

# By-laws of the Bellevue Sports Athletics Association, Inc. (BSAA)

## Article I – Offices and Records

### 1.1 Location

The corporation shall maintain a registered office in Nashville Tennessee, and may maintain such other offices and shall keep its books; the Board of directors may from time to time designate documents and records at such places within or without Tennessee.

## Article II – Membership

### 2.1 Who is a member

Members of the corporation shall be those persons who, within the year preceding the annual meeting of members, as proscribed herein, shall have fulfilled the obligations of membership as required by the Board of directors to be members. Members may vote in Board of directors elections, but only one vote per parent or legal guardian shall be counted in all tallies of votes at all membership meetings.

### 2.2 Membership Categories

Members shall be categorized, for the purpose of electing members of the Board of directors into the following groups with the following requirements:

- A. **Baseball twelve and under** – Members must have a child enrolled in at least one of the baseball programs offered by the corporation who is twelve years old or younger as of the date dictated by the rules of eligibility to play baseball as stipulated by the baseball organization whose rules the corporation has adopted. In the absence of those rules, the child must be twelve or under as of the membership meeting date.
- B. **Baseball thirteen and over** - members must have a child enrolled in at least one of the baseball programs offered by the corporation who is thirteen years or older as of the date dictated by the rules of eligibility to play baseball as stipulated by the baseball organization whose rules the corporation has adopted. In the absence of those rules, the child must be thirteen or over as of the membership meeting date.
- C. **Softball** – members must have a child enrolled in a softball program offered by the corporation.

### 2.3 Member duties

Members have a duty to participate in the election of Board of directors and attend all duly called and noticed meetings of the members. They also have the responsibility, both individually and collectively to participate in events organized by the Board of directors, and to make a genuine attempt to see that all participating children enjoy the facilities of the programs in as safe a manner as possible.

## **2.4 Meeting of the members**

Each calendar year, on any Saturday in the month of May, as decided by the Board of Directors as being most convenient to as many members as possible, an election of the Board of Directors shall be held from 9:30am until 7:30pm. The election shall be by written ballot and shall be held at the Reese Smith/Exchange Club of Bellevue baseball field located at the end of McPherson Dr. in the southwestern section of Davidson county, locally known as Bellevue Tennessee. The Officers of the Corporation shall choose a polling place of convenience within the park facility. Members will be allowed to show proper identification as required by the Secretary or his representative to prove their membership and vote during these hours. The Secretary or his representative shall keep track of who voted and be sure voting is conducted according to these by-laws. The ballots will be counted and the vote totals will be announced and posted by 10:00pm that evening. Nominees to the Board of Directors will not be allowed to count votes or oversee any of the election process in any way.

## **2.5 Special Called meetings**

Special called meetings of the members shall be held when 5% of the members, as certified by the Secretary, petition the board, in writing, for such, or a majority of the Board of director's votes in a regular or special called meeting of the Board of directors to hold such. The purpose of the meeting and the date and time of the meeting shall be sent to each member in the notice of the meeting. Only the purpose for which the meeting is called may be discussed at a special called meeting.

## **2.6 Notice of membership meetings**

Written notice of any meeting of the members shall be mailed to the last known address of all members neither less than 10 nor more than 30 days prior to the meeting date via U.S. Postal Service Mail. A member's presence or proxy submitted at the meeting shall constitute a waiver of the notice of such meeting for that member and all members of their family or household.

## **2.6 Proxies**

Any member who finds that they cannot attend any duly called meeting of members may offer a proxy, properly executed, on forms supplied by the Board of directors in the notice of the meetings. Such proxies will be verbally revocable by attendance at the meeting by the member giving such proxy. Proxies will allow the representatives of the member who signs it to vote as the member in their absence on any and all matters that require a vote at the meeting of the members for which it is signed. New proxies must be signed for each meeting.

## **2.7 Quorum**

A count of 10% of total membership shall be required as a minimum to qualify as a quorum at a meeting of the members. If no quorum is present, an alternative date may be announced at the meeting and the meeting shall be adjourned without holding elections or conducting business. Notice of such alternative date shall not be required to be mailed a second time. The meetings may be postponed in this manner, indefinitely, until such time as a quorum exists.

## **2.8 Order of Business**

The order of business that shall be observed at all meetings of the membership and Board of directors shall be Roberts Rules unless otherwise specified herein or unless otherwise agreed upon at that meeting by a majority attending that meeting.

## **Article III - Board of directors**

### **3.1 Board of Director positions**

The Board of directors shall consist of twelve positions, with six of them being elected each year. Members in each of the three categories described in "Membership Categories" elsewhere in this document shall elect two members to the Board of directors by count of votes from within each membership category, each year. Two other members of the Board shall be elected by a vote of all members regardless of their "Membership Category," each year. Majority vote count shall always rule among the membership votes. In Board elections, all members shall be allowed a vote, except the President. In the event of a tie in electing a Board member, a second ballot shall be taken with the President's vote being counted.

### **3.2 Eligibility for Board of directors**

In order to be eligible to be elected to the Board of directors, a candidate must be a parent, legal guardian or coach in a program of athletics sponsored and sanctioned by the corporation. However, exceptions to this eligibility requirement may be granted by majority vote of the Board of directors prior to the meeting in which the Board member is elected. Once elected, a Board of director member does not have to continue to meet this requirement until their term of office expires.

### **3.3 Term of office**

The term of office of all board members shall be two years with six of the members running for election each year. The twelve Director positions elected by the "Membership Categories" described elsewhere in these bylaws shall be elected likewise, with two candidates from each category elected each year. Initially, a one-year term shall be designated for half of the positions on the Board of Directors.

The term of office of each Board of Director member shall commence at the first meeting of the Board of directors held in August of each calendar year and shall run concurrent with other board members' terms.

### **3.4 Resignation**

Resignation from the Board of directors shall be in writing and shall be effective upon receipt and acceptance by the Board of directors, such acceptance not to be withheld unreasonably.

### **3.6 Removal**

Removal from the Board of directors shall be at an annual or special called meeting of the members, and shall require a simple majority of the members present when the Secretary certifies a quorum. The members in this manner may remove with or without cause any Board of director's member at any time. Any director so removed shall also be deemed to have been removed from any officer position he may have held.

### **3.7 Vacancy**

The board at a regular or special called meeting of the board may fill vacant board positions immediately. In the event of a vacancy on the board, the un-expired terms on the board may be filled by a simple majority vote of the Board of directors at a regular or specially called meeting, if the board so chooses to fill the position. A board position shall be deemed to be vacant if the board member misses three regularly scheduled, consecutive meetings of the board, or verbally expresses to at least three other board members the desire to vacate the position of board member. Such desire must be evidenced by signed and sworn written statements from the three board members to that effect and submitted to the board at a regular or special called meeting. A vacancy may also be caused by removal of a member from the board, as provided for elsewhere in this document. In the event of a vacancy being declared on the Board, that Board member who held the position on the board that is declared vacant shall also be deemed to have lost any officer position they may have held.

### **3.8 Powers and responsibilities of the Board of directors**

- A. The Board of director's members shall, at all times, exhibit the attitude and courtesy that exemplifies good sportsmanship and fair behavior. They shall be a shining example for the parents and children they represent.
- B. The Board of directors may exercise all powers of the corporation and do all lawful acts and things not prohibited by the laws of Tennessee and by its charter, or limited by these by-laws.
- C. The Board of directors members shall attend meetings, volunteer for and lead work sessions, projects and activities as the Board or its Officers may from time to time ask of them.
- D. The Board of directors shall serve without pay.
- E. The Board of directors shall set policy and procedures and rely on and assist the officers in implementing and enforcing those policies and procedures.
- F. The Board of directors shall elect the officers of the corporation in a manner described by these by-laws.

### **3.9 Regular Meetings of the Board of directors**

The Board of directors shall meet on the second and fourth Sunday during the months of February through June, and on the second Sunday of July through January of each month at 7:00pm; at Reese Smith, Jr. Ball Park at 621 McPherson Drive in Bellevue, Tennessee. Such meeting may be held at a different time or place as may be decided by the Officers of the corporation, provided adequate notice of such meeting, as described herein, is made to all Board of directors members. Boards of directors meetings are open to all members. Members may be allowed to input their opinions and comments subject to proper rules of meeting conduct as described herein. However, members may not vote at a Board of directors meeting.

### **3.10 Special called meetings of the Board of directors**

Special called meetings may be called by a majority of the Board of directors, provided that proper notice of such meeting is given and a quorum is present.

### **3.11 Notice of Board of directors meetings**

Written notice of a change in location or the time of a regular Board of directors meeting or a special called meeting of the Board of directors shall be mailed by U.S. Postal Mail to each Board of Director's last known address no less than seven days and no more than 30 days before such meeting takes place. Otherwise, no notice is required for a regularly scheduled Board of directors meeting. Presence at a meeting shall waive notice requirements for any board member. Proxies are permitted in vote counting at Board of directors meetings, provided they are properly submitted on a form approved by the Board of directors.

### **3.12 Quorum**

A quorum of the Board of directors shall consist of no less than 50% of the duly elected or appointed members of the Board of directors.

### **3.13 Ballot Counting**

All ballots shall be counted, at the direction of the President, for Board of director's members elected by all of the members. However, the Board of directors may vote to appoint a special election coordinator, in which case the special election coordinator shall count the ballots. However, in no event shall the six members elected by the specific "Membership Categories" of members count any ballots.

## **Article 4 – Officers**

### **4.1 Election of Officers**

The Board of directors shall elect the officers of the corporation for a term of one year. The election for officers shall take place at the membership meeting wherein the Board of directors is elected, or at a properly called meeting of the Board of directors held within thirty days of the Membership meeting wherein the Board of director's elections are held. The election shall be by majority vote of the Board of directors for each office.

### **4.2 Elected positions**

The officers to be elected are: President, Treasurer, Secretary, Vice President of Softball, Vice President of Baseball twelve and under, Vice President of baseball, thirteen and over.

### **4.3 Resignation and Removal**

Written or verbal resignations of officers to the President or to a Board of directors meeting, by the officer are acceptable and shall be immediate upon receipt. Removal from office shall be only by a vote of two thirds of the Board of directors present at a regular or special called meeting where a quorum is present, unless a director is removed by the members as described elsewhere herein. In such a case, his removal as an officer is automatic.

### **4.4 Duties of the officers:**

- A. President -The President shall preside over all meetings of members and Board of directors and see that proper order is kept and that all views are fairly heard within a reasonable time frame. He may appoint a parliamentarian to run meetings, and/or to advise him of the proper way to run meetings. Although a parliamentarian does not have to be a member of the Board of directors, he may not partake in any votes if he is not a member of the Board. The President may not vote in any ballots and motions except to break a tie. The President is responsible for all operations of the corporation on a day-to-day basis and is further charged with carrying out Board of directors' resolutions, policies and procedures.
- B. Secretary – The Secretary is responsible to see that all non-financial records and minutes are kept at all member and Board of directors meetings. The Secretary is the main conduit of communication from the officers to the Board and to the members. He shall attest to the signature of the President and other officers on all legal documents, and if the Board elects to have a seal, he shall be the keeper of the seal and shall use it to certify officers' signatures on those same legal documents.

- C. Treasurer – The Treasurer is the main financial officer of the corporation. He shall keep track of all incoming and outgoing monies. He shall attend meetings and report to the Officers and the Board the financial status of the corporation in a form that is generally accepted within the accounting profession as proper for this corporation. He shall see that all bills are paid, and report to the officers and the Board of directors on why any bills become delinquent or cannot be paid.
- D. Vice President of Softball – This person shall be a program coordinator for the athletic programs sponsored by this corporation for children enrolled in Softball. He shall have overall responsibility to see that the program is run as fairly and as safely as possible for the enjoyment of the children who are enrolled therein. He shall see that all Board resolutions regarding this program are carried out and be the liaison and advisor to the Board of directors for the children who are enrolled as well as their parents. In the absence of the President, or a parliamentarian appointed by the President before the meeting, this person shall preside over all meetings of members and the Board of directors and maintain order and perform the duties and obligations of the office of President.
- E. Vice President of Baseball twelve and under - This person shall be a program coordinator for the athletic programs sponsored by this corporation for children enrolled in athletic programs sponsored by this corporation and who are twelve years old or under, as defined in the rules the Board has adopted for the play of Baseball in this age group. He shall have overall responsibility to see that the program is run as fairly and as safely as possible for the enjoyment of the children who are enrolled therein. He shall see that all Board resolutions regarding this program are carried out and be the liaison and advisor to the Board of directors for the children who are enrolled as well as their parents. In the absence of the President or the Vice President of Softball, or a parliamentarian appointed by the President before the meeting, this person shall preside over all meetings of members and the Board of directors and maintain order and perform the duties and obligations of the office of President.
- F. Vice President of Baseball thirteen and over - This person shall be a program coordinator for the athletic programs sponsored by this corporation for children enrolled in enrolled in athletic programs sponsored by this corporation and who are thirteen years old or older, up to eighteen years old, as defined in the rules the Board has adopted for the play of Baseball in this age group. He shall have overall responsibility to see that the program is run as fairly and as safely as possible for the enjoyment of the children who are enrolled therein. He shall see that all Board resolutions regarding this program are carried out and be the liaison and advisor to the Board of directors for the children who are enrolled as well as their parents. In the absence of the President, the Vice President of Softball, the Vice President of Baseball twelve and under, or a parliamentarian appointed by the President before the meeting, this person shall preside over all meetings of members and the Board of directors and maintain order and perform the duties and obligations of the office of President.

## **Article V – Committees**

### **5.1 Standing Committees**

From time to time, the Board of directors may establish Standing Committees to perform on-going duties and fulfill long-term needs. These committees shall have chairpersons elected from the members by the Board of directors who shall serve at the Board's pleasure until the Standing Committee is abolished, or until replaced by the Board of directors.

### **5.2 Appointed Committees**

From time to time, the President may appoint committees to perform selected duties and fulfill specific project needs. These committees shall be appointed by the President and shall serve at the pleasure of the President until he decides they are no longer needed and abolishes them.

## **Article VI – Conduct of Business**

### **6.1 Monies**

All checks, investments and other assets and liabilities and other demands for money and notes and other instruments for the payment of money shall be signed on behalf of the corporation by the President and any other officer or the Treasurer and any other officer.

### **6.2 Official documents**

All contracts, deeds and other instruments to which the seal of the corporation is affixed (if the Board of directors elects to have one) shall be signed on behalf of the corporation by the President and any other officer or by such other persons as the Board of directors may from time to time designate, and shall be attested by the Secretary.

### **6.3 Seal**

The corporate seal, if the Board of directors elects to have one, shall have inscribed on it the words "Bellevue Sports Athletic Association."

### **6.4 Fiscal year**

The fiscal year of the corporation shall be the calendar year.

### **6.5 Purpose**

The primary purpose for which the corporation is organized is to provide the children of the community in western part of Nashville/Davidson county, Tennessee with a program of athletic games designed to be fun and teach leadership and good sportsmanship in a safe and child friendly environment.

### **6.6 Political Activities**

Neither the corporation, nor any of its directors, in their capacity as a director of the corporation shall become involved in any political campaign or conduct lobbying activities.

## **Article VII – Amending these bylaws**

These bylaws may be amended by a two-thirds vote of the members at a properly called regular or special meeting of the members.

## **Article VIII – Gender**

Whenever gender herein refers to the masculine, it shall also be construed to mean both genders and shall not be prejudicial to either males or females because of the use thereof.

## **Article IX- 501(3) Compliance**

**9.1** Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**9.2** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**9.3** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the organization 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.

**9.4** Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Certification:**

I certify that these Bylaws for the Corporation were duly adopted as of the 10<sup>th</sup> day of August 2003.

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Secretary