of trust when so authorized by the Board of Directors. The President shall be an ex-officio member of all committees.

Section 6. Vice-President. The Vice-President shall preside over all meetings of the Board of Directors and membership in the absence of the President, and shall execute special assignments made by the President.

Section 7. Secretary. The Secretary shall be responsible for maintaining the official records of the corporation and keeping accurate minutes of all meetings.

Section 8. Treasurer. The Treasurer shall present the monthly financial statements for the Board of Directors, maintain a running report on the financial condition of the organization throughout the fiscal year and present an annual financial report at the Annual Meeting.

Section 9. Player Agent. The Player Agent will be responsible for coordinating the activities of the Commissioners of the league. The Player Agent and the Commissioners of the league will be responsible for the arbitration and reconciliation of any and all disagreements between the parents or guardians of a child playing the Spring Hill Dixie Baseball, Inc. and his or her coach.

ARTICLE VIII

DIVISIONS AND COMMITTEES

Section 1. Divisions. The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of Spring Hill Dixie Baseball, Inc.

Section 2. Commissioners. The at-large directors that serve on the Board of Directors, who do not hold an officer position, will be appointed by the Board to serve as Commissioners of the league. Of these six (6) Commissioners, there will be five (5) Commissioners appointed by the Board to a specific age/playing division within the league. There will be a specific at-large Board member that will be appointed as Commissioner to serve the, 5/6 age division, 7/8 age division, 9/10 age division, 11/12 age division, 13/14 age division and one additional general league Commissioner to assist the Player Agent in fulfilling his responsibilities.

ARTICLE IX

FINANCIAL AND ACCOUNTING

Section 1. Deposits. The Board of Directors shall decide matters pertaining to the finances of Spring Hill Dixie Baseball, Inc. and it shall place all income, including auxiliary funds, in a common league treasury. The Board shall also direct the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2. Contributions. The Board of Directors shall not permit the contribution of funds or property to individual teams but shall solicit some of the common treasury of Spring Hill Dixie Baseball, Inc., thereby to discourage favoritism among teams and to endeavor to equalize the benefits of Spring Hill Dixie Baseball, Inc.

Section 3. Solicitation. The Board of Directors shall not permit the solicitation of funds in the name of Spring Hill Dixie Baseball, Inc. unless all funds so raised are to be placed in the common treasury of Spring Hill Dixie Baseball, Inc.

Section 4. Use of funds. The Board of Directors shall not permit the disbursement of Spring Hill Dixie Baseball, Inc. funds for other than the conduct of Spring Hill Dixie Baseball, Inc. activities in accordance with the rules and policies of Dixie Baseball.

Section 5. Compensation. No Director or Officer of Spring Hill Baseball, Inc. shall receive directly or indirectly, any salary, or compensation, from Spring Hill Dixie Baseball, Inc. for services rendered as Director or Officer.

Section 6. Auxiliary funds. All monies received including auxiliary funds, shall be deposited to the credit of Spring Hill Dixie Baseball, Inc.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any 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.

Section 2. Loans and Leases. No loans and leases shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by general or specific resolution of the Board of Directors.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Audit. The accounts of the Spring Hill Dixie Baseball, Inc shall be audited or reviewed by a CPA at least annually.

ARTICLE XI

LEAGUE SCHOLARSHIP PROCEDURES

Section 1. Names. The scholarships given by Spring Hill Dixie Baseball, Inc. include: the Mike Henry Memorial Scholarship, the Delbert Goodman Memorial Scholarship, and the Joey Comer Memorial Scholarship. Spring Hill Dixie Baseball, Inc may add additional scholarships as it deems appropriate at any time.

Section 2. Clinic. The Board will hold an instructional clinic, tournament or participate in other appropriate fundraising activities to raise funds for league scholarships. The Board will determine the amount given to each individual scholarship.

Section 3. Eligibility. Students who attend Spring Hill High School who have played in the Spring Hill Dixie Baseball, Inc. league at some point between the ages of five (5) to fourteen (14) are eligible to apply for scholarships given by the league. Students who are relatives of past or present Board members are eligible to apply for and receive scholarships. The Board member who is related by blood or marriage to the scholarship applicant shall abstain from voting for the applicant(s) in question.

Section 4. Selection Committee. The Board of Directors shall determine the make up the selection committee for all scholarships given each year by the league.

Section 5. Distribution. Once an applicant has been awarded a scholarship, the league issues a scholarship check to the college or university which the recipient is attending. The league requests the college or university to apply the amount towards the recipient's education expenses. If the recipient drops out of school or decides not to attend during his or her first semester, the league requests that the remaining scholarship money, if any, be returned to the league.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any meeting of the Board of Directors where a quorum is present by the affirmative vote of a two-thirds (2/3) majority of the directors present at such meeting.

ARTICLE XIII

PARLIAMENTARY PROCEDURE

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws or Articles of Incorporation.

ARTICLE XIV

DISSOLUTION

Spring Hill Dixie Baseball, Inc shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of Spring Hill Dixie Baseball, Inc. On dissolution of Spring Hill Dixie Baseball, Inc any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).