

# **AMBLER JUNIOR BASEBALL LEAGUE**

## **BY-LAWS**

(As Amended and Restated, and as Adopted  
at the Meeting of January 16, 1997)

### **Article 1**

#### **NAME**

Section 1. The name of the League shall be the Ambler Junior Baseball League, hereinafter referred to as the League.

### **Article 2**

#### **MEMBERS**

Section 1. The Members of the League shall consist of the adult parents or legal guardians of any child who is participating in any of the baseball programs offered by the League.

Section 2. Each Member of the League who is present at the annual Election Meeting shall be entitled to one vote for each office in the election of the President, Vice President, Secretary and Treasurer.

Section 3. All other matters requiring action by the League shall be decided by the Board of Directors.

### **Article 3**

#### **OFFICERS AND BOARD OF DIRECTORS**

Section 1. The management of the League shall be vested in the Board of Directors (and, as provided in Section 4 of this Article 3, the Executive Committee of the Board). Pursuant to Section 4 of this Article 3, as used in these By-Laws, the terms "Board" or "Board of Directors" may also mean the Executive Committee of the Board.

Section 2. Provided that due and proper notice of a meeting is provided to all Members of the Board or of the Executive Committee, as applicable, a quorum for the conduct of the business of the Board or the Executive Committee shall consist of a simple majority of the Members of the Board or of the Executive Committee, respectively.

Section 3. The Board of Directors shall consist of the Elected Members and the Appointed Members. The Elected Members shall be the President, Vice President, Secretary and Treasurer. The Appointed Members, who shall be appointed by and serve at the pleasure of the Elected Members, shall be the following:

- A. The League Commissioner (if any)
- B. The Division Coordinators of each of the League's intramural Divisions
- C. The Representatives of each of the League's Traveling Teams
- D. Co-Officers (if any) appointed pursuant to Section 6 of this Article 3
- E. Such of the Committee Chairpersons as the Elected Members may determine
- F. Such additional at-large members, which may include past presidents or

other past officers, as the Elected Members may determine

- Section 4. There shall be an Executive Committee of the Board, which shall consist of the Elected Members and one of the Appointed Members selected by the Elected Members. The Executive Committee may have and exercise all of the powers of the Board, subject to the right of the full Board, at any meeting of the Board at which a quorum is present, to review and disapprove or modify the actions of the Executive Committee.
- Section 5. The President, the Vice President, the Secretary, and the Treasurer shall be elected yearly by simple majority vote, at the annual Election Meeting specified in Article 4, Section 1 of the By-Laws, and shall hold office for one year.
- Section 6. With the approval of the Executive Committee, any Elected Member of the Board (or Elected Officer) may appoint one or more persons to serve as his or her Co-Officer (e.g., the President may appoint a Co-President, the Vice President may appoint a Co-Vice President, etc.). Subject to the approval of the Executive Committee, such Co-Officers may serve as the delegate(s) of the Elected Officer in question, with the power to act in such Officer's stead on any day-to-day internal League matters as the appointing Officer may specify, subject always to the supervision and control of the appointing Officer and the Executive Committee.
- Section 7. No Officer or Director shall receive compensation for any services rendered to the League.
- Section 8. No person shall simultaneously hold more than one of the positions specified in Section 3 of this Article, except that, unless otherwise specified in these By-Laws, an Elected Member of the Board, or an Appointed Member listed in subsections A. through D. of Section 3, may also serve as a Committee Chairperson. In such case, however, such Member shall sit on the Board or the Executive Committee, as the case may be, in only one capacity, and shall have only one vote.
- Section 9. If any Elected Member of the Board resigns from office or is absent for three consecutive meetings without reasonable excuse, in the judgment of the remaining Elected Members, the Board, on its own motion or on petition of the President, shall declare the position vacant. Subject to the advice and consent of the Board, the President shall appoint a person to fill the vacancy until the end of the unexpired term of the vacant position.
- Section 10. The President shall preside at all meetings of the League and shall be charged with the general supervision of the League.
- Section 11. The Vice President, in the absence of the President, shall assume and have all the powers of the President and shall perform all the President's duties. The Vice President may also perform any of the functions of the President in connection with day-to-day internal League matters as may be specifically delegated to the Vice President by the President, subject always to the supervision and control of the President. The Vice President shall be expected to assist the President in the promotion of the welfare of the League.
- Section 12. The Treasurer shall receive all funds of the League and make disbursements and keep

regular books of the League. The Treasurer shall prepare and present, on demand of the Board, a full and specific account of receipts and disbursements. In making any disbursements or withdrawals from or drafts on accounts the League, the Treasurer shall be subject to such co-signature or other requirements as the Board may establish by resolution. However, under no circumstances shall any expenditures be authorized in excess of the current funds available for disbursement as presented in the Treasurer's Report as approved by the Board. An audit of the Treasurer's books may be held at the discretion of the Board. Such audit shall be made by a committee appointed by the Board. No current Board members may serve on this committee.

Section 13. The Secretary shall keep a current and accurate record of the business of the League and shall send all official communications as approved by the Board or the President. The Secretary shall maintain all of the files of correspondence relating to all activities of the League. All official communications shall be signed by the President or such other officer as the President may specifically designate for the purpose of a particular communication. All files shall be turned over to the new Secretary at the time of the change of officers.

Section 14. Any member of the Board may request of the President the calling of a meeting of the Board or of the Members, when in such person's opinion it is necessary and in the best interests of the League.

Section 15. The newly elected President, Vice President, Secretary and Treasurer shall assume all duties and responsibilities immediately following their election.

Section 16. The Board shall be the final authority in the interpretation of these By-Laws.

#### **Article 4**

#### **MEETINGS**

Section 1. The League shall hold an annual Election Meeting in November of each and every year.

Section 2. A quorum for an annual Election Meeting shall consist of not less than 10 Members, other than Members of the Board. In the event of an absence of a quorum for an annual Election Meeting, the annual Election Meeting shall be rescheduled for each successive month until a quorum is obtained. The incumbent Elected Members of the Board shall remain in office until such time as an Election Meeting is held.

Section 3. Meetings of the Board, followed by meetings of the Members, shall be held on the third Thursday of every month, or on such other dates as may be established by the President.

Section 4. Robert's Rules of Order shall govern the procedures at any League meeting.

#### **Article 5**

#### **COMMITTEES**

Section 1. Subject to the provisions set forth hereinafter, the Board, by resolution, shall establish such standing and ad hoc committees, and shall determine the responsibilities and jurisdiction of each such committee, as it determines to be necessary and appropriate

for the successful operation of the League. Unless otherwise specified in the resolution establishing such committee, each committee shall exist until dissolved by subsequent resolution of the Board or any successor Board.

Section 2. Subject to the approval of the Board, the President shall appoint a chairperson to head each of the standing and ad hoc committees. Except as provided hereinafter, the Chairperson of each committee shall determine the number and identities of the members of the committee. Unless otherwise directed by the President or by the Board, the Chairperson may appoint a Vice Chairperson and may establish such subcommittees as the Chairperson determines to be necessary and appropriate for the performance of the committee's responsibilities.

Section 3. There shall be a standing Rules Committee. The Rules Committee shall be chaired by an Elected Member of the Board, other than the President, and its other members shall consist of the League Commissioner (if any), the Division Coordinators of each of the League's intramural Divisions, and such other persons as the Chairperson may determine. The Rules Committee shall be responsible for those items specified in Article 8 of these By-Laws as well as any other matters related to the daily running of the Divisions as may be delegated to it by the President, consistent with Article 8 of these By-Laws.

Section 4. The President shall appoint a temporary Nominating Committee, consisting of not less than three League Members, prior to the Election Meeting. The Nominating Committee shall solicit nominations for persons to serve as the Elected Members of the Board and shall prepare a slate of candidates for the Election Meeting.

Section 5. No committee may enter into any financial or contractual commitments of any kind on behalf of the League, or solicit or receive funds from any source other than the Treasurer, unless such commitments or solicitations are previously expressly approved by the Executive Committee of the Board and are within the funds limitations and any other terms and conditions established by the Executive Committee.

Section 6. The Board may request interim and final written reports of income and expenditures from a Chairperson of any committee.

Section 7. The President shall be an ex officio member of all committees.

## **Article 6**

### **ORDER OF BUSINESS**

Section 1. The Order of Business at meetings shall be:

A. At regular meetings:

1. Reading of the minutes of the previous regular meeting
2. Report of the Treasurer
3. Report of the active committees
4. Unfinished business
5. New business
6. Adjournment

## B. At Election Meetings

1. Reading of minutes of previous meeting
2. Report of the Treasurer
3. Report of the Nominating Committee
4. Election by ballot
5. Announcement of results
6. Election Meeting close

Notwithstanding the foregoing, at any particular meeting, upon motion and affirmative vote of a majority of Board members present, the reading of minutes and the presentation of one or more reports may be dispensed with.

Section 2. A regular meeting may immediately follow an Election Meeting.

## **Article 7**      **LEGAL COUNSEL, INSURANCE AND INDEMNITY**

Section 1. The Board shall appoint or engage legal counsel as deemed necessary to conduct the business of the League.

Section 2. The Board may obtain and maintain in force such insurance, insuring the League's Directors, Officers and other agents against liability for actions taken within the scope of their responsibilities, and insuring participants in the League's programs against costs, expenses or other losses resulting from personal injury or tangible property damage incurred while participating in the League's programs, as to the Board may appear to be necessary or appropriate and reasonably affordable. Such insurance, if any, may be secondary or excess to any other insurance or right of indemnity which an insured may have from any other source.

Section 3. With respect to any incident or claim as to which insurance as described in the preceding section is not in force or is otherwise not available, the Board, in its discretion and upon such terms and conditions as it may determine to be necessary and proper, may by resolution authorize and obligate the League to indemnify any Director, Officer or other agent, to the extent that such person is not otherwise insured or entitled to indemnity from any other source, for any liabilities or alleged liabilities which such person may incur as a result of discretionary actions taken in good faith, without personal malice or conflicting self-interest, and in the performance and within the scope of such person's responsibilities on behalf of the League.

## **Article 8**                      **LEAGUE RULES**

Section 1. The Rules Committee shall be responsible for recommending and producing rules for the conduct of the League games, selection and discipline of team coaches, and other items or areas as needed in the day to day operation of the League's baseball program.

Section 2. The Rules Committee shall present its proposed rules to the Executive

Committee of the Board for approval. Once the rules are approved, or approved as modified by the Executive Committee, as the case may be, the rules shall be interpreted and enforced as provided in the rules or, in the absence of a rule providing for the interpretation or enforcement of the rules, by the Rules Committee, which shall in such cases be the final authority.

Section 3. No rule as described in Section 1 of this Article shall be in conflict with these By-Laws.

## **Article 9**

### **AMENDMENTS**

Section 1. Proposed amendments shall be submitted in writing to the Board. After approval by a simple majority of the Members of the Board, the proposed amendment(s) shall be considered for adoption at the next regular scheduled meeting of the League, or, if the Executive Committee so determines, at a special meeting called for the purpose upon due notice.

Section 2. These By-Laws may be amended at any meeting of the League by a two-thirds vote of those present, provided notification of the proposed amendment(s) has been made by the Secretary. Such notification shall be made at least five days prior to said meeting date through notice in the local newspaper.