

**JACKSONVILLE BEACH BASEBALL ASSOCIATION, INC.
BABE RUTH/CAL RIPKEN CONSTITUTION**

ARTICLE I – NAME

The legal name of this organization is the "Jacksonville Beach Baseball Association, Inc." and shall be known as the Jacksonville Beach Baseball Association Babe Ruth/Cal Ripken, hereinafter referred to as "Local League" or "JBBA".

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the Local League shall be 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 2

To achieve this objective, the Local League will provide a supervised program under the Rules and Regulations of Babe Ruth/Cal Ripken Baseball, Incorporated. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the Local League shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball and softball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of this Local League may apply to become a Member.

SECTION 2

Classes. There shall be the following classes of Members:

- (a) **Player Members.** Any player candidate meeting the current requirements of the Babe Ruth/Cal Ripken Regulations shall be eligible to compete for participation. Player Members shall have no voting rights, duties or obligations in the management or in the property of the Local League.
- (b) **Regular Members.** Regular Members are defined as board Members, committee Members, team managers and coaches. Certain league volunteers may qualify as regular Members if the board of directors deems their contribution to the Local League significant and approves their inclusion on the Membership roll by way of majority vote. The

Membership roll shall be maintained by the Local League President, Vice-President or Secretary and must be certified annually by the Board of Directors by way of majority vote. Regular Members in good standing are eligible to vote at general and special Membership meetings. Parents are not considered Members in any capacity and have no voting rights, duties or obligations in the management of the Local League.

- (c) **Honorary Members.** Any person may be elected as Honorary Member by the majority vote of all Directors present at any duly held meeting of the Board of Directors but shall have no voting rights, duties or obligations in the management or in the property of the Local League.
- (d) **Sustaining Members.** Any person not a Regular Member who makes financial, time or other contribution to the Local League may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall have no voting rights, duties or obligations in the management or in the property of the Local League.
- (e) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

Other Affiliations.

- (a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as Members of the Local League.
- (b) Regular Members should not be actively engaged in the promotion and/or operation of any other baseball/softball program outside of the JBBA umbrella of programs.

SECTION 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors as follows.

- (a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline, suspend or terminate the Membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the Local League and/or Babe Ruth/Cal Ripken Baseball, Incorporated. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges. A Member that is not in good standing is ineligible to vote in the election process or to be considered as a candidate for the Board of Directors.
- (b) The Board of Directors shall, in case of a Player Member, give notice to the manager of the team for which the player is a Player Member. Said manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to discipline, suspend or revoke such player's right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum is required).

SECTION 5

Right to refuse. The Board of Directors, by a two-thirds vote of those present at any duly constituted board meeting, shall have the authority to refuse Membership of any Member of any class, including players, managers and coaches, when the conduct of such person is considered detrimental to the best interests of the Local League and/or Babe Ruth/Cal Ripken Baseball.

ARTICLE IV - DUES FOR REGULAR MEMBERS (NOT PLAYERS)

SECTION 1

Dues. Dues for Regular Members are not required.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the Membership of the league including Special General Membership Meetings (see Section 7). A minimum of one Annual Meeting per year (see Section 6) is required.

SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least seven days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

SECTION 3

Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of one fifth (20 percent) of the regular members in good standing (as defined in Article III - Membership) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 4

Voting. Only Regular Members in good standing shall be entitled to request motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4.)

SECTION 5

Absentee Ballot. For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting, or any General Membership Meeting at which new Board Members will be elected, an absentee ballot may be requested and obtained from the President, Vice-President or Secretary of the League. The absentee ballot shall be properly completed and delivered electronically or in person to the President, Vice-President or Secretary prior to the election meeting. The absentee ballots shall be presented to the Election

Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

SECTION 6

Annual Meeting of the Members. The Annual Meeting of the Members of the Local League shall be held during the month of November each year for the purpose of electing the Board of Directors (every third year), receiving reports, reviewing the Constitution, appointing committees, and for the transaction of such business as may properly come before the meeting. The target date for scheduling the Annual Meeting shall be the second Tuesday in November. However, if the fall season has not concluded by the second Tuesday in November, the Annual Meeting may be scheduled for the first Tuesday in November after the conclusion of the fall season. Proper notice shall be provided to all Regular Members in compliance with Article V, Section 2.

- (a) The Membership shall receive at the Annual Meeting of the Members of the Local League a report, verified by the President and Treasurer, or by a majority of the Directors, showing:
 - (1) The condition of the Local League, to be presented by the President or his/her designate;
 - (2) A general summary of funds received and expended by the Local League for the previous year and the amount of funds currently in possession of the Local League;
 - (3) The real and personal property owned by the Local League, where located, and where and how invested;
 - (4) The amount and nature of the property acquired since the last annual meeting, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
 - (5) A list of the regular Membership in the Local League as approved by the Board of Directors. This report shall be filed with the records of the Local League and entered in the minutes of the proceedings of the Annual Meeting. A copy of such report shall be forwarded to Babe Ruth/Cal Ripken International upon request.
- (b) An election process shall take place every third year and the Members shall vote and elect the Board of Directors for the ensuing 3-year term. The number of Directors elected shall not be less than seven (7). The Board may choose to hold an election process every two years if it's deemed to be in the best interest of the Local League (majority vote).
 - (1) A Regular Member in good standing, that has been a Member for at least two (2) seasons in the past two (2) calendar years prior to the election, shall be eligible to be considered for the Board of Directors. As outlined in Article III, Section 2, parents are not considered Members in any capacity and are not eligible for consideration in the election process for a Board position.
 - (2) A season is defined as a complete recreational season in either the fall or the spring. Two seasons shall be defined as any combination of a spring/spring, spring/fall or fall/fall in the past two calendar years.
 - (3) Proper notice shall be provided to all Regular Members in compliance with Article V, Section 2, to allow for notification of their intent to run for the Board of Directors.
- (c) After the Board of Directors is elected, the Board shall meet to elect/determine the Officers (as outlined in Article VII, Sections 2-9). After the election, the Board of Directors shall assume the performance of its duties on December 1st. The Board's term of office shall continue until its successors are elected and qualified under this section.

- (d) The Officers of the Board of Directors shall be determined by only those nominees elected by the Membership vote, and shall include at a minimum, the President, Vice President, Treasurer, Secretary, and League Reps.

SECTION 7

Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors at their discretion. Upon the written request of twenty-five Members, the President, Vice-President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than thirty days after the request is received by the President, Vice-President or Secretary.

SECTION 8

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where same conflicts with this Constitution of the Local League.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of the Local League shall be vested in the Board of Directors.

SECTION 2

Increase/Decrease in Number. The number of Board of Directors so fixed at the Annual Meeting may be increased or decreased at any General Membership Meeting or Special Meeting of the Members.

- (a) If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent General Membership Meeting.
- (b) All elections of additional Directors shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the President, Vice-President or Secretary prior to the election meeting.
- (c) The current Board of Directors shall determine if additional seats should be considered in the Member voting process.

SECTION 3

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose (quorum required).

SECTION 4

Board Meetings Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting, and on such days thereafter, shall be determined by the Board.

- (a) The President or the Vice-President may, whenever they deem it advisable, issue a call for a Special Board Meeting. The Secretary shall, at the request in writing of three (3) Directors, also issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board meeting shall be given by the President, Vice-President or Secretary personally, electronically or by mail to each Director at least three day(s) before the time appointed for the meeting to the last recorded address of each Director.
- (c) Three fourths of Members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Local League as it may deem proper, provided such rules and regulations do not conflict with this Constitution.

The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Local League in accordance with the procedure set forth in Article III, Section 4.

Board Members are expected to regularly attend meetings and participate in Board matters, discussions and events.

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where same conflicts with this Constitution of the Local League.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.

SECTION 2

Assignment of Positions and Duties. The Board of Directors may deem it to be in the best interest of the Local League to assign multiple duties, powers and responsibilities to any Director. Additional duties, powers and responsibilities not outlined below may be assigned if the Board deems them to be in the best interest of the Local League. This section shall not be

interpreted as authorization to increase or decrease the number of board Members, but only as authorization that a current board Member may perform multiple duties. (Article VI, Sections 2 and 3 governs the process of increasing and decreasing the number of board Members and the handling of board vacancies).

SECTION 3

President. The President shall:

- (a) Conduct the affairs of the Local League and execute the policies established by the Board of Directors. The President may not hold the following roles in addition to the President role: Treasurer, Secretary and Vice President.
- (b) Present a report of the condition of the Local League at the Annual Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate and make such suggestions as may tend to promote the welfare of the Local League.
- (d) Be responsible for the conduct of the Local League in strict conformity to the policies, principles, Rules and Regulations of Babe Ruth/Cal Ripken Baseball, Incorporated, as agreed to under the conditions of charter issued to the Local League by that organization.
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the Local League such contracts and leases they may receive, and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to the Local League and report thereon to the Board or Executive Committee as circumstances warrant.
- (g) With the assistance of the Player Agent, examine the application and support proof-of age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.
- (h) Coordinate the evaluations and/or tryouts, assist with the player draft if necessary, and all other player transaction or selection meetings.

SECTION 4

Vice President. The Vice President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the Board so to act. When so acting, the Vice President shall have all the powers of that office. The Vice President may hold additional roles but shall not serve as President simultaneously.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President. The Vice President may hold other roles as defined below but may not act as both President and Vice President.
- (c) Coordinate the evaluations and/or tryouts, assist with the player draft if necessary, and all other player transaction or selection meetings.

SECTION 5

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the Local League and maintain appropriate files, mailing lists and necessary records. The Secretary may hold additional roles but shall not serve as President simultaneously.

- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a list, under the direction of the President, of all Regular, Sustaining and Honorary Members, Directors and committee Members and give notice of all meetings of the Local League, the Board of Directors and Committees.
- (d) Issue Membership cards to Regular Members, if approved by the Board of Directors.
- (e) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (f) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (g) Notify Members, Directors, Officers and committee Members of their election or appointment.
- (h) Coordinate the evaluations and/or tryouts, assist with the player draft if necessary, and all other player transaction or selection meetings.

SECTION 6

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors. The Treasurer may hold additional roles but may not serve as President simultaneously.
- (b) Receive all moneys and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all moneys and securities of the Local League, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
- (d) Prepare an annual budget for submission to the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report for submission to the Membership and Board of Directors at the Annual Meeting, and to Babe Ruth/Cal Ripken International.
- (f) Coordinate the evaluations and/or tryouts, assist with the player draft if necessary, and all other player transaction or selection meetings.

SECTION 7

Player Agent. The Player Agent shall:

- (a) Record all player transactions and maintain an accurate and up-to-date record thereof.
- (b) Receive and review applications for player candidates and assist the President in verifying residence and age eligibility.
- (c) Coordinate the evaluations and/or tryouts, assist with the player draft if necessary, and all other player transaction or selection meetings.
- (d) Prepare the Player Agent's list.
- (e) Prepare for the President's signature and submission to Babe Ruth/Cal Ripken International, team rosters, including players claimed, and the tournament team eligibility affidavit.

- (f) Notify Babe Ruth/Cal Ripken International of any subsequent player replacements or trades.
- (g) Administer the divisional player pool.

SECTION 8

Safety Officer. The Safety Officer shall:

- (a) Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for children and all participants of Babe Ruth/Cal Ripken.
- (b) Develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting.

NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:

- (1) Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians and other volunteers.
- (2) Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
- (3) Reporting - Define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

SECTION 9

Coaching Coordinator (League Representatives). The coaching coordinator shall:

- (a) Represent coaches/managers in league; provide recommendations to the President and Board of Directors for coaching/manager candidates.
- (b) Present a coach/manager training budget to the board.
- (c) Gain the support and funds necessary to implement a league-wide training program.
- (d) Order and distribute training materials to players, coaches and managers.
- (e) Coordinate mini clinics as necessary.

SECTION 10

Immediate Past President. The Immediate Past President shall:

- (a) Serve to advise the Board of Directors on historical matters affecting the Local League as well as perform any such duties as required by this office.
- (b) Turn over all records, files, documents, emails and other materials to the incoming President to promote a smooth transition in leadership.
- (c) Maintain all voting privileges and be the deciding vote in all Board matters that result in a deadlock.
- (d) Not be an elected position but shall be determined by automatic appointment only when a change in Presidency occurs. However, the Immediate Past President may serve in another active role outlined in this article and will move into the Immediate Past President office once their tenure in another role has been completed.
- (e) Hold this office until the next Immediate Past President is identified
- (f) Be eligible to return to the President role should the Board of Directors determine it's in the best interests of the league

(g) If vacated, this position shall remain unfilled until the next change in Presidency, at which point a new Immediate Past President would be identified.

ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the President of the Local League.

SECTION 2

The Executive Committee shall advise with and assist the Officers of the Local League in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.

SECTION 3

At any meeting of the Executive Committee, a majority of the total number of Members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX - COMMITTEES

SECTION 1

The Board of Directors may appoint a committee for any purpose that is deemed necessary. Committees can consist of Regular Members but must have equal representation of Board Members.

ARTICLE X – AFFILIATION

SECTION 1

Charter. The Local League shall annually apply for a charter from Babe Ruth/Cal Ripken Baseball, Incorporated, and shall do all things necessary to obtain and maintain such charter. The Local League shall devote its entire energies to the activities authorized by such charter, and it shall not be affiliated with any other program or organization or operate any other program.

SECTION 2

Rules and Regulations. The Official Playing Rules and Regulations as published by Babe Ruth/Cal Ripken Baseball, Incorporated, Williamsport, Pennsylvania, shall be binding on this Local League.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. The local rules, ground rules and/or bylaws of this Local League shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of Babe Ruth/Cal Ripken Baseball, Incorporated, nor shall they

conflict with this Constitution. The local rules, ground rules and/or bylaws of this Local League shall expire at the end of each fiscal year and are not considered part of this Constitution (See Article XI, Section 7 for fiscal year of this league).

SECTION 4

Pool Players. The use of pool players shall be permitted and encouraged in an effort to avoid forfeits. The local bylaws shall outline the procedures involved with utilizing pool players to ensure consistency with Babe Ruth/Cal Ripken Regulation V (c).

ARTICLE XI - FINANCIAL AND ACCOUNTING

SECTION 1

Authority. The Board of Directors shall decide all matters pertaining to the finances of the Local League and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition with such individual or team. Access to the Local League's funds shall be limited to a maximum of three (3) individuals. Access shall include at a minimum, the President and Treasurer. One (1) optional board Member or committee Member may be granted access if approved by majority vote at any duly constituted board meeting.

SECTION 2

Contributions. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Local League, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Local League.

SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of Babe Ruth/Cal Ripken Baseball, Incorporated unless all of the funds so raised be placed in the Local League treasury.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of Local League funds for other than the conduct of Babe Ruth/Cal Ripken activities in accordance with the rules, regulations and policies of Babe Ruth/Cal Ripken Baseball, Incorporated. All disbursements shall be made by check or by credit/debit card issued by the Local League's financial institution (defined in Section 6 below). Any withdrawal transaction (by check, debit/credit card or by any other means) in excess of \$3,500 must be approved by majority vote at any duly constituted board meeting and documented by the Secretary within the minutes.

SECTION 5

Compensation. No Director, Officer or Member of the Local League shall receive, directly or indirectly any salary, compensation or emolument from the Local League for services rendered as Director, Officer or Member.

SECTION 6

Deposits. All moneys received, including Auxiliary Funds, shall be deposited to the credit of the Local League. The current financial institution that holds the Local League's funds on account is Atlantic Coast Bank in Jacksonville Beach, FL.

SECTION 7

Fiscal year. The fiscal year of the Local League shall begin on the first day of December and shall end on the last day of the following November.


SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of the Local League and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Local League to another Federally Incorporated entity which maintains the same objectives as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII – AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting. Draft of all proposed amendments shall be submitted to Babe Ruth/Cal Ripken Baseball, Incorporated, for approval before implementation.

This Constitution was approved by the Jacksonville Beach Baseball Association Babe Ruth/Cal Ripken Membership on 11/21/2017.

President's Name (Print) SCOTT BATSCH
President's Signature & Date 
Babe Ruth/Cal Ripken ID #00287059
Federal ID 59-3370216