

BYLAWS OF STAFFORD BASEBALL LEAGUE, INC

A Virginia Non-Stock Corporation

ARTICLE I – NAME

The name of the entity shall be "Stafford Baseball League, Inc." References herein to "Stafford Baseball", "SBL, Inc." or "The Corporation" are intended to refer to said entity. The entity may, upon approval of the Board of Directors use alternate names as may be permitted by the filing of a Fictitious Name certificate or request duly filed with such governmental entity permitted to receive the same.

ARTICLE II – PURPOSE AND PHILOSOPHY

SECTION 1: PURPOSE: The purpose of Stafford Baseball is to build the interest and unite the residents of Stafford County, Virginia in Baseball and/or Softball and to teach the youth of the County sportsmanship, good health habits, character, develop athletic skills, encourage teamwork, encourage social well-being and team spirit by promoting participation of Stafford County residents and youth in the games of Baseball and Softball. The Directors of the Corporation shall be permitted to undertake any effort or create such rules and procedures which are not strictly prohibited herein, and which are not in violation of the criminal laws of the United States of America, the Commonwealth of Virginia, or the County of Stafford, Virginia.

SECTION 2: PHILOSOPHY:

- A. The ideals of fair play, good sportsmanship, honesty and civility will be encouraged in the activities of Stafford Baseball. Activities shall include, but not be limited to, instruction and teaching of the fundamentals of baseball and softball. Healthy and civil competition are to be promoted, but not at the expense of the other purposes and philosophies of Stafford Baseball.
- B. The Corporation shall develop policies and procedures to effectuate its purpose and philosophies which shall be generally available to the public in such for and manner as deemed reasonable by the Corporation as determined by the Chairman and/or the Secretary of the Corporation.
- C. Stafford Baseball shall not discriminate on the basis of race, color, creed, national origin or gender in its membership, selection of directors, commissioners, appointees, coaches or team membership.

ARTICLE III – MEMBERSHIP AND VOTING OF MEMBERSHIP

SECTION 1: ACTIVE MEMBERSHIP: Active Members shall include:

- A. The Board of Directors of the Corporation.
- B. The Individuals who, since the last Annual Meeting, have served as Directors, Commissioners, and Ratified Volunteers of Stafford Baseball.
- C. The parent or legal guardian who completed the registration process and agreed to the terms for any child or children registered with the corporation to participate as members of baseball or softball teams as may be formed by the Rules and Procedures of Stafford Baseball League, Inc., who are current in the payment of any and all registration fees, or who have satisfied all registration and other fees as may be required by the Rules and

Procedures of Stafford Baseball League in either or both of the preceding two seasons, as defined by the Rules and Procedures of Stafford Baseball League, Inc. and are considered as members in good standing as defined by the Rules and Procedures of Stafford Baseball League, Inc.

SECTION 2: HONORARY MEMBERSHIP: Any adult who has distinguished themselves in an unusual or praiseworthy manner may be elected to honorary membership status by a vote of no less than two-thirds (2/3) of the Board of Directors. Honorary Members shall be entitled to attend all meetings of the Corporation, and participate in Stafford Baseball activities. Honorary Members, unless they otherwise qualify to do so as a result of also qualifying to Active Membership, shall not vote or hold elective office in the Corporation, and shall have no interest in the funds or property of Stafford Baseball League, Inc. Honorary Members may, upon majority vote of the Board of Directors, serve in any capacity not otherwise prohibited in this provision.

SECTION 3: EXCLUSIONS FROM MEMBERSHIP: Any individual who would otherwise qualify as a part of Active Membership, or Honorary Membership, shall be excluded from membership and any Voting as defined below, upon suspension from participation in Stafford Baseball League, whether the same is by temporary action as permitted herein for the term of such temporary action/immediate suspension, or as a result of suspension or expulsion after formal disciplinary proceeding as defined herein or by the Rules and Procedures of Stafford Baseball League, Inc. Such individuals shall not be permitted to hold elective office, vote in any matter of business, or serve in any volunteer or appointed position with Stafford Baseball during the term of such suspension or until such suspension/expulsion is lifted pursuant to these Bylaws or any Rules and Procedures of Stafford Baseball League, Inc.

SECTION 4: VOTING:

- A. WHO MAY VOTE: All Active Members, as defined in Section 1, above, but excluding those as defined in Section 3, above, shall be entitled to a single vote in election of Directors of the Corporation for each such position as requires election at any Annual or Special Meeting called for the purposes of election of members of the Board of Directors. Such individuals shall also be entitled to one vote in any and all business of the Corporation which requires vote by the Membership. In the event of a tie in the votes of the membership, regardless of the subject, The Chairman of the Board of Directors shall be permitted to cast an additional vote to break any such tie. Only those active members present for the meeting where a vote of the active membership is required may vote, and no vote shall be cast by proxy or electronic means, unless specifically permitted by these Bylaws or the Rules and Procedures of Stafford Baseball League, Inc.
- B. DUES AND FEES REQUIREMENT: All Active Members must comply with the provisions relating to payment of Dues and Fees as indicated in Section 1(C), above. Upon request made to the Chairman of the Board of Directors, deserving parents or guardians who are unable to pay all dues and fees, if they would otherwise qualify for Active Membership, may request that the requirement of payment of Dues and Fees be waived to permit their active participation and voting. The Chairman of the Board of Directors shall have authority to approve or deny the request, at his or her discretion.
- C. RESIDENCY: No individual, who would otherwise qualify for membership in the Corporation shall be excluded on the sole basis that they do not reside in Stafford County, Virginia.

SECTION 5: SUSPENSION OR EXPULSION OF MEMBERS: Youth participants, Parents or Guardians of Youth Participants, volunteers, coaches, appointed officials and Members may be suspended or expelled from the Corporation or participation and/or presence at events relating to the Corporation, to promote the health, safety, and welfare of other individuals or for violations of these Bylaws or the Rules and Procedures of Stafford Baseball League, Inc. During the term of the suspension, or after expulsion until the expulsion is lifted by the Board of Directors, the individual or individuals suspended or expelled may not participate in, or be present for, any activity relating to Stafford Baseball League, Inc.

- A. TEMPORARY SUSPENSIONS: Youth participants, parents or guardians of youth participants, volunteers, coaches and members may be temporarily suspended by the Director of the respective league where the youth participates, or coach participates, on a temporary basis, not to exceed 90 days. Said Temporary Suspension may be lifted by the Director who issued the suspension, or by two-thirds vote of the Board of Directors. Commissioners or other appointed officials may be suspended by the Chairman of Board of Directors on a temporary basis, not to exceed 90 days.
- B. EXTENSION OF SUSPENSIONS: Said Temporary Suspension may be extended, prior to the end of the temporary suspension, upon a two-thirds (2/3) vote of the Board of Directors to do so, after notice to the individual or individuals suspended, and a right to make a statement in opposition to the suspension. No suspension shall be for a period in excess of five years. Said vote may occur at any regular, annual or special meeting of the Board of Directors.
- C. EXPULSION: The Board of Directors may, upon notice to the individuals who is the subject of the expulsion, and the right to make a statement in opposition to the Expulsion, upon two-thirds (2/3) vote, expel any individual who has engaged in behavior that they determine is contrary to the health, safety and welfare of participants or volunteers of any Stafford Baseball program, violates any applicable criminal law, or has been the subject of more than one suspension (whether temporary or extended).
- D. ADDITIONAL RULES AND PROCEDURES: The Board of Directors may provide for additional Rules and Procedures for the suspension or expulsion of individuals as they deem appropriate, so long as the same do not conflict with the provisions of this section, and the subsections contained herein.

ARTICLE IV – ORGANIZATION, BOARD OF DIRECTORS AND OFFICERS

SECTION 1: ORGANIZATION: Final Authority for all matters not otherwise prescribed herein shall lie with the Board of Directors of the Corporation. The Board of Directors shall be responsible for the implementation, policy making and decision making for the Corporation, but may delegate the same as set out herein, or by vote of the Board. The Board shall, at minimum consist of seven (7) members, and shall have the all executive and legislative authority of the Corporation except as designated herein, or by any Rules and Procedures adopted by the Board.

SECTION 2: BOARD OF DIRECTORS: The Board of Directors shall consist of seven (7) members. The members of the Board shall include a Chairman, Vice Chairman, Secretary, Treasurer and three (3) "At Large" Directors. All members of the Board of Directors shall be elected by the Active Members of the Corporation as Defined in Article II, above. The election of Directors shall be as defined in Article IV, Section 2, Subsection 6, below. A quorum for any meeting of the Board of Directors shall be no less than

four (4) members, and all decisions of the Board unless otherwise required by these Bylaws, shall be by majority vote.

- A. CHAIRMAN/PRESIDENT: The Board shall include a Chairman of Board of Directors/President, who shall be directly elected by the Active Membership, and who shall serve for a one-year term. Said Chairman/President may be elected for successive terms, without limit. The duties of the Chairman/President shall include, but not be limited to, the following
- a. Represent and/or delegate another to represent the Corporation in any and all dealings with the Safford County, Virginia Government.
 - b. Sign contracts on behalf of the Corporation as approved by the Board of Directors, or for such contracts that he is permitted to do so on behalf of the Corporation as are permitted by resolution or by the Rules and Procedures of Stafford Baseball League, Inc.
 - c. Assist the Treasurer in the development and presentation of a yearly budget for approval by the Board of Directors
 - d. Make appointments of League Commissioners and General Affairs Directors, subject to approval of the Board of Directors.
 - e. Appoint such other officials and commissioners which may be required from time to time.
 - f. Conduct (and/or delegate another to conduct) the day-to-day affairs of the Corporation.
 - g. Call for and preside over meetings of the Board of Directors, the Annual Meeting of the Corporation, Special or other Regular Meetings of the Corporation and meetings of the Membership of the Corporation.
 - h. With the advance approval of the Board of Directors enter into associations with such other organizations promoting goals similar to that of the Corporation, so long as the same does not divest the Board of Directors of ultimate authority over the organization, or divest the Membership of their voting rights as defined in these Bylaws.
 - i. In any vote where the result is a tie in the amounts of votes received, the Chairman/President shall break said tie by casting a vote or additional vote, if necessary.
 - j. Represent, or designate someone to represent the Corporation at all meetings with other entities wherein the Corporation has voting authority.
 - k. Vote on all matters coming before the Board of Directors.
 - l. Such other duties as may be set out by resolution of the Board of Directors, or by the Rules and Procedures of Stafford Baseball League, Inc.
- B. VICE-CHAIRMAN/VICE PRESIDENT: The board shall include a Vice-Chairman/Vice President of the Board of Directors, who shall be directly elected by the Active Membership, and who shall serve for a one-year term. Said Vice-Chairman/Vice President may be elected for successive terms, without limit. The Duties of the Vice-Chairman/Vice President shall include, but not be limited to, the following:

- a. In the absence of the Chairman/President at any meeting of the corporation, the Vice-Chairman/Vice President shall assume the duties of the Chairman/President for such meeting.
 - b. Upon the death or disability of the Chairman/President, shall assume the duties of the Chairman/President until the next election.
 - c. Vote upon any matter coming before the Board of Directors.
 - d. Such other duties as may be set out by resolution of the Board of Directors, as assigned by the Chairman/President or as set out in the Rules and Procedures of Stafford Baseball League, Inc.
- C. SECRETARY: The Board shall include a Secretary of the Board of Directors, who shall be directly elected by the Active Membership, and who shall serve for a one-year term. Said Secretary may be elected to successive terms, without limit. The duties of the Secretary shall include, but not be limited to, the following:
- a. Receive and produce the correspondence of the Corporation.
 - b. Provide Notice of any meeting in the fashion required herein or as set out the Rules and Procedures of Stafford Baseball, Inc.
 - c. Record Minutes of meetings of the Board of Directors and other Meetings of the Corporation or its Membership, or designate another to so, if not able to attend.
 - d. Keep a record of the Minutes of the Corporation and Keep a record of the Documents of the Corporation.
 - e. Vote on any matter coming before the Board of Directors.
 - f. Such other duties as may be set out by resolution of the Board of Directors, as assigned by the Chairman/President or as set out in the Rules and Procedures of Stafford Baseball League, Inc.
- D. TREASURER: The Board shall include a Treasurer of the Board of Directors, who shall be directly elected by the Active Membership, and who shall serve for a one-year term. Said Treasurer may be elected to successive terms, without limit. The Duties of the Treasurer shall include, but not be limited to, the following:
- a. Keep detailed records of the accounts of the Corporation.
 - b. Make payment on all legitimate expenses of the Corporation; to the extent funds are available for the same.
 - c. Collect the debts, fees and dues of the corporation.
 - d. Prepare a balance sheet and expense statement of the Corporation, no less than on a quarterly basis, or at such other times as requested by the Chairman/President or by request of a majority of the Board of Directors.
 - e. Prepare an Annual budget for the Corporation with the assistance of the Chairman/President.
 - f. File, or secure the services of an appropriate professional to file, such tax returns of the corporation as may be required by law.
 - g. Vote on any matter coming before the Board of Directors.
 - h. Such other duties as may be set out by resolution of the Board of Directors, as assigned by the Chairman/President or as set out in the Rules and Procedures of Stafford Baseball League, Inc.

- E. AT LARGE DIRECTORS: The Board shall include three (3) At Large Directors, who shall be directly elected by the Active Membership, and who shall serve staggered two year (2 Year) terms. Said At Large Directors may be elected to successive terms, without limit. The duties of the At Large Directors shall include, but not be limited to:
 - a. Advising the chairman on the day to day operations of the Corporation.
 - b. Voting on any matter coming before the Board of Directors.
 - c. Such other duties as may be set out by resolution of the Board of Directors, as assigned by the Chairman/President or as set out in the Rules and Procedures of Stafford Baseball League, Inc.
- F. REMOVAL OF DIRECTORS: Any Member of the Board of Directors may be removed or suspended from office and relieved of their duties by a vote of 5 of 7 members of the Board of Directors which shall take immediate effect and remain in effect until overturned or the end of the next Annual Meeting, whichever occurs first. Such Removal or Suspension action may be appealed to a vote of the Active Membership, which shall be held at a Special Meeting within thirty (30) days of the removal or suspension action by the Board of Directors, and the Removal or Suspension action of the Board may be overturned by a Vote of a simple majority of the Members present and voting. Upon petition of no less than one hundred (100) members of the Active Membership of the Corporation, for the removal of any Director, the Chairman shall call a special meeting of the Active Membership to consider such petition within 60 days of Receipt of the Petition, which shall be filed with the Chairman or the Secretary of the Corporation. Removal of a Director by petition of the active membership shall require the vote of two-thirds of the Active Membership present. For purposes of a Petition for Removal of a Director presented by the Active Membership, such meeting shall require a quorum of no less than 100 Active Members.

SECTION 3: OTHER OFFICERS: The Corporation shall have such other officers as designated herein to effectuate the goals of the Corporation, which shall include, but not be limited to, the following:

- A. GENERAL AFFAIRS DIRECTORS: The Chairman/President, shall appoint, subject to approval of the Board of Directors two General Affairs Directors, who shall not, solely as a result of their appointment as a General Affairs Director, be voting Members of the Board of Directors, but shall instead be volunteer assistants to the league. The General Affairs Directors shall be appointed for a term not to exceed the length of the Chairman/President who appointed them, and shall serve at the pleasure and discretion of the Chairman/President. The General Affairs Directors shall assist in the day to day operations of the Corporation in such fashion as deemed necessary by the Chairman/President and shall have such authorities and duties as are not otherwise delegated to another Director, officer or appointee as set out herein. In the event of a vacancy in any position within the Corporation, the General Affairs Directors may be appointed to the vacated position and shall have the rights duties and authorities of the vacancy appointment and their duties as a General Affairs Director. The General Affairs Directors shall also have such duties as may be set out by resolution of the Board of Directors, as assigned by the Chairman/President or as set out in the Rules and Procedures of Stafford Baseball, Inc.
- B. DIVISION COMMISSIONERS: The Chairman shall appoint, subject to approval of the Board of Directors, Division Commissioners, who shall be responsible for the administration of sub-

leagues of Youth Baseball and Softball leagues. Division Commissioners shall serve a term of up to one-year, concurrent with the term of the Chairman, and may be appointed to successive terms, without limitation. Said Division Commissioners shall be responsible for ensuring the fair administration of programs, organization of teams within their age and sport purview, the enforcement of Rules and Procedures of Stafford Baseball League, Inc. for the teams under their supervision, and, on a temporary basis, such decisions as may be necessary. Division Commissioners shall also have such duties as may be set out by resolution of the Board of Directors, as assigned by the Chairman or as set out in the Rules and Procedures of Stafford Baseball, Inc. The initial Division Commissioners shall include:

- a. T-Ball Division Commissioner
- b. Rookie League Division Commissioner
- c. Minor League Division Commissioner
- d. Major League Division Commissioner
- e. Senior League Division Commissioner
- f. Juniors Softball Division Commissioner
- g. Such other Division Commissioners as the Board, upon a majority vote create to accommodate organizational needs of Stafford Baseball League, Inc.

The Board of Directors may also appoint subsidiary Assistant Commissioners to assist the Division Commissioners, in consultation with the Division Commissioners. Any such Assistant Commissioners shall be appointed for a term up to one-year which shall be concurrent with the term of the Chairman/President of the Board of Directors, and me appointed to successive terms, without limitation. Such Assistant Commissioners shall execute that portion of the Duties of the Division Commissioners as assigned, or as set out by the Rules and Procedures of Stafford Baseball League, Inc.

- C. OTHER OFFICERS: The Chairman/President of the Board, may appoint such additional officers or committees as may best serve the Corporation, whose duties shall be as set out by resolution of the Board of Directors, as assigned by the Chairman/President or as set out in the Rules and Procedures of Stafford Baseball League, Inc. These other officers serve at the pleasure of the Chairman or may be removed upon simple majority vote of the Board of Directors.
- D. REMOVAL OR SUSPENSION OF OTHER OFFICERS: Removal or Suspension of any officer, other than General Affairs Directors, shall require the majority Vote of the Board of Directors. In the event of a violation of any applicable criminal law in the course of the Corporations activities by any officer, the Chairman may temporarily suspend such officer until the next meeting of the Board of Directors.

SECTION 4: VACANCIES: Should a vacancy occur in the position of Chairman/President, the Vice Chairman/Vice President shall become Chairman/President. Should a Vacancy occur in any other position described in this Article, it shall be filled by appointment of the Chairman/President. Such Appointment shall be temporary in nature, and shall not exceed 90 days or the end of the current term of the Chairman/President, whichever comes first. Any such temporary Appointment may be extended by vote of the Board of Directors until the next Annual Membership Meeting.

ARTICLE V – MEETINGS

SECTION 1: ANNUAL MEETING: The Annual Meeting of the Membership of Stafford Baseball League, Inc. shall be held in September of Each year. The date shall be selected by the Chairman/President in consultation with the Secretary of the Board of Directors. The Treasurer will present and annual report to the membership that has been approved by the Board of Directors at a prior meeting, which shall be made a part of the minutes of the Annual Meeting. The Annual Meeting shall include the election of the all members of the Board of Directors whose terms are concluding. Election of each Member of the Board of Directors shall require a simple Majority of the Active Membership present and voting. Notice of the Annual Meeting shall be posted to any internet website maintained by the Corporation at least ten (10) days prior to the meeting, and shall be published in a newspaper of general circulation in Stafford County Virginia on at least two occasions no less than ten (10) but no more than sixty (60) days prior to the date and time of the Annual Meeting. The Board may approve additional notices and terms of the annual meeting, in their discretion. The Chairman/President will preside over the meeting until its conclusion, with exception of that portion of the meeting dedicated directly to the election of the Chairman/President, which shall be presided over by the At Large Director whose term is not concluding at the Annual Meeting. All Directors terms are deemed to end as of the conclusion of the applicable annual meeting one-year after their election. The Board of Directors may present such other business at the annual meeting as deemed appropriate by the Chairman/President or a majority of the Board of Directors. A Quorum for purposes of the Annual Meeting shall require that no less than twelve (12) individuals of the Active Membership be present at the commencement of the meeting.

SECTION 2: MEETINGS OF THE BOARD OF DIRECTORS: Meetings of the Board of Directors shall be held on an as needed basis but in no event less than two (2) times per year. The Meetings shall be open to all Active or Honorary Members. Notice of any such meeting shall be posted to any internet website maintained by the Corporation at least 72 hours in advance of the Meeting, which shall include the time and location of the meeting. The Board, or the Secretary on behalf of the Board may approve additional notices of any meeting, in their discretion. The Board may vote to go into Private Executive Session, upon a simple majority vote of the Board to discuss any matter relating to personnel matters, legal matters, or which relate to any matter that involves proprietary information or information which is required to be confidential by any entity with which the Corporation has an agreement or ongoing relationship. The Board may not vote on any matter, other than those relating to personnel issues, in Private Executive Session. For purposes of the Meetings of the Board of Directors, the presence of three or more members shall constitute a quorum. In instances where a vote is required, the only cases when active general members shall vote is during the Annual Meeting and as outlined in Article III, 4, (A).

SECTION 3: SPECIAL MEETINGS: The Board of Directors may call for a Special meeting of the Membership for any reason set out herein, as set out in the Rules and Procedures of Stafford Baseball League, Inc., or upon a simple majority vote of the Board of Directors for the consideration of items which shall be delineated in a notice to the Active Membership. Notice of Special Meetings shall be posted to any internet website maintained by the Corporation at least ten (10) days prior to the meeting, and shall be published in a newspaper of general circulation in Stafford County Virginia on at least one occasion no less than ten (10) but no more than sixty (60) days prior to the date and time of the Special Meeting. Such notice shall include a statement regarding the purpose of the Special Meeting. The Board may approve additional notices of the Special Meeting, in their discretion. Unless

otherwise required herein, a quorum for purposes of a Special Meeting shall require that no less than twelve (12) individuals of the Active Membership be present at the commencement of the meeting.

ARTICLE VI - GENERAL PROGRAM RULES

SECTION 1: PROCEDURES: Registration, league information, team makeup, managers, coaching, schedules, uniforms, required player participation in each game, league boundaries, discipline of players, managers and coaches, and all other procedural rules, regulations or requirements shall be accordance with SBL, Inc., League Procedures or House Rules, as applicable.

ARTICLE VII – AMENDMENTS

SECTION 1: Subject to the provisions of Section 3 below, proposed amendments to the By-Laws or Articles of Incorporation must be submitted in writing to the Secretary and approved by two-thirds (2/3) vote of the Board of Directors at least 30 days prior to the annual or special membership meetings. The amendments then shall be submitted to the membership for a simple majority vote.

SECTION 2: If not approved by the Board of Directors, upon petition of one hundred (100) or more members, the proposed amendments must be submitted to the membership for a vote at the next annual or special membership meeting.

SECTION 3: Changes to the proposed amendments may be submitted to the Board of Directors at the annual or special membership meeting by any member of the SBL, Inc. If the Board of Directors deem such proposed change to be in the best interest of the Corporation, in its sole discretion, and approved such change by two-thirds (2/3) vote, such change shall be presented to the general membership for approval by a simple majority vote of the membership present so long as the general membership waives, by simple majority vote, the notice requirement of Article IV, Section 4.

ARTICLE VIII – EXECUTION

SECTION 1: This document supersedes all previous versions of the Stafford Baseball League, Inc., or the Corporation Bylaws and the terms herein are not contingent upon the elected terms of the sitting Executive Committee and will remain in effect until canceled through action of the Executive Committee as approved by the active general membership. However, all current (valid) contracts, agreements, penalties (e.g. suspension and expulsions), elections, etc. that pre-date this document and were rendered in accordance with the Rules and Procedures of Stafford Baseball League, Inc. will remain in effect unless amended by the Executive Committee.

Approval by the Board of Directors on: 7 APR 2016



Secretary of the Board of Directors

Adopted by vote of the active member on: 8 SEP 2016



Secretary of the Board of Directors