

Babe Ruth Leagues of Virginia, Inc.

CORPORATION BYLAWS

SECTION I. – AFFILIATIONS

Babe Ruth Leagues of Virginia, Inc. shall be affiliated with Babe Ruth League, Inc., a New Jersey corporation.

SECTION II. – GEOGRAPHIC AREA OF CONTROL

The principal operations of Babe Ruth Leagues of Virginia, Inc., shall be within the Commonwealth of Virginia unless extended into other specifically designated geographic areas by action of Regional or National Headquarters of Babe Ruth League, Inc. Babe Ruth Leagues of Virginia, Inc., area of operations shall be divided into separate geographical Districts established by the Board of Directors based upon information received from Babe Ruth Leagues located within the Commonwealth of Virginia. Where possible, District boundaries will be the same as existing political boundaries (County, Township, City boundaries), school boundaries (specify year), State or Federal Highways, and/or physical features (rivers, streams, lakes, seacoast, or islands).

SECTION III. – POWERS

Babe Ruth Leagues of Virginia, Inc. shall have the following powers in addition to the powers expressly or implicitly conferred on it by Law and Babe Ruth League, Inc.:

- A. To make and enforce rules and regulations to govern itself consistent with and not contrary to the Rules and Regulations promulgated by Babe Ruth League, Inc., or by the Regional organization of Babe Ruth League, Inc.
- B. To make and enforce Rules and Regulations governing District and State Tournaments.
- C. To approve or disapprove fund-raising endeavors or soliciting contributions of Districts.
- D. To make and enforce Rules and Regulations governing dues and special assessments for Districts and Leagues so long as said dues and special assessments are not contrary to Rules and Regulations of Babe Ruth League, Inc.
- E. To approve or disapprove the geographic boundaries of Districts and Leagues.
- F. To create, reactivate, modify, or deactivate Districts.
- G. To enter into whatever contracts or hold and own property as may be legally permissible under the application and pertinent sections of Code of Virginia.

SECTION IV. – MEMBERSHIP

A. Membership in Babe Ruth Leagues of Virginia, Inc. shall be available to:

(1) All Districts and Leagues within the Commonwealth of Virginia whose Annual Charter application has been presented to and approved by National Headquarters of Babe Ruth League, Inc., and by Babe Ruth Leagues of Virginia, Inc.

(2) All past State Directors or Commissioners who have served during or since the first Articles of Incorporation and Bylaws were adopted.

B. A member of this organization shall be any League who has fulfilled the requirements for District and State dues and Declaration of Continuation of Charter for the current year, and qualified itself according to the Rules and Regulations of Babe Ruth League, Inc., and Babe Ruth Leagues of Virginia, Inc. Membership encompasses all adult personnel of member Leagues holding an official status, i.e., officers, Commissioners, Assistant Commissioners, Board of Directors, and team managers and coaches, be they elected or appointed.

SECTION V. – OFFICERS

The officers of Babe Ruth Leagues of Virginia, Inc., shall be:

A. State Commissioner, Assistant State Commissioners, and Secretary/Treasurer. The positions, as a group, are known as the Executive Committee.

B. The officers shall be elected by the District Commissioners at the Fall Meeting (odd-numbered years) of Babe Ruth Leagues of Virginia Inc. to serve until their successors are duly elected.

(1) District Commissioners not present may vote to elect the officers by:

a. Proxy vote; or

b. Absentee ballot mailed to the Virginia State Secretary/Treasurer in a sealed envelope or via email. Ballots shall be opened by the election tellers.

(2) In case of a tie vote for any office, the District Commissioners present will again cast a ballot for that office. Proxy and absentee ballots will still be counted.

C. A candidate for one of the offices of the Executive Committee shall have been an officer of Babe Ruth Leagues of Virginia, Inc., a District Commissioner, a member of the Board of Directors, or a President of a Babe Ruth League, Inc. chartered League.

D. A vacancy occurring in an elected office shall be filled by special election for the remainder of the term for which said officer was elected by the District Commissioners.

E. The term of the officers of this organization shall be for two (2) years, or until a successor shall be elected. Any officer may succeed ones self, and may continue to hold office as often as elected.

F. Duties of Officers:

(1) State Commissioner: Upon election, and under the direction of the Board of Directors, it shall be the duty of the State Commissioner to preside at all duly scheduled meetings of Babe Ruth Leagues of Virginia, Inc. and to act as principal executive officer of the organization during the term of office which shall be for two (2) years or until a successor is duly elected. Also, to appoint all necessary committees or personnel and to instruct and to discharge same when he feels they have accomplished their purpose. Every effort shall be made to attend the Annual Babe Ruth Regional meetings. The duty and responsibility of fulfilling the requirements and enforcing the Bylaws and the Tournament Contract subject to the review of the officers and directors of Babe Ruth Leagues of Virginia, Inc., and to faithfully execute all required actions and perform such other duties as the office may require. Under the authority of the Region Commissioner, will make assignments of Regional Tournament sites.

(2) Assistant State Commissioner, Baseball Operations: Under the direction of the State Commissioner, the Assistant State Commissioner, Baseball Operations, assists the State Commissioner by serving as the primary point of contact for the baseball District Commissioners to ensure that all Cal Ripken, Babe Ruth, and Senior Babe Ruth Leagues that have been properly chartered (or franchised) with the guidance of the Assistant State Commissioner, Training & Compliance, (including timely submittal of charter/franchise applications, dues, regular season rosters, and league schedules), receive any advice or guidance as needed to operate their leagues. In addition, arranges host leagues (and dates and sites) for annual State tournaments for all age groups using a rotational format so that age groups are shifted among Districts from year to year. Responds to public inquiries concerning Babe Ruth Baseball in Virginia and ensures that the State Secretary/Treasurer receives copies of replies. Participates in the annual Spring Meeting and the annual Fall Meeting of the Board of Directors and of Babe Ruth Leagues of Virginia, Inc. Performs or designates other related duties as directed by the State Commissioner or if he/she is absent or incapacitated.

(3) Assistant State Commissioner, Softball Operations: Under the direction of the State Commissioner, the Assistant State Commissioner, Softball Operations, assists the State Commissioner by serving as the primary point of contact for the softball District Commissioners to ensure that all Babe Ruth Softball Leagues that have been properly chartered with the guidance of the Assistant State Commissioner, Training & Compliance, (including timely submittal of charter/franchise applications, dues, regular season rosters, and league schedules), receive any advice or guidance as needed to operate their leagues. In addition, arranges host leagues (and dates and sites) for annual State tournaments for all age groups using a rotational format so that age groups are shifted among Districts from year to year. Responds to public inquiries concerning Babe Ruth Softball in Virginia and ensures that the State Secretary/Treasurer receives copies of replies. Participates in the annual Spring Meeting and the annual Fall Meeting of the Board of Directors and of Babe Ruth Leagues of Virginia, Inc. Performs other related duties as directed by the State Commissioner.

(4) Assistant State Commissioner, Training & Compliance: Under the direction of the State Commissioner, the Assistant State Commissioner, Training & Compliance, is responsible for the preparation of training manuals and for training of Leagues and Districts in all aspects of Babe Ruth compliance to include, but not limited to, league set-up, chartering and insurance, team composition requirements, scheduling requirements, and tournament team composition requirements; works with District Commissioners as needed to insure compliance with State, Regional, and National Babe Ruth rules and regulations. In addition, works with the State Cal Ripken and Babe Ruth Divisions umpire consultants to assist in preparation of training manuals, and to arrange for training materials for local umpire training and certification. Performs other related duties as directed by the State Commissioner.

(5) Secretary/Treasurer: Under the direction of the State Commissioner, the Secretary/Treasurer shall keep the minutes of all organization proceedings and shall record and mail copies of the minutes and other proceedings to State Officers, Commissioners, Board Members, and Regional and National personnel, and League Presidents within thirty (30) days after each State meeting and provide the State Commissioner with quantities requested. The Secretary/Treasurer shall, upon instructions from the State Commissioner or other authorization, give notice of all meetings and notify officers and members of an election. The Secretary/Treasurer shall receive and keep safely all funds of the organization and shall disburse funds only on order of the State Commissioner or three-fourths (3/4ths) vote of the Board of

Directors if the State Commissioner shall refuse to order payment of such disbursement. The Secretary/Treasurer shall make an Annual Report of receipts and disbursements of the organization funds and perform such other duties as the office may require.

(6) District Commissioners: Under the direction of the State Commissioner and the appropriate Operations Commissioner, each District Commissioner shall perform all administrative and promotional duties involved in the creation, expansion, and continuation of each program involved in the District. He or she will plan, direct, control, promote and evaluate the programs involved in the District and maintain full and frequent coordination and liaison with the State and appropriate Operations Commissioners; will conduct District meetings as required using Roberts Rules of Order as the procedural authority; has the authority to invoke league dues as needed not to exceed \$5.00 per team; makes a financial report to the State Commissioner at the end of the fiscal year; shall be elected bi-annually by each representative league (one vote each), not later than October 1, by a majority of the Leagues within the District boundaries. Shall represent (voting right) the District's Leagues on the Board of Directors. Each District Commissioner, Assistant District Commissioner, and other officers of the District shall make every effort to attend all State meetings; shall not represent more than one District of the same sport and may not hold the office of President in any Babe Ruth League while a Commissioner. In case a member of the Board of Directors shall be elected as a State officer, a successor Commissioner shall be elected within sixty (60) days after his/her election as a State officer has taken place. The State Commissioner may make an interim appointment if an election does not take place.

(7) State Umpire-in-Chief: Babe Ruth Leagues of Virginia, Inc. shall have one Umpire-in-Chief appointed by the State Commissioner. The appointment shall be made within 30 days following the election every 2 years of State officers and continue until a new appointment is made or until the appointment expires on the last day of the fiscal year of the State Commissioner's 2-year term. (The ID cards issued by Headquarters to elected officials and certain appointed officials are valid for 2 years and expire at the end of the fiscal year.)

Under the direction of the State Commissioner, the Umpire-in-Chief is responsible for overseeing the Virginia Babe Ruth Umpires Association, establishing criteria for umpire tournament level advancement, arranging for training, providing guidance to the State appointed Baseball and Softball Umpire Consultants, reviewing the credentials, reviewing the experience levels, and making the assignment of State Tournament umpires. Performs other related duties that may be assigned.

(8) State Umpire Consultant: Babe Ruth Leagues of Virginia, Inc. shall have a minimum of four Umpire Consultants appointed by the State Commissioner (two Consultants for baseball, and two for softball). One for each sport will be geographically located in the northern Virginia area and the central/southern Virginia area. The appointments shall be made within 30 days following the election every 2 years of State officers and continue until new appointments are made or until the appointments expire on the last day of the fiscal year of the State Commissioner's 2-year term. (The ID cards issued by Headquarters to elected officials and certain appointed officials are valid for 2 years and expire at the end of the fiscal year.)

Under the direction of the State Commissioner and the Umpire-in-Chief, the Umpire Consultants are responsible for the recruitment and training of umpires, assisting the District Commissioners as required in the assignment of District Tournament umpires, and recommending umpires to the Umpire-in-Chief for consideration as State

Tournament Umpires. Performs other related duties that may be assigned.

SECTION VI. – BOARD OF DIRECTORS COMPOSITION AND VOTING RIGHTS

The Board of Directors of Babe Ruth Leagues of Virginia, Inc., shall comprise the elected State Commissioner, Assistant State Commissioners, Secretary/Treasurer, and District Commissioners. Each of these Board members shall be entitled to one vote at all State meetings.

SECTION VII. – PARLIAMENTARY PROCEDURES AND MEETINGS

Types of meetings and quorums:

- A. Roberts Rules of Order shall be the parliamentary authority on all matters not covered by the Articles of Incorporation and Corporation Bylaws of Babe Ruth Leagues of Virginia, Inc.
- B. The annual Spring Meeting of the Board of Directors and of Babe Ruth Leagues of Virginia, Inc., shall be held at a centrally located place within the Commonwealth of Virginia, at the time designated by the State Commissioner to transact such business that shall properly come before Babe Ruth Leagues of Virginia, Inc. (Usually the Spring Meeting is held in March.)
- C. The annual Fall Meeting of Babe Ruth Leagues of Virginia Inc. shall be held at a centrally located place within the Commonwealth of Virginia, at a time selected by the State Commissioner, provided that notice in writing of the time and place and items to be considered shall be given to the entire membership not less than fifteen (15) days before said meeting is scheduled. Elections are held at the Fall Meeting in odd-numbered years. (Usually the Fall Meeting is held in September, but it may be held in October in even-numbered years and includes the establishment of State dues and the verification of host Leagues for the following year's State Tournaments.)
- D. If required, a State Tournament Meeting will be held at a time and place designated by the State Commissioner.
- E. Voting rights are afforded to each elected member of the Board of Directors (State Commissioner; Assistant State Commissioners; Secretary/Treasurer; District Commissioners).
- F. Special Meetings of the Board of Directors shall be held at the call of the State Commissioner, or a majority of the Board of Directors at a centrally located place within the Commonwealth of Virginia at a time selected by the State Commissioner, provided that notice in writing of the time and place and items to be considered shall be given to the entire membership not less than fifteen (15) days before said meeting is scheduled.
- G. Quorum. No business may be transacted at any meeting unless a majority of the members of the Board of Directors is present.

SECTION VIII. – ELECTRONIC VOTING

In all cases, voting will be in accordance with the Corporation Bylaws, Section VII. However, from time to time a vote of the Directors may be deemed necessary between regularly scheduled board meetings. Typically these votes are to finalize a resolution of issues of the Board. At no time will the general elections be electronic.

In order to expedite resolution of issues, electronic voting is authorized at the direction of the State Commissioner (however, those Directors that do not have email will receive a hard-copy ballot to be mailed back to the State Secretary/Treasurer). In this case, the State

Commissioner must:

- A. Establish the Question(s) and the deadline date.
- B. Notify the Webmaster to create the electronic ballot for the Question(s).
- C. Notify the Secretary/Treasurer to call and email all eligible Directors with the Web link to the Question(s) and the deadline date (including surface mail where necessary).

When the deadline date is reached, the voting will be closed. All ballots are received and tabulated by the Secretary/Treasurer electronically (or via surface mail where necessary) and safeguarded in the same manner as for a physical Board vote.

The Secretary/Treasurer will notify the State Commissioner of the results. Then, upon direction, the Secretary/Treasurer will email all Directors with the results.

SECTION IX. – STATE DUES

State dues shall be set at the annual Fall Meeting. Dues will be assessed per team for the Rookie level through the Senior level Divisions payable by the League on or before May 31 of each year. Non-payment of dues shall result, among other things, in the League being declared not eligible for tournament play.

SECTION X. – CONDUCT OF LEAGUE ACTIVITIES AND FUNDING

- A. All activities and funding of Babe Ruth Leagues of Virginia, Inc., will be conducted on an Operational Year basis using cash basis reporting.
- B. Said Operational Year will start on November 1 of each year and end on October 31 of the following year.
- C. All records maintained by the officers of Babe Ruth Leagues of Virginia, Inc., will be closed as of October 31 each year, and appropriate reports rendered as required.
- D. New records for the next Operational Year will be initiated on November 1 and continue until October 31 of the following year.

SECTION XII. – AMENDMENTS

These Bylaws shall be amended in the manner prescribed by Article V of the Articles of Incorporation.

Revisions: August 2000; October 2004; March 2005; March 2007; September 2009; October 2014