

**Restated Bylaws
of
Bitterroot Bucs American Legion Baseball Team**

(Effective: August 14, 2018)

ARTICLE I - PURPOSE

The Bitterroot Bucs American Legion Baseball Team ("Bucs Organization") is organized for charitable, social and educational purposes, and as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In furtherance of its stated purposes, the activities of the Bucs Organization shall be in accordance with all rules and regulations established by the American Legion National Baseball Commission and shall include:

- teaching the game of baseball and the idea of sportsmanship to the youth of this area;
- maintaining, operating, equipping and supporting the local American Legion sponsored baseball teams¹;
- operating and conducting baseball clinics, games, athletic events, exhibitions and recreation for the general public; and
- acquiring, holding, operating, and disposing all real and personal property which may be necessary, advantageous or proper in the conduct and operation of the baseball teams and Bucs Organization.

No part of the net earnings of the Bucs Organization shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Bucs Organization shall be empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes herein set forth.

Upon dissolution of the Bucs Organization, the Board of Directors shall have discretion to terminate the organization if there has been more than 3 consecutive years without a legion team. After paying or making provision for the payment of all outstanding liabilities, dispose of all of the assets of the Bucs Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify.

¹Whenever economically feasible, the Bucs Organization shall field two (2) American Legion baseball teams consisting of an "A" team and a "B" team. The "A" team will consist of primarily 16-19 year olds and the "B" team will primarily consist of 13-15 year olds. The age designations are intended to be guidelines only and shall not be construed to restrict the coaches from designating who will play on each team at any given time regardless of age or years in the program. Organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

ARTICLE II - MEMBERSHIP

The voting membership ("Membership" or "Members") shall consist of the Player's Family members, which is defined as parents or a legal guardian of any player who has played for the Bitterroot Bucs during the most recently completed season and who remains eligible to play in the upcoming season. To be eligible, the Player must be in good standing, have completed the season, and have paid all fees and met all other reasonable requirements as determined by the Board of Directors from time to time.

ARTICLE III - MEMBERSHIP MEETINGS

The annual meeting of the membership shall be held at the regular August meeting of the Board, unless the Board of Directors shall set and announce a different time.

The Board of Directors' general election shall occur at the annual membership meeting and Directors shall be elected by the Membership present. The Membership shall elect from the list of names of any persons nominated to fill any vacancies that may exist at the time of the election pursuant to qualifications outlined in Article IV. Names may be added to the ballot from the floor during the election.

Each Player's Family is entitled to a maximum of two (2) votes. Members must be present in order to cast a vote and cannot cast a vote on behalf of another Family member. The nominees who receive the highest number of votes for the positions available win the election. If a tie results, a run-off will be held between tied nominees. Voting shall be by written ballot, and counted by the President and confirmed by the Vice-President. Those nominees who are elected will take office at the regular September board meeting of each year.

Special meetings of the members may be called at any time by either the President of the Board of Directors, or by a majority of the Directors.

ARTICLE IV - DIRECTORS

The affairs of the Bucs Organization shall be managed by its Board of Directors, which shall consist of no more than seven (7) members. If there is only one (1) legion team, the board shall consist of five (5) members. With two (2) teams, the following applies: Five (5) of the seven (7) members are open to any Member or non-member who resides within the geographical boundaries of our team pursuant to American Legion rules, is at least twenty (20) years old, and has been nominated for election. Two (2) of the seven (7) members will be representatives appointed from Legion Post 94. The Legion members serve at the will of the Post. The current board will appoint those two (2) positions for a year/annual position. Active coaches for the American Legion baseball program are not eligible for election or appointment to the Board of Directors, and if someone is elected that subsequently becomes a coach, that person shall resign from the Board of Directors.

Upon the effective date of these Bylaws, the Board of Directors shall decide, via majority vote, their terms of office as follows: Regular elections of an individual will serve a three (3) year term.

Regular monthly meetings of the Board of Directors shall be held throughout the year which shall be deemed regular meetings provided notice thereof is given at each immediately preceding meeting or given at least 3 days prior to the date of the meeting by written notice delivered by posting on Bitterroot Buc's website and using GroupMe messaging service.

Quorum: At any meeting of the Board of Directors, a majority shall constitute a quorum for the transaction of business. If less than a quorum is present, the meeting shall be adjourned and recalled at such time when a quorum may be present.

Informal Actions: The Board of Directors may conduct a meeting by communicating simultaneously with each other by means of conference telephone or similar electronic communication, including e-mail, GroupMe, text or other similar electronic means. Action required or permitted to be taken by the Board of Directors may be taken without a meeting on written consent. For purposes of this section, an e-mail stating the intent is considered to be signed consent by the director. The written consents shall be filed with the minutes by the Secretary and shall have the same effect as a vote in person.

Vacancies/Removal: A Board member may resign for any reason or no reason at any time by giving written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the President of the Board, and acceptance of the resignation shall be unnecessary to make it effective. Any Board member who resigns shall be replaced by a majority vote of the Board of Directors. A Director selected to fill a vacancy shall be selected to serve until the next annual meeting of the membership held in August of each year.

The Board of Directors shall have the power to remove an Officer or Director of the organization, at any meeting of the Directors, with or without cause, for failure to act in the best interests of the Bucs Organization; i.e., a breach of his or her fiduciary duties or an unexcused absence from three (3) consecutive regular meetings of the Board.

ARTICLE V - OFFICERS

The officers of the Bucs Organization shall be a President, Vice-President, Secretary and Treasurer, and such other officers, including one or more vice-presidents, assistant secretaries or treasurers, as the Board shall deem desirable and as may be elected in accordance with the provisions of this article.

The officers of the Bucs Organization shall be selected annually by the Board of Directors at the annual membership meeting, or thereafter at the discretion of the Board

of Directors. New offices may be created and filled at any meeting of the Board of Directors. There shall not be term limits on any officer positions.

It shall be the duty of the President to preside at all meetings of the members and of the Directors, and to exercise general executive control over the affairs of the Bucs Organization, to call special meetings of the members and Directors, and to perform all other duties pertaining to their office. In conjunction with the Secretary, the President shall have the power to execute on behalf of the Bucs Organization such contracts, notes, mortgages, bonds and other documents which he or she and the Secretary may, by order, resolution or otherwise, be fully authorized to execute, and such acts, when so entered into, shall be the acts of the Bucs Organization.

The Vice-President shall assist the President when called upon to do so, and in the President's absence the Vice-President shall be the acting President and shall be vested with all the powers and duties of the President.

The Secretary shall keep a record of all meetings and shall be the custodian of all books, papers and records and other property except money, and shall see that all meeting notices are duly given in accordance with the provisions of these Bylaws or as required, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President, including, but not limited to, keeping a register of the contact information for each player and the player's family member; and compiling and distributing roster/player agreement notebooks to coaches, the State legion office and a copy for the Bucs Organization records.

It is the duty of the Treasurer to keep full and complete accounts of all receipts and disbursements of the Bucs Organization and books belonging to the Bucs Organization, and shall deposit all monies in a bank as designated by the Board of Directors. The Treasurer is charged with the responsibility of keeping a full account of all monies received and expended and to render to the Board of Directors, when required, a true and correct amount of any and all transactions. In addition, the Treasurer shall render an annual financial report at each annual meeting of the membership and shall prepare a budget projection for the following year.

ARTICLE VI - GENERAL POWERS

The business and affairs of the Bitterroot Bucs shall be managed by the Board of Directors. The Board of Directors shall in all cases act as a group, and it may adopt such rules and regulations for the conduct of its meetings and the management of Bitterroot Bucs, as it may deem proper, not inconsistent with these Bylaws, and the laws of this state, and the American Legion National Baseball Commission. The Board shall have the following powers:

- (1) Set policy governing the Bitterroot Bucs
- (2) Hire and fire coaches²;
- (3) Approve an annual budget;
- (4) Approve all day-to-day purchases, contracts and agreements, and business in general unless the authority to conduct such business is delegated to a committee by a majority vote prior to the transaction of said business;
- (5) Planning, fundraising, setting parent work schedules, and running the day to day operations of the legion baseball season
- (6) Act as the grievance and/or disciplinary committee for situations that may come up from time to time;
- (7) Represent the Legion baseball program with the Florence Park Board; and
- (8) Represent the Legion baseball program with our sponsor American Legion Post 94.

² It is the express intent of the Bucs Organization to hire coaches, if at all possible, that are not the parent nor guardian of a current player.

ARTICLE VII - COMMITTEES

The Officers and Directors may appoint such committees as they deem necessary. Each Director shall be assigned a specific area of oversight responsibility and will chair all committees and supervise parent volunteers relating to any of the following, unless another Director is designated. Director designations shall be selected annually by the Board of Directors at the annual membership meeting, or thereafter at the discretion of the Board of Directors.

ARTICLE VIII. FISCAL CALENDAR YEAR

The Legion Division shall operate so its fiscal year beginning September 1st each year.

ARTICLE IX. MISCELLANEOUS

Loans. No loans shall be assumed on behalf of Bucs Organization, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks. All checks or other withdrawals of Bucs Organization monies shall be signed by the Treasurer, Vice President or President. All checks in excess of budgeted expenses must be countersigned by two officers.

ARTICLE X- AMENDMENTS

The Bylaws may be amended, altered, or repealed by the Board of Directors at any regular meeting of the Directors, or at any special meeting called by three-quarters of the Directors for that purpose, by a two-thirds vote of the Directors in attendance. Any Amendment adopted at a special meeting called for that purpose shall be resubmitted to the membership at the next annual meeting, and if the Amendment fails to receive two-thirds approval at said meeting, the Amendment shall be deemed repealed as of the date of the meeting and the prior provision reenacted.

IN WITNESS WHEREOF, I do certify that the above amended and restated Bylaws of the Bitterroot Bucs American Legion Baseball Team were approved by the Board of Directors on _____, and do now constitute a complete copy of the Bylaws superseding all previously adopted Bylaws and amendments.

ATTEST:

President: Erica Wagner

Secretary: Ryan Roth

Dated:

Dated: