



PASADENA BASEBALL CLUB

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Bylaws of the Pasadena Baseball Club

Revised October 2003

Article I. NAME

The name of the Corporation shall be the Pasadena Baseball Club, Incorporated, herein referred to as the Corporation.

Article II. PURPOSE

1. The purpose of the Corporation is to provide baseball instruction for children residing in and around Pasadena, Maryland. The Corporation shall offer several programs that are age and experience appropriate for all children interested in playing baseball. The Corporation shall accept children from any area; however, when a particular program becomes fully registered before the end of advertised registration dates, priority shall be given to children residing in communities that feed Northeast, Chesapeake, and Glen Burnie high schools.
2. The Corporation shall offer a Clinic Program that is composed of age divisions determined by the Board of Directors and subject to registration numbers. The purpose of the Clinic Program is to provide non-competitive games with guaranteed equal playing time for children of limited experience and skill.
3. The Corporation shall offer an Intramural Program that is composed of age divisions determined by the Board of Directors and subject to registration numbers. The purpose of the Intramural Program is to provide competitive games with guaranteed minimum playing time for children who have acquired at least some baseball experience and skill.
4. The Corporation shall offer a Travel Program that is composed of teams of age groups determined by the Board of Directors and subject to registration numbers. The purpose of the Travel Program is to provide a more competitive environment for children with significant baseball experience and skill for their age group, and who wish to try-out for a team.
5. The option of registering a child in either the Clinic or Intramural programs rests with the parents or guardians of the child, subject to registration numbers. The option of selecting a child for the Travel Program rests with the Corporation.

Article III. MEMBERS

Section 1. Eligibility and Qualification

1. Eligibility and Qualification of membership shall consist of the following over 18 years of age:
 1. Parent(s) or guardian(s) of a child registered in the Corporation
 2. Board of Directors
 3. Officers
 4. Managers and Coaches
2. Membership shall commence on the date of registration, election, or assignment, and continue on a yearly basis to any person in good standing that has met the eligibility and qualification requirements.

Section 2. Membership Dues and Fees

1. The Board of Directors shall establish annual membership dues for members and/or registration fees for each child. Members shall be furnished a receipt for the dues and fees and such receipt shall be evidence of membership rights in the Corporation.

2. Any member may be expelled if not in good financial standing with the Corporation or fails to abide by the rules and regulations listed in these Bylaws or rules of play for a specific program.

Article IV. BOARD OF DIRECTORS

Section 1. Directorships

1. The Corporation shall be managed by a Board of Directors which shall consist of an Executive Board of Directors and an Associate Board of Directors. Each Director shall have been a member of the Corporation for a period of one year or more before his directorship. Each directorship shall be for a term of one year, beginning and ending on such date fixed by the Executive Board of Directors.
2. The Executive Board of Directors shall consist of nine (9) directors titled as follows: President, Secretary, Treasurer, Vice-President of Administration, Vice-President of Operations, Vice-President of Fundraising, Vice-President of Clinic Baseball, Vice-President of Intramural Baseball, and Vice-President of Travel Baseball. Each Executive Director shall have one vote on any matter pertaining to the Board of Directors of the Corporation. No person shall hold more than one position on the Executive Board of Directors.
3. The Associate Board of Directors shall consist in number as determined necessary by the Executive Board of Directors to help organize and conduct the affairs of the Corporation. Any member shall be permitted to simultaneously hold one directorship on the Executive Board of Directors and one or more directorships on the Associate Board of Directors.
4. Executive Directors shall be elected by the plurality of votes cast by the Members of the Corporation present and eligible to vote at the annual Meeting of Members of the Corporation. Associate Directors shall be elected by a majority of votes cast by the Executive Directors present at the first monthly meeting of the Board of Directors after the annual Meeting of Members. Permanent vacancies in a directorship shall be filled for the duration of the term by the nominee of the Board of Directors who receives a majority vote of the remaining Executive Directors.
5. An Executive Director may be removed from directorship for malfeasance or nonfeasance in office. Such proposals shall be submitted in writing to the President or Vice-President of Administration stating the reason for the proposed action. Removal of an Executive Director shall require a two-thirds majority vote to remove by the remaining members of the Executive Board of Directors or a two-thirds majority vote to remove by the members at the next Meeting of Members.

Section 2. Authorities and Responsibilities

1. The President shall preside at all meetings of Members and Board of Directors. The President shall supervise all matters pertaining to the Corporation. The President shall prepare and present the State of the Corporation report at the annual Meeting of Members. Together with the Secretary, the President shall sign all legal documents of the Corporation. The President shall be bonded to the satisfaction of the Board of Directors.
2. The Secretary shall keep the official documents of the Corporation. The Secretary shall record the minutes of all meetings of the Corporation and communicate them to all Directors at least five days prior to the next meeting of the Board of Directors. The Secretary shall maintain a record of all communication sent and received by the Corporation. The Secretary shall countersign all legal documents and have charge of the Seal of the Corporation. The Secretary shall perform additional duties and exercise such authority as delegated by the President or assigned by the Board of Directors.
3. The Treasurer shall have custody of all moneys and securities of the Corporation. The Treasurer shall maintain the books of account of the Corporation and submit reports to the Board of Directors. The Treasurer shall maintain a record of vouchers and financial transactions of the Corporation. The Treasurer shall be bonded to the satisfaction of the Board of Directors.
4. The Vice-President of Administration shall direct all administrative activities of the Corporation. The Vice-President of Administration shall, in the absence of the President, act as President of the Corporation. The Vice-President of Administration shall perform additional duties and exercise such authority as delegated by the President or assigned by the Board of Directors. The Vice-President of Administration shall be bonded to the satisfaction of the Board of Directors.

5. The Vice-President of Operations shall direct all operational activities of the Corporation. The Vice-President of Operations shall perform additional duties and exercise such authority as delegated by the President or assigned by the Board of Directors.
6. The Vice-President of Fundraising shall direct all fundraising activities of the Corporation. The Vice-President of Fundraising shall perform additional duties and exercise such authority as delegated by the President or assigned by the Board of Directors. The Vice-President of Fundraising shall be bonded to the satisfaction of the Board of Directors.
7. The Vice-Presidents of Clinic Baseball, Intramural Baseball, and Travel Baseball shall direct all baseball-related activities of their respective programs. The Vice-Presidents of Baseball programs shall perform additional duties and exercise such authority as delegated by the President or assigned by the Board of Directors.
8. The Associate Directors shall perform duties and exercise such authority as delegated by the President or assigned by the Board of Directors.
9. The Executive Board of Directors may designate or appoint Committees and other Agents to help organize and conduct the affairs of the Corporation. All Committees and Agents shall be directed and supervised by a member of the Board of Directors, to whom they shall provide reports as required or requested. Any member of the Board of Directors is permitted to hold a position as a Committee member or Agent.

Article V. MEETINGS

Section 1. Meetings of Members

1. An annual Meeting of Members of the Corporation shall be held on such date and time as fixed by the Board of Directors. Special Meetings of Members may also be held for such purposes as determined by the Board of Directors. Notice of all Meetings of Members shall be publicized, along with the purpose of such meetings, at least seven days prior to the date of the meeting.
2. At every Meeting of Members, the Secretary shall record a list of all members in attendance. Any member of the Corporation shall have the right to inspect such list or record.
3. At the annual Meeting of Members, the Board of Directors shall present a State of the Corporation report. Such report shall be filed with the records of the Corporation and entered into the minutes.
4. The President shall preside as Chairperson at every meeting. If the President is not in office or present at the meeting, the Vice-President of Administration first or the Executive Director present with the most seniority second shall preside. If no Executive Directors are in office or present, a Chairperson shall be chosen by majority vote of the members in attendance.
5. The Secretary shall act as Secretary at every meeting. If the Secretary is not in office or present at the meeting, the Chairperson shall appoint a Secretary of the meeting.
6. Roberts Rules of Order, as amended, shall govern all proceedings except where in conflict with the Bylaws.
7. The Order of Business at all Meetings of Members shall be:
 1. Call to Order
 2. Roll Call
 3. Reading of Minutes from previous meeting
 4. Financial Report
 5. Director Reports
 6. Committee Reports
 7. Old Business
 8. New Business
 9. Review of Action Items
 10. Adjournment

8. A quorum at annual or special Meetings of Members shall be a majority of the Executive Board of Directors.
9. Except where stated otherwise in these Bylaws, all matters requiring a vote of the general membership shall be by a majority vote of the members of the Corporation present in good standing. A member must cast his/her vote in person. Absentee voting and voting by proxy are prohibited.

Section 2. Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be held monthly on such date and time as fixed by the Board of Directors. Special Meetings of the Board of Directors may be held for such purposes determined by the President or the Board of Directors. Notice of special Meetings of the Board of Directors shall be publicized, along with the purpose of such meetings, at least seven days prior to the meeting. Any member of the Corporation in good standing may attend any meeting of the Board of Directors.
2. A quorum at monthly or special Meetings of the Board Directors shall be a majority of the Executive Board of Directors in office.
3. All matters requiring a vote of the Board of Directors shall be by a majority vote of all Executive and Associate Board of Directors present. No single person shall have more than one vote. A Director's vote must be cast in person. Absentee voting and voting by proxy are prohibited.

Article VI. POLICY

1. The Corporation shall promote sportsmanlike conduct at all times. Unsportsmanlike conduct includes, but is not limited to, threatening, intimidating, coercing, using abusive or vulgar language, or otherwise negatively interfering with a child, coach, manager, umpire, official, or spectator. The Board of Directors shall establish rules and procedures for the purpose of dealing with instances of unsportsmanlike conduct, to include expulsion of membership in the Corporation.
2. The Corporation shall not permit by children, coaches, managers, officials, or spectators, the possession, use, or distribution of alcohol, tobacco, or illegal drugs on public or private property used by the Corporation during events sponsored by the Corporation. The Corporation shall not permit children, coaches, managers, officials, or spectators to attend non-adult events sponsored by the Corporation while under the influence of alcohol or other drugs.
3. Any expense of the Corporation larger than \$200 requires the approval of the Board of Directors prior to disbursement. Any expense smaller than or equal to \$200 requires the approval of the President or the Board of Directors. All disbursements of the Corporation shall be made by check which shall be jointly signed by any two of the following Directors, provided the two signers are not significantly related to each other: President, Vice-President of Administration, or Treasurer.
4. The Corporation shall hire an independent auditor to review the books of account on an annual basis.
5. The Corporation shall follow Anne Arundel County rules and procedures that are required to make use of public property, to include but not limited to the certification all Managers and the background investigation of all Managers, Coaches, and members of the Board of Directors.

Article VII. AMENDMENTS

Proposals for amending or repealing these Bylaws, or any portion thereof, may be introduced at the request of the Board of Directors or by any member in good standing at any Meeting of Members or Board of Directors. Such proposals shall be made in the form of a motion and shall be acted upon accordingly. If a proposal to amend or repeal the Bylaws is approved by the Board of Directors, such proposal shall be presented to the general membership at the next annual or special Meeting of Members. Two-thirds majority vote of the Members shall be required to amend or repeal these Bylaws.