**BAKER AREA YOUTH ASSOCIATION,**

**(BAYA)**

**CONSTITUTION**

**AND**

**BY-LAWS**

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**ARTICLE I – NAME**

1. This organization shall be known as the Baker Area Youth Association (BAYA) Inc.,
2. When “BAYA” is used herein, it shall mean the Baker Area Youth Association.

**ARTICLE II – PURPOSE**

1. The purpose of BAYA is to provide a worthwhile opportunity for the youth of the Baker community and surrounding area between the ages of 4 and 16, no matter their personal financial situation to participate in an organized, adult supervised recreational program. In accordance with the league affiliate’s rules and regulations.
2. All officers, volunteers and members shall bear in mind that the attainment of exceptional athletic skills or winning games is secondary, and the molding of future citizens is of prime importance. Special emphasis will be placed on good sportsmanship, honesty, loyalty, courage, respect for authority and participation not perfection.

**ARTICLE III – MISSION**

At B.A.Y.A. we are committed to building a community one child at a time. Our mission is to provide a place where children can grow and play while learning new skills as part of a team. Our goal is to create a positive environment for children and families while bringing a sense of community to our park.

**ARTICLE IV – LOCATION**

The BAYA facilities shall be located at Baker, Florida, or the immediate vicinity thereof.

**ARTICLE V – FISCAL YEAR**

This term as used in the Constitution and by-laws implies the calendar year of November 1st through October 31st.

**ARTICLE VI – MEMBERSHIP**

1. Membership shall be open to anyone who is interested in the basic functions of BAYA, regardless of if they have any children participating in any of the programs and events.
2. The annual membership dues shall be $10.00 per person or $20.00 per family, unless BAYA funds warrant a larger or smaller amount, paid at time of enrollment. Board members must pay dues every January each year, regardless of month voted on the board.
3. The membership open enrollment period will be during the registration period of each sport season. At the close of registration, membership enrollment will be closed until the next sporting season. All membership enrollments are good for the calendar year. The open enrollment and registration dates will be decided by the Board of Directors.
4. Types of Membership:
   1. **General Members:** Any person actively interested in furthering the purpose of BAYA may become a general member upon payment of dues and two-thirds approval of the Board of Directors. As used hereinafter the word Member shall refer to a General Member.
5. Members of BAYA will adhere to the BAYA Code of Conduct and strive to provide a wholesome atmosphere for the youth to thrive.
6. Members in good standing are eligible to vote at the Annual Meeting and or on changes to the By-laws. The Secretary shall maintain the roll of membership to qualify voting members. The Officers of the Board of Directors of BAYA shall include, at a minimum, the President, Vice-President, Sgt at Arms, Secretary and Treasurer
7. All Officers, Board members, Committee members, Managers and Coaches must be active Members in good standing.
8. All members will be asked to attend at least 3 monthly BAYA meetings in addition to volunteering during home games/events either during baseball, softball, tee ball, basketball, cheer, and football. (i.e., concessions, gate, chains, press box, fundraisers) Failure to help will remove member from good standing and forfeits his or her voting abilities at monthly meetings to the include the annual meeting.
9. Failure to help during major events (i.e., home football games, park day, tournaments, opening ceremonies) also removes member from good standing and forfeits his or her voting abilities at monthly meetings to include the annual meeting.
   1. **Player Members:** Any player who participates in a BAYA sport shall be a player member. Player members will have no voting rights, duties or obligations in the management or in the property of BAYA.
   2. **Lifetime Members:** Any person may be elected as a lifetime member by the unanimous vote of all Directors present at a duly held meeting of the Board of Directors. Lifetime members will have no dues and shall have all the rights and privileges as a General Member. **As of 2022, BAYA has one lifetime member. (Alan Fountain)**.
10. Members, whether general, player or lifetime, shall not be required to be affiliates with any other organizations or groups to qualify as members of BAYA.
11. Memberships may be terminated by resignation or action of the Board of Directors as follows:
    1. The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline, suspend or terminate the membership of any Member of any class when conduct of such person is considered detrimental to the best interest of BAYA.
    2. The Member involved, shall be notified of such meeting, informed of the general nature of the issues, and given an opportunity to appear at the meeting to answer for the issues presented.
    3. The Board of Directors shall, in the case of a Player Member, give notice to the coach/manager of the team for which the Player Member is a player. Said coach/manager shall appear, in the capacity of an advisor, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player’s parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player’s right to future participation by two-thirds vote of those present at any duly constituted meeting (quorum required).

**ARTICLE VII– MEETINGS**

1. **Regular Meetings:** They are held monthly on the first Monday of every month. However, if deemed necessary, by the majority of the Board of Directors, additional regular meetings may be established at a pre-determined time and place.
   1. The agenda shall be set by the President or appointed individual running the meeting and disseminated to the board by the secretary no less than 48 hours prior to the start of the meeting.
2. **Special Meetings:** They may be called from time to time by the President or the Board of Directors. These meetings are for issues that need attention before the next scheduled Regular monthly meeting.
3. **Annual Meetings:** The Annual Meeting of BAYA shall be held on the first Monday of November each year for the purpose of electing the Officers of BAYA, the ten (10) Board of Directors, reviewing the Constitution and By-Laws, reviewing the yearly financial report, reviewing the previous year’s problems and accomplishments and for the transactions of such business as may properly come before the meeting.
   1. The Members shall receive at this meeting a report, verified by the President and Treasurer, or by the majority of the Directors. The report will have but is not limited to the following:
      1. *The condition of the BAYA, to be presented by the President or by his/her designate*.
      2. *A general summary of funds received and expended by the BAYA for the previous year, the amount of the funds currently in possession and the name of the financial institution in which said funds are maintained*.
      3. *The whole amount of real and personal property owned by the BAYA, where it is located and where and how it is invested*.
      4. *For the year immediately preceding, the amount applied, appropriated or expended and the purpose, objects or persons to or for which such applications, appropriations or expenditures have been made*.
      5. *The names of the persons who have been admitted to regular membership in the BAYA during such year. This report shall be filed with the records of the BAYA and entered in the minutes of the proceedings of the Annual Meeting*.
   2. Notification will be sent out, by all means available, to notify the active membership of any changes to the day or time of a previously scheduled meeting.
   3. The Officers of BAYA shall be elected at this meeting by the Members. The Officers of the Board of Directors of BAYA shall include, at a minimum, the President, Vice-President, Sgt at Arms, Secretary and Treasurer.
   4. Only Members in good standing are eligible to vote at the Annual Meeting. The Secretary shall maintain the roll of membership to qualify voting members. All Officers, Board members, Committee members, Managers and Coaches must be active Members in good standing.
   5. Only one vote may be cast per member, two votes per family, if both are present. Proxy votes will not be honored.
   6. All meetings shall be conducted in such a manner that the boys and girls who make up the Player members may attend.

**D: Manner of Acting:**

1. **Quorum**: A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
2. **Majority Vote**: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board unless otherwise governed by this Constitution and By-laws.
3. **Participation**: Except as required otherwise by law, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

**ARTICLE VIII– RULES OF ORDER**

**A.** All BAYA meetings, whether regular, special or annual, shall be conducted in an orderly manner, and rules of Parliamentary procedure shall be strictly adhered to and Robert’s Rules of Order shall be used except where covered by the BAYA’s own Constitution or By-Laws.

**B**. The order of business at all regular, special and annual meetings shall be as follows:

* + 1. *Call to Order.*
    2. *Roll Call*
    3. *Reading of minutes of the previous meeting and adoption of the same.*
    4. *Reviewing of financial report and adoption of the same.*
    5. *Reports of other Officers, (if any).*
    6. *Reports of Committee Chairperson(s) (if any).*
    7. *Tabled business from the previous meetings.*
    8. *New business.*
    9. *Formal adjournment*.

**ARTICLE IX– BOARD OF DIRECTORS**

1. The management of the property and affairs of the BAYA shall be vested in the Board of Directors.
2. The Board of Directors shall consistof a President, Vice-President, Sgt at Arms, Secretary, Treasurer and ten (10) Board Members. Board members shall be elected at the Annual meeting of each year.
3. All Board of Directors shall be elected for a two (2) year term. The President, Secretary and Board of Directors 2, 4, 6, 8 and 10 will be elected for a two (2) year term on even years. The Vice-President, Sgt at Arms, Treasurer and Board of Directors 1, 3, 5 and 7 will be elected for a (2) year term on odd years. \*These years (odd/even) are subject to change based on when members were elected.
4. The newly elected Board of Directors takes over at the first Regular meeting after the Annual meeting.
5. Board of Directors **MUST** be actively involved in all of the activities and all of the events of the BAYA.
6. All Board of Directors shall be interested in the purpose of BAYA and what it represents and **MUST** be willing to work and support the same.
7. All decisions made by the Board of Directors on functions and activities shall be done with the BAYA’s primary purpose in mind.
8. If a Board member misses any three (3) monthly meetings and or events and functions, unexcused, during the fiscal year then they shall be removed from the Board. To be excused from a meeting the Board member must contact one of the officers before the start of the meeting and or event. To be considered excused from the meeting the officers of the board must approve the reason.
9. If any vacancy occurs in the President, Vice-President, Sgt at Arms, Secretary or Treasurer, by death, resignation or otherwise, it shall be filled by a Special Election at the next Regular meeting or any Special meeting called for that purpose, after the vacancy occurs.
10. If any vacancy occurs in the Board Directors, by death, resignation or otherwise, it may be filled by Presidential appointment on the remaining Board of Directors’ recommendation at a Regular meeting or any Special meeting called for that purpose.
11. A board member or members can be removed from the board of directors if they are not fulfilling their duties as a board member such as not being present at events or functions, their actions are not consistent with the bylaws or values of BAYA, or their actions are not in the best interest of BAYA. A motion has to be made during a scheduled or special meeting by a current board member to dismiss said board member(s) followed by a majority vote to remove them from their seat.
12. If a board member has been removed from the board of directors and they were not present at the meeting they must be notified by an officer of the board within 24 hours of adjourning the meeting. They will be told they were removed by a motion to remove and a majority vote. The reasoning for the motion to remove and the vote count do not need to be made public just a board seat was made open that meeting.

**ARTICLE X– DUTIES OF THE BOARD OF DIRECTORS**

1. **The President shall**:
   1. Be the Chief Executive Office of BAYA and preside at all meetings.
   2. Conduct all affairs and negotiations on behalf of BAYA, always keeping in mind the basic functions of BAYA and make every effort to further the development of BAYA and its goals.
   3. Uphold and execute the policies, Constitution and By-Laws, Codes of Conduct, Codes of Ethics and Rules and Regulations established by the Board of Directors and adopted by BAYA.
   4. Present a report of the condition of BAYA at the Annual meeting.
   5. Communicate to the Board of Directors such matters as deemed appropriate and make suggestions as may tend to promote the welfare of BAYA.
   6. Be responsible for the conduct of BAYA in strict conformity to the policies, principals, rules and regulations of ***Little League Baseball, Incorporated, Gulf Coast Softball and Escambia River Conference Football and Cheer***, as agreed to under the conditions of the charter issued to BAYA by that organization.
   7. Designate, in writing, other officers, if necessary, to have the power to make and execute for/and in the name of BAYA such contracts and leases they may receive and which have prior approval of the Board.
   8. Investigate grievances, irregularities, and conditions detrimental to BAYA and report thereon to the Board or Executive Committee as circumstances warrant.
   9. Appoint committee chairpersons, commissioners, player agents, managers and coaches of softball, baseball, tee-ball, football, and cheerleading on the Board of Director’s recommendation.
   10. The office of the President shall have access to budgeted operating funds as directed by the Board of Director’s annual budgeting process.
   11. Assist the Treasurer in preparing and review annual budget prior to being presented to the Board of Directors and be responsible for the proper execution thereof.
   12. With the assistance of the Football Commissioner and Baseball Player Agent, examine the application and support proof of age documents of every player member and certify the residence and age eligibility.
2. **The Vice-President shall**:
   1. In the absence or incapacity of the President, be vested with all the powers and duties of the President, along with all other duties which may be prescribed by the Constitution and By-Laws.
   2. Act as a liaison between the Board of Directors and various committees.
   3. Substitute as, in the absence of, the Secretary or Treasurer at all meetings.
   4. Perform such duties as from time to time may be assigned by the President or the Board of Directors.
3. **The Sgt at Arms shall:**
   1. Be responsible for maintaining order within the confines of BAYA.
   2. In the absence or incapacity of the President or Vice President, be vested with all the powers of their roles and responsibilities along with all other duties prescribed in the Constitution and By-Laws.
   3. Act as a safety officer if no other is appointed by the President. The Sgt at Arms will carry out the duties listed in article XI section B.
   4. Be responsible for ensuring that the By-Laws and standing rules of BAYA are not violated.
4. **The Secretary shall**:
   1. Be responsible for recording the activities of BAYA and maintain appropriate files, mailing lists, and necessary records.
   2. Keep the minutes of the meetings of the members and the Board of Directors and record them in a binder to be kept for that purpose.
   3. Maintain a list of all General, Player Special and committee members, and Board of Directors and give notice to such of all BAYA meetings and functions.
   4. Be responsible for all of the correspondence to and from the BAYA as the Board of Directors may direct. Conduct all other correspondence not otherwise specifically delegated and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
   5. Notify Members, Board of Director members and committee members of their election or appointment.
   6. Perform such duties as from time to time may be assigned by the President or the Board of Directors.
5. **The Treasurer shall**:
6. Receive all monies and securities and deposit the same in a depository approved by the Board of Directors.
7. Keep an accurate and permanent written record of all receipts and disbursements. Approve all payments from allotted funds and draw checks therefore in agreement with the policies established in advance of such actions by the Board of Directors.
8. Have the above-mentioned records at each BAYA meeting and give a report of the financial standings of the BAYA.
9. Prepare an annual budget, under direction of the President, for submission to the Board of Directors the first regular meeting after the Annual meeting.
10. Prepare an annual financial report, under the direction from the President for submission to the Membership and the Board of Directors at the Annual meeting and to ***Little League International.***
11. Perform such duties as from time to time may be assigned by the President or the Board of Directors.
12. **The Board of Directors shall**:
    1. Set as a Board of Inquiry for any dispute or conflict which may arise and shall make recommendations as to what actions BAYA should take.
    2. Always act on behalf of the BAYA’s bestinterest and should always strive to further the objectives and goals of the BAYA.
    3. Review all proposed amendments of the Constitution and By-Laws, Codes of Conduct, Codes of Ethics and Rules and Regulations; after careful review, shall recommend adoption or rejection to the BAYA.
    4. Receive and review applications and background screenings for Coach/Manager candidates and select the coaching staff for each season or event.
    5. Before each season begins, appoint a commissioner(s) for each sport or event as deemed necessary.
    6. At the first meeting after the annual meeting, appoint or re-appoint an Equipment Manager, Safety Officer and any other positions that need to be filled.
    7. Perform such duties as from time to time may be assigned by the President or the Board of Directors.

**ARTICLE XI– DUTIES OF OTHER B.A.Y.A. POSITIONS**

1. **The Equipment Manager/Director shall**:
   1. Be appointed by the President with approval or recommendation from the Board of Directors.
   2. Be responsible for the safe keeping and maintenance of all athletic equipment of the BAYA.
   3. Ensure that there is enough equipment and/or supplies for the upcoming sports season while staying within the Board of Directors approved budget.
   4. Not needed if a Playing Equipment Committee is used.
2. **The Safety Officer shall**:
   1. Be appointed by the President with approval or recommendation from the Board of Directors.
   2. Be responsible to create awareness, through education and information, of the opportunities to provide a safer environment for the youngsters and all participants of a BAYA event.
   3. Develop and implement a plan for increasing the safety of activities, equipment and facilities through education, compliance and reporting by the following means:

**a. Education:** Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents/guardians and other volunteers.

**b. Compliance:** Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.

**c. Reporting:** Define a process to assure that incidents are recorded; information is sent to the appropriate people or offices and follow up information on medical and other data is forwarded as available.

1. **Concession Manager shall**:
   1. Maintain the operation of the concession’s facilities.
   2. Organize the purchase of concession products
   3. Responsible for the management of the concession sales at league events.
   4. Schedules volunteers to work the concession stand during league events
   5. Collects and reviews concession related offers including coupons and discounts and bulk ordering opportunities.
   6. Organizes, tallies, and keeps records of concession sales and purchases reporting all monies to the Treasurer.
2. **Sponsorship/Fundraising Manager shall**:
   1. Solicits and secures local sponsorships to support league operations.
   2. Collects and reviews sponsorship and fundraising opportunities.
   3. Organizes and implements approved league fundraising activities.
   4. Coordinates participation in fundraising activities.
   5. Maintains records of monies secured through sponsorships and fundraising initiatives reposting all monies to the Treasurer.
3. **The commissioner(s)/Player Agent shall**:
   1. Be appointed by the President with approval or recommendation from the Board of Directors. Commissioner(s)/Player Agent do not have to be board members but must be members in good standing with the park with knowledge of what they are overseeing.
   2. A Commissioner shall be appointed for each of the following:
      1. Baseball Player Agent
      2. Softball Player Agent
      3. Tee Ball Player Agent
      4. Football Commissioner
      5. Flag Football Commissioner
      6. Cheerleading Commissioner
      7. Basketball Commissioner
   3. Each commissioner/player agent will be responsible for all teams within their division.
   4. The responsibilities of the commissioner are as follows:
      1. Work with other parks to create Schedules for games and practices (except football)
      2. Receive and review applications for player candidates and assist the President in verifying residence and age eligibility.
      3. Notify managers/coaches upon their approval from the Board of Directors.
      4. Conduct the tryout, player draft and all other selections meetings.
      5. Manage a pool of eligible, but yet unplaced, players (referred to as “Player Pool”) due to late registration.
      6. Maintain an accurate and up to date roster of all players and assignments.
      7. Conduct managers/coaches’ meetings as necessary
      8. Keep managers/coaches informed of pertinent information and important communications
      9. Field complaints/protests from managers/coaches, players and/or parents, presenting issues to the Board of Directors as needed.
      10. Provide feedback and/or discipline that was decided by the Board of Directors to managers/coaches, players or parents.
      11. Ensure all managers/coaches, players and parents abide by this document and the Codes of Conduct and Codes of Ethics.
      12. All Commissioners/Player Agents shall attend any meetings with the sports league, representing BAYA, and report back to the Board of Directors the results of said meeting at the next scheduled meeting.
      13. Prepare for the President’s signature and submission to ***Little League International, Gulf Coast Softball and Escambia River Conference Football and Cheer*** team roasters including players claimed and team eligibility affidavit.
      14. Notify ***Little League International*** of any subsequent player replacements or trades.

**ARTICLE XII– COMMITTEES**

1. All Committees shall be appointed by the President and approved by the Board of Directors and shall have the powers and duties delegated at the time of appointment.
2. All Committees, upon appointment, shall elect a Chairperson, who shall coordinate the Committees requests and inquires through the Vice President, unless otherwise noted.
3. All Committees shall always act in BAYA’s best interest, keeping in mind the BAYA’s primary purpose.
4. Any, all or none of the following committees may be incorporated:

**1. Nominating Committee:** The Nominating Committee shall consist of three (3) Board Members and other appointed Members. The committee shall investigate and consider eligible candidates and submit at any meeting a slate of candidates for Board of Directors approval.

**2. Membership Committee:** The Membership Committee shall consist of three (3) Board Members and other appointed Regular Members. The committee shall receive the names of prospective Special Members, investigate for eligibility and recommend those qualified to the Board of Directors for approval.

**3. Finance Committee:** The Finance Committee shall consist of not less than three (3) but not more than five (5) Board Members. The Treasurer shall be an ex-officio member of the committee. The committee shall investigate ways and means of financing the BAYA including team sponsorship and submit recommendations. It shall be responsible for taking up collections at games, if such collections are authorized, and shall turn over such collections to the Treasurer immediately after each game.

**4. Building and Property Committee:** (May be combined with the Grounds Committee.) This committee shall consist of three (3) Board Members and other appointed Regular Members. The Committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise the performance of approved projects.

**5. Grounds Committee:** (May be combined with Building and Property Committee.) This committee shall consist of three (3) Board Members and other appointed Regular Members. The committee shall be responsible for the care and maintenance of the playing field(s), building(s) and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

**6. Playing Equipment Committee:** This committee shall consist of three (3) Board Members and other appointed Regular Members. The committee shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board of Directors. It shall also be responsible for the proper issuance of such supplies and equipment and for their repair, cleaning and storage thereof at the close of the season. If this committee is used, then there is no need for an equipment manager/director.

**7. Managers Committee:** This committee shall consist of three (3) Board Members. The committee shall interview and investigate prospective managers and coaches and recommend acceptable candidates to the President for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President of the BAYA. It shall at the request of the President or the Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President and/or the Board of Directors.

**8. Umpire Committee:** This committee shall consist of three (3) Board Members and other appointed Regular Members. The BAYA President shall be the chairman of any such committee. The committee shall recruit, interview and recommend to the Board of Directors for appointment a staff of umpires, including a chief umpire and replacements. When appointed, the staff of umpires shall be under the personal direction of the BAYA President, assisted by the Chief Umpire, who shall train, observe and schedule the staff.

**9. District Committee:** This Committee shall consist of the BAYA President as chairman and two (2) other Board Members. The committee shall assist the District Administrator in inter-league district functions, including but not limited to, the selection of tournament sites and area tournament directors.

**10. Auxiliary Committee:** This committee shall consist of the BAYA Treasurer and two (2) other Board Members and appointed Regular Members. The committee shall coordinate the activities of the Auxiliary. It shall review and evaluate auxiliary projects for raising money and disposition of profits and make recommendations to the Board of Directors. The Board of Directors shall approve in advance all projects and actions of the Auxiliary.

**11. Auditing Committee:** This committee shall consist of three Board Members; the signatures of checks are not authorized. The committee shall review the BAYA books and records and bring its findings to the Board of Directors with recommendations for any actions that may be warranted. If directed by the Board of Directors or Regular Members, it may secure the services of a Certified Public Accountant to accomplish such review.

**ARTICLE XIII– AFFILIATION**

1. **Baseball Charter**: BAYA shall annually apply for a charter from ***Little League Baseball Incorporated*** and shall do all things necessary to obtain and maintain such charter. BAYA shall devote its entire energies to the activities authorized by such charter, and it shall not be affiliated with any other program or organization or operate any other program.
2. **Rules and Regulations**: The official playing rules and regulations as published by ***Little League Baseball Incorporated*** shall be binding on BAYA.
3. **Local Rules, Ground Rules**: The local rules and ground rules of BAYA shall be adopted by the Board of Directors at a meeting to be held not less than one month prior to the first scheduled game of the season, but shall in no way conflict with the rules, regulations and policies of ***Little League Baseball Incorporated*** nor shall they conflict with this constitution. The local rules and ground rules of this league shall expire at the end of each fiscal year and are not considered part of this constitution.

**ARTICLE XIV - ACTIVITIES**

1. The BAYA shall have sponsored activities from time to time, some for fund raising and some for pleasure.
2. The Committee Chairpersonshall have complete control and powers over all planned activities as authorized by the Board of Directors.
3. No BAYA sponsored or sanctioned activity shall be held which would exclude the boys and girls to which BAYA is dedicated to.
4. It shall be the duty of every member and participant to assist the Committee Chairperson and committee members in every way possible in the planning, execution and participation of all BAYA activities and events.
5. All BAYA activities shall be solely for the benefit of those boys and girls as set forth in Article II of this document.

**ARTICLE XV– RULES AND REGULATIONS**

1. BAYA shall have the rights and privileges to promulgate such rules and regulations as may be necessary to carry out the basic purpose and functions of the BAYA.
2. No rules or regulations shall be adopted by the BAYA until the Board of Directors has reviewed and recommended same with their justification.
3. No rules or regulations shall be adopted which does not promote BAYA or which might change the basic primary purpose and functions of the BAYA.
4. All rules and regulations adopted by the BAYA shall be for the benefit of those boys and girls as set forth in Article II of this document.
5. All officers, members and volunteers will adhere to all rules, regulations and requirements per the official league rules, the BAYA Code of Conduct and these Constitutions and by-laws.

**ARTICLE XVI– FINANCIAL AND ACCOUNTING**

1. The Board of Directors shall decide all matters pertaining to the finances of the BAYA and it shall place all income, except concession money, in a common league treasury, directing the expenditures of funds in such a manner as will give no individual or team an advantage over those in competition with such individual or team.
2. No expenses may be incurred by any member of the BAYA without prior approval of the Board of Directors. Any expenses incurred by any member without prior approval of the Board of Directors shall be discussed and voted on during a meeting before payment or reimbursement, if any, is made.
3. If a situation arises where funds need to be expended but cannot wait until a Board meeting, then approval must be given by one of the BAYA’s officers. Approval should be attained in the following order: President, Vice-President, Sgt at Arms, Secretary, and Treasurer. Start at the top of the list and if the first person cannot be found then move to the second person on the list, etc. Proceed towards the bottom until one of these individuals are notified and can give approval/non-approval of the purchase. The person who approves/non-approves the purchase then must present to the Board of Directors at the next scheduled meeting the reasoning behind their decision.
4. All authorized expenses shall be turned over to the Treasurer as soon as possible for timely payment of same.
5. The Board of Directors shall not permit the contribution of funds or property to an individual team(s) but shall solicit funds for the common treasury of the BAYA thereby.
6. The solicitation of any funds shall be placed in the BAYA treasury.
7. **No team or team representative shall solicit local businesses for team donations.** Any donations from local businesses shall be given to the Treasurer of BAYA to be deposited into the common funds. If a team needs additional money, for any reason, then it is the responsibility of the team to get Board approval, organize and perform a fundraising activity. I.e., Car wash, bake sale, etc.
8. All disbursements shall be made by check or debit card. All checks shall be signed by the BAYA Treasurer and/or such officer(s) as the Board of Directors shall determine.
9. No Board of Directors Member, Regular Member, Special Member or Player Member shall receive, directly or indirectly, any salary, compensation, or emolument from the BAYA for services rendered as a Member.
10. All money received shall be deposited to the credit of the Baker Area Youth Association in the Teacher’s Federal Credit Union.
11. Concession’s money over $2500.00 shall be moved to the general account to be used for BAYA expenses.
12. Upon dissolution of the Baker Area Youth Association and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the BAYA to another Federally Incorporated entity which maintains the same objectives set forth in Article II of this document, which are or may be entitled to exemption under Section 501-c-(3) of the Internal Revenue Code or any future corresponding provisions.

**ARTICLE XVII– AMENDMENTS**

1. No amendment shall be considered which will change the primary purpose or basic functions of the BAYA.
2. All proposed amendments shall be reviewed by the Board of Directors before being considered at a Regular Meeting.
3. This document may be amended, repealed or altered from time to time, in whole or in part by a majority vote of the Members at a duly organized meeting provided notice of the proposed change(s) is included in the notice of each meeting. The Members must be notified of such meeting at least one month prior to the meeting.

This Constitution was approved by Baker Area Youth Association Board of Directors on:

**November 2022 at the Annual Meeting**

|  |  |
| --- | --- |
| President’s Name (Print): Chris R. Clark | |
| President’s Signature: | Date: |
| Vice President’s Name (Print): Jon Lindros | |
| Vice President’s Signature: | Date: |
| Little League Membership on (Date): | |
| Little League ID No.: | |
| Federal ID No.: | |
| State ID No. (Sunbiz): | |

**APPENDIX A**

**CONFLICT OF INTEREST POLICY**

**PURPOSE:** The Purpose of the conflict of interest is to protect this tax-exempt organization’s (Baker Area Youth Association) interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**DEFINITIONS:**

* 1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegating powers, who has a direct financial interest, as defined below, is an interested person.

**2**. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investments, or family:

* + 1. An ownership or investment interest in any entity which the Organization has a transaction or arrangement.
    2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
    3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under **DEFINITIONS,** Section 2 a person who has financial interest may have a conflict only if the appropriate governing board or committee decides that a conflict of interest exists.

**PROCEDURES:**

**1**. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the governing board delegated powers considering the proposed transaction or arrangement.

**2**. **Determining Whether A Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3**. **Procedures for Addressing the Conflict of Interest**

* 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arraignment.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
  5. **Violations of the Conflict-of-Interest Policy**
     1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
     2. If, after hearing the member’s response and after making further investigations as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take the appropriate disciplinary and corrective actions.

**RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee’s decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**COMPENSATION**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
3. Any voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ANNUAL STATEMENTS**

Each director, principle officer or member of a committee with a governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understand the policy,
3. Has agreed to comply with the policy, and procedures.
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**PERIODIC REVIEWS**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the results of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit or in an excess benefit transaction.

**USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in PERIODIC REVIEWS, the Organization may, but not need, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ANNUAL STATEMENT AFFIRMATION**

My signature below affirms that I have received, read and understand these Constitution and By-laws and agree to comply with these policy and procedures as agreed upon by the Board of Directors and the voting membership.

President Name: Signature:

Vice President Name: Signature:

Sgt at Arms Name: Signature: \_\_\_

Secretary Name: Signature:

Treasurer Name: Signature:

Director #1 Name: Signature:

Director #2 Name: Signature:

Director #3 Name: Signature:

Director #4 Name: Signature:

Director #5 Name: Signature:

Director #6 Name: Signature:

Director #7 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director #8 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director #9 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director #10 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Revised 11/07/22