

Beavercreek Fastpitch
Association
By-Laws



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ARTICLE I

1.0 Name and Office

- 1.1 NAME:** The name of the Corporation is Beavercreek Fastpitch Association. The business of the Corporation may be conducted as Beavercreek Fastpitch Association or BFA.
- 1.2 OFFICE:** The place in the State of Ohio where its principle office is located is the City of Beavercreek, Greene County.

ARTICLE II

2.0 Purpose

- 2.1** The purposes of the corporation are as follows:
 - 2.1.1** To form a body of representative citizens of the vicinity of Beavercreek, Ohio, to promote softball among the eligible participants of the community and surrounding communities.
 - 2.1.2** To provide means and facilities for the promotion of physical, mental and moral improvement among the participants through competitive softball according to the rules of softball.
 - 2.1.3** To promote the development of better citizens, the meaning and benefits of a good citizen and practicing good citizenship among the participants. Further, to encourage the development among the participants of the necessity of honesty and fair play in all their future life; to encourage and help develop the need and necessity for good character and respect for law and order and a higher regard for those who have to interpret the rules and laws and make decisions thereon.

ARTICLE III

3.0 Membership

- 3.1** This corporation shall have no members

ARTICLE IV

4.0 Directors

- 4.1 Number of Directors:** This corporation shall be governed by a Board of Directors of not less than (3) three or not more than (7) seven persons.
 - 4.1.1** Directors are defined in article VI
- 4.2 Election Procedures/Terms of Office:** The initial Directors shall be the same as the original Articles of Incorporation.
 - 4.2.1** The election of new Officers and Trustees shall be conducted at a general membership meeting held at the end of the playing season but no later than November 15th. The General Membership includes the members of the BOD, Coaches/Assistant Coaches, and the parents and /or legal guardians of those girls who participated in the current softball season.

- 4.2.2** All nominees for office must be at least 21 years old by September of the year they assume office.
- 4.2.3** Candidates may be placed on the ballot by self-nomination. Candidates may identify more than one position in which they would be willing to serve. If a candidate is on more than one ballot and is elected, that candidate's name will be removed from any subsequent positions on the ballot.
- 4.2.4** Voting for offices shall be conducted concurrently, but votes will be counted in the following sequence: Commissioner, President, Vice President, Secretary, Treasurer, other committee members. Once a nominee is elected to an office, their name will be removed from all subsequent office counts and only the remaining candidates will vie for that office.
- 4.2.5** Each Office position shall be elected by a majority vote of eligible voting members present. Voting by proxy is not permitted. Voting privileges are only available to current Board of Directors.
- 4.2.6** All candidates for office must be identified to the BOD prior to the election so they can be included on the ballot. The BOD will determine a cutoff date for candidates' nominations to be submitted. Should there be an office where there is no candidate on the ballot, write-in votes shall be permitted.
- 4.2.7** Candidates for office must have at least two years of General Membership in BFA prior to being eligible for elected positions. Membership will be determined by participation within the league either as a coach or parent.
- 4.2.8** The secretary will document complete and accurate minutes on the count of the vote for each nominee.
- 4.2.9** When elected, the new BOD will serve beginning on November 15th or the next day of the vote if prior to November 14th. The old BOD will conclude all open actions and settle all financial commitments made during the past year or ensure that the new incoming officers and Trustees are fully aware of any uncompleted issues.
- 4.2.10** Beginning the elections for the 2019 season Board of Directors
- 4.2.10.1** Commissioner will serve as a three year term, must have three years on the BOD and six total years as a participant in BFA for eligibility.
- 4.2.10.2** President will serve as a three year term, must have three years on the BOD and six total years as a participant in BFA for eligibility.
- 4.2.10.3** Vice President will serve as a two year term, must have two years on the BOD and six total years as a participant in BFA for eligibility.
- 4.2.10.4** Secretary will serve as a two year term, must have three years as a committee member and three total years as a participant in BFA for eligibility.
- 4.2.10.5** Treasurer will serve a two year term, must have three years as a committee member and two total years as a participant in BFA for eligibility.

- 4.2.11** Should a tie exist between top-vote getters for any single officer position, another vote will be taken. If more than two persons were running for the same office position, only the top vote getters will be considered in the second vote.
- 4.3 Responsibility & Liability:** The Directors shall be trustees of the corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Commissioner in matters of the operation of the corporation. Directors shall in no way encumber personal liability from the actions of the corporation. If legal advice and help is required in regards to a BOD member, the corporation will agree to pay legal fees with majority BOD approval of maximum amount.
- 4.4 Removal and Resignation:** The board of directors may remove an officer at any time with cause. Removal of an officer is considered just when the officer is not performing the required duties of the position. A 75% or more vote is required to remove an officer. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.
- 4.5 Annual Meetings:** The Board of Directors shall meet at least twice annually in a location specified by the Executive Director, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the City of Beavercreek, OH.
- 4.5.1** The corporation shall reserve the right to provide dinner at the annual meetings but no more than twice per year and not to exceed \$75.
- 4.5.2** The primary regular meeting shall be held in the month of October or November, at which time the Commissioner shall report on the activities of the Corporation during the previous year, and shall relate his or her plans and goals for the coming year. The Board of Directors shall establish the annual budget and umpires rates.
- 4.5.3** The next primary regular meeting shall be held in the month of March or April
- 4.6 Special meetings:** Special meetings may be called as needed by the Commissioner and/or a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director at least two days before an emergency meeting of the Directors.
- 4.7 Quorum:** The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.
- 4.8 Majority Vote:** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at

which the quorum is present shall be the act of the board. On the Occasion that directors of the board are unable to make a decision based on a tied number of votes, the commissioner or president in the order of presence shall have the power to swing the vote based on his/her discretion.

- 4.9 Participation:** Except as required otherwise by law, the articles of incorporation, or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or teleconferencing.

ARTICLE V

5.0 Committees

- 5.1** The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees. The committee will have a BOD representative for oversight. No committee may:
- 5.1.1** Take any final action on matter which also requires board members' approval or approval of a majority of all members
 - 5.1.2** Amend or repeal bylaws or adopt new bylaws
 - 5.1.3** Amend or repeal any resolution of the board of directors
 - 5.1.4** Appoint any other committees of the board of directors or the members of these committees
 - 5.1.5** Expend corporate funds without approval, use tax id without board approval, implement any fundraising activities without board of approval
- 5.2** The committee chair is given the necessary authority to act on behalf of the BFA BOD in the accomplishment of the committee tasking, providing they execute this authority within the guidelines established in these By-Laws.
- 5.3** The committee chair may delegate responsibilities for the operations and planning of the committee; however, approval authority for purchases and BFA involvement in events and activities may not be delegated. Final authority for all decisions will remain with the committee chair or another BFA BOD member.
- 5.4** Coach's Director/s: Shall act as the primary representative for BFA for all Coaches. The Coach's Director shall develop/update/enforce the BFA Coach's Guidelines. The Director shall coordinate a coach's meeting prior to the season starting to ensure all coaches are aware of BFA rules and regulations
- 5.5** Registration Representative: The Registration Representative/s will divide all teams within BFA with equal talent. The Registration Representative will try to honor play-with requests as much as possible. The responsibility of assigning coaches will fall under the Secretary.
- 5.6** Equipment Custodian: The equipment custodian will be responsible for the accountability of all BFA equipment, assigning the equipment to coaches and receiving the equipment at the end of the year.
- 5.7** Website Administrator: The website administrator has the responsibility of updating the BFA website as appropriate. Updates include, registration updates, PayPal links, calendar updates and other information deemed necessary. Payments for service for website administrator duties will be voted by the BOD.

- 5.8 Clinics: BFA will have a minimum of one clinic a year. Additional clinics will be at the discretion of the BOD member providing oversight. The one required clinic will be available for the younger ages (8U-12U)
- 5.9 Umpire Director: The Umpire Director shall maintain a database of umpires, ensure that all games are scheduled and provide a list of umpires to the Treasurer in order to provide proper payment to umpires.
- 5.10 Uniform and Spirit Wear Coordinator: The coordinator shall ensure that all teams have the proper uniform of the season. The uniform of the season will be agreed upon by the BOD member providing oversight. The coordinator shall organize, order and distribute uniforms for the teams. If spirit wear is to be ordered for the current season, the coordinator shall work with the BOD member to develop an approved design and coordinate order forms with the coaches.
- 5.11 Field Maintenance (MX) and Scheduling: The representative for field mx and scheduling shall have the ability access field mx equipment. The fields shall be prepped for the appropriate age group utilizing the field. Field scheduling shall be utilized for BFA coaches only.

ARTICLE VI

6.0 Officers

6.1 Number: The officers of the Corporation shall be the Commissioner, President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties as may be determined by the Board of Directors. Any two (2) offices may be held by the same person at any time, except the offices of Commissioner, President and Secretary must be held by two (3) separate persons.

6.2 Commissioner

6.2.1 The Commissioner will be the Executive Director of this Corporation. The commissioner shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors.

6.2.1.1 Serve as the primary Agent for BFA

6.2.1.2 Assume overall responsibility for the operation of BFA by ensuring compliance with the Articles of Incorporation, the BFA By-Laws contained herein, and the BFA League Operating Polices, Rules and Procedures

6.2.1.3 Serve as the primary representative for public relations activities

6.2.1.4 Serve as the primary negotiator in acquisition of ball fields for season play

6.2.1.5 Shall access and dispense funds as required in the absence or in place of the Treasurer

6.2.1.6 Shall work with the Treasurer to ensure tax laws are followed and obeyed.

6.2.1.7 Establish and maintain insurance documentation based on the requirements and needs of BFA

6.2.1.8 Work together with the President to ensure field availability with the City of Beavercreek or Beavercreek School Administration

6.2.1.9 Ensure all sponsors receive an end of year thank you notification

6.2.1.10 Oversea the design and purchase of league uniforms and spirit wear as outlined in paragraph 5.10

6.2.1.11 Be responsible for the acquisition of two sponsors

6.3 President

6.3.1 The President will perform all duties and exercise all powers of the Commissioner when the Commissioner is absent or is otherwise unable to act.

6.3.1.1 Act as lead official for the league in which BFA participates in

6.3.1.2 Controls field schedules and ensure the fields are in playing condition. Provides oversight or acts as the field mx and scheduler as outlined in 5.11.

6.3.1.3 Ensures coaches, parents and players are compliant with the coaches/player/parent guidelines. The President has the authority to administer disciplinary actions where appropriate.

6.3.1.4 Work together with the Commissioner to ensure field availability with the City of Beavercreek or Beavercreek School Administration

6.3.1.5 Be responsible for the acquisition of two sponsors

6.4 Vice President

6.4.1 The Vice President shall ensure that all rules and regulations in regards to the operation of BFA are being followed by all Board of Directors.

6.4.1.1 The Vice President shall assist the President in disciplinary actions as appropriate

6.4.1.2 Oversee the umpire directors to ensure the umpire directors have all the tools necessary for a successful season as outlined in paragraph 5.9

6.4.1.3 Provide oversight to the website administrator or assist with the maintenance and updates with the BFA website outlined in paragraph 5.7

6.4.1.4 Coordinate and schedule clinics throughout the year. A minimum of one clinic will be held as outlined in paragraph 5.8 Assist the President in field mx and scheduling responsibilities

6.4.1.5 Be responsible for the acquisition of two sponsors

6.5 Secretary

6.5.1 The Secretary will keep minutes of all the meeting of the Board of Directors and of associate members, will be the custodian of the corporate records, will give all notices as required by law or by these Bylaws.

6.5.1.1 Custodial of corporate records

6.5.1.1.1 Minutes from Annual meetings and special meetings

6.5.1.1.2 Articles of incorporation

6.5.1.1.3 By-laws

6.5.1.2 Provide oversight to or act as the Registration Representative for BFA as outlined in paragraph 5.5

6.5.1.3 Perform Equipment Custodian responsibilities as outlined in paragraph 5.6

6.5.1.4 Assist the Vice President with the oversight of the BFA website as outlined in paragraph 5.7

6.5.1.5 Be responsible for the acquisition of two sponsors

6.6 Treasurer

6.6.1 The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by the Bylaws, or be assigned from time to time by the Board of Directors.

6.6.1.1 Work closely with the Commissioner and President to ensure we follow IRS tax guidelines

6.6.1.2 Issue refunds to the Board of Directors and maintain records of receipts

6.6.1.3 Issue refunds to parents and coaches when applicable

6.6.1.4 Act as the lead Official for the BFA all-star activities outlined in 9.0

6.6.1.5 Provide oversight or act as the Coaches Director to ensure compliance with the BFA By-laws and league rules as outlined in paragraph 5.4. Ensure that all coaches have performed the required training laid out in the coach's guidelines.

6.6.1.5.1 Maintain copies of documentation for the coach's requirements

6.6.1.6 Be responsible for the acquisition of two sponsors

ARTICLE VII

7.0 Amendments by Directors

7.1 The directors shall have the power to make, alter, amend and repeal the Articles or Bylaws of the Corporation by affirmative vote of the majority of the Board of any regular or specially called meeting for the purpose of amending the Articles or Bylaws. Written notice of any meeting where the Articles are to be amended shall be given to each member of the Board of Directors 30 days prior to meeting.

ARTICLE VIII

8.0 Budget and Finance

8.1 Accounting Period: For the purposes of financial record keeping, the accounting period for BFA will be from January 1 – December 31.

8.2 Registration Fee: The BOD will establish a fair and reasonable registration fee for girls wanting to participate in regular season softball play. Each parent or guardian wishing for his or her daughter(s) to participate in BFA must submit a

completed and signed **BFA Registration Form** during the open registration period. Likewise, the parent/guardian of a minor child under the age of 18 must sign the form permitting the child to participate in division games should this become necessary. Without the signature of a legal parent or guardian, which signifies full understanding/acceptance of the statements on the registration form (and permission for the minor child under the age of 18) the daughter(s) will be prohibited from participating. The fee should be paid at the time of registration, but no later than the day of league opening ceremonies. Any eligible girl who wishes to play but can't because of family financial difficulties, may be permitted to play with the registration fee payment to be handled as determined to be most appropriate by the BOD. The Secretary's copy of the registration form (not the coach's) shall be annotated as to the final BOD decision for the registration fee payment for those with financial difficulty.

- 8.3 Sponsors:** Sponsors are a vital part of the success of BFA. Every effort must be made to solicit sponsors to support a team. The BOD shall establish the sponsor fee. Collected sponsor fees shall be separately reported in the financial reports and complete identification information of the sponsor will be maintained. At season's end, an appropriate form of appreciation should be presented to the sponsor, which thanks them for their support. The BOD shall determine the type of token of appreciation and method of presentation.
- 8.4 Fundraisers:** Fundraisers may be used to raise money for BFA operation. If the fundraiser is to be sponsored by BFA, the BOD must approve the type of fundraiser and the expenditure of any BFA funds in support of that activity. Both the expenses and revenues collected in this manner shall be separately entered in the financial reports.
- 8.5 Miscellaneous Donations:** Any money, equipment, supplies, or services that are donated to BFA become the exclusive property of BFA and, therefore, accountable under the By-Laws contained herein. The name, address, phone number, and estimated value (if other than money) of the items donated shall be recorded and maintained separately in the financial records. The estimated value should be determined and provided a receipt, signed by any BOD member, if requested, that specifically identifies the items donated and the stated value.
- 8.6 Financial Status Reporting:** A Summary Financial Status Report will be given by the Treasurer at each Annual meeting. The report will be submitted in writing and will become an attachment to the meeting minutes. The report will contain:
- 8.6.1** The revenues and expenditures since the last meeting
 - 8.6.2** The balance in the treasury
 - 8.6.3** Known significant revenues or expenses coming in the next 30 days
- 8.7** An Annual Financial Report will be made at the general membership meeting held for the election of officers. This written report will become an attachment to the minutes of the general membership meeting and shall contain:
- 8.7.1** The revenues and expenses for the reporting year
 - 8.7.2** The balance in the treasury as of the end of the BFA fiscal year
 - 8.7.3** Known significant revenues or expenses still outstanding from the just completed season

- 8.7.4 Expenditure of BFA Funds:** The Commissioner, President and Treasurer shall possess a BFA checkbook or have access to the BFA checking account. The President shall serve as only the backup if the Commissioner and Treasurer are unavailable. Under normal circumstances, the Treasurer initiates all the checks.
- 8.7.4.1** One person so authorized herein must sign any check written on the BFA account. Those positions authorized to sign BFA checks include: Commissioner, President, and Treasurer.
- 8.8 BFA Funds Expenditure/Reimbursement request form** shall be prepared to document the expenditures of BFA funds.
- 8.8.1** The form will be prepared and signed by the Treasurer.
- 8.8.2** When the Treasurer has received an unpaid bill, a check from the BFA account will be issued directly to the individual or business that provided the service or product. The bill for services or products will be attached to the form and filed with the financial records.
- 8.8.3** Any person, normally BOD members, who wishes to claim reimbursement from BFA when they have spent their own money to purchase services or products for use by BFA must also prepare the **Financial Expenditure/Reimbursement Request Form**. The receipt for payment of the charges or services or products must be attached to the form. The form will be provided to the Treasurer who will issue a BFA check to the requestor, annotate the form at the appropriate place and file the completed form with the financial records. If the Treasurer questions the validity of the reimbursement request, he or she shall present the request to the BOD for review and approval. Majority vote of the BOD will be required for any reimbursement questioned by the Treasurer.
- 8.8.4 Funds Audit:** The Treasurer, Commissioner and President can request a funds audit throughout the year if there are any questions or financial concerns.
- 8.9** No director, trustee, officers or employee of or member of a committee of or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation.

ARTICLE IX

9.0 BFA All-Star Teams

- 9.1** The BFA BOD has determined that the formation of an All-Star Team(s) is within the authorized functioning of the BFA Articles of Incorporation. However, BFA is not required to financially support such teams. The use of BFA equipment or supplies will be permitted by All-Star Team members or coaches as long as it does not interfere with the operation of normal BFA season play.
- 9.2** All-Star teams are open to BFA registered members only.
- 9.3** All-Star teams will have tryouts for all age group members
- 9.3.1** Schedule and perform All Star tryouts prior to the middle of the regular season. Middle of the regular season is defined as prior to the completion of the final game that would represent 50% of games complete.

- 9.3.2** The determination of having a 14U and 18U all-star is the responsibility of the Treasurer.
- 9.4** No coach, committee member, or board member shall take a team to a tournament on their own. Only BFA All-Star teams shall go to tournaments under BFA's name and insurance.
- 9.5** A board member will be assigned to the All-Star committee along with a committee chair.

ARTICLE X

10.0 BFA League Operating Guidelines

- 10.1** The Beaver Creek Fastpitch Association shall use either ASA or USSSA rules of softball play. Decisions on rules of play will be made based on participation in partnerships with other leagues in the Dayton area and will be voted on by the BOD. The BOD shall also develop, approve and implement a series of guidelines to govern the formation and play of the BFA League, which shall be known as the BFA League Operating Rules, Policies and Procedures.
- 10.2** The two primary governing documents for BFA are these By-Laws and the BFA League Operating Rules, Policies and Procedures. Any BOD member or person within the general membership may make recommendations for changes, additions or deletions to these documents.
- 10.2.1** If an amendment is approved, the BOD shall determine when the change shall take effect and the extent and method of distribution of the amendment to the general membership.
- 10.3** Any management aspect that deviates from the by-laws requires a current year operating waiver and that waiver shall state the purpose of the deviation. The waiver shall be maintained as part of the records for BFA for two years. A majority vote of the BOD is required in order to make a waiver valid.
- 10.4** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the IRS code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTION OF BYLAWS

We, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Penny Wagner, Commissioner – Beaver Creek Fastpitch Association

Tom McPeak, President - Beaver Creek Fastpitch Association