

**Lee's Summit Baseball Association
Bylaws (Amended March 2022)**

Article I -Name

The name of the organization shall be the Lee's Summit Baseball Association (hereinafter the "Association"). The Association is incorporated under Missouri statutes for not-for-profit corporations.

The principal office of the Association in the State of Missouri shall be in the city of Lee's Summit, County of Jackson. The Association may have such other offices, either within or without the State of Missouri, as the board of directors may determine or as the affairs of the Association may require from time to time. The Association shall have and continuously maintain in the State of Missouri a registered office, and the registered agent whose office is identical with such registered office. The registered office in the State of Missouri, and the address of the registered office may be changed from time to time by the board of directors.

Certificate of Incorporation. Issued by the State of Missouri. Recorded in Book 1541, Page 540, and the Articles of Incorporation Under the General Not-for-Profit Corporation Act:RecordedBook1541, Page 541. The Lee's Summit Baseball Association is a non-profit organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) This Association is not a private foundation and never intends to be. In the event this Association becomes defunct, the current assets shall be disbursed to Lee's Summit Parks and Recreation Department. Otherwise, upon simple majority vote of the membership present, the assets may be disbursed to any other organization which qualifies for exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Article II –Purpose

Primarily, the Lee's Summit Baseball Association shall have as its basis, the development of good sportsmanship and fair play. It shall be borne in mind that the Association has been organized for development of all youth living in Lee's Summit and/or Reorganized School District No. 7 and not for aggrandizement of any individual or team.

Article III – Board of Directors

Section 1. General

- A. The affairs of the Association shall be managed, supervised, and controlled by a self-perpetuating board of directors consisting of not less than three (3) persons (as decided from time to time by the board of directors) in a manner specified in section 2. The Board of Directors shall consist of the following persons: LSBA Officers, Division Representatives, and At-Large members, all of which shall be eligible to vote. The Officers shall determine what constitutes a Division within the association and shall also determine the number of At-Large members on the Board of Directors. Each At-Large member shall be the chairperson of a major committee within the Association and the addition or deletion of committees or duties shall be determined by the Board.

- B. In case of a tie vote, the presiding officer's vote shall carry.
- C. The Board of Directors has the authority to recognize outstanding service by presentation of Life Memberships in the Association and/or plaques. Life Membership shall be issued to each past President. Decisions pertaining to business affairs of the Association shall be final.
- D. Members of the Board of Directors who miss more than two consecutive meetings may be replaced at the discretion of the Officers.

Section 2. Meetings

- A. Annual Meeting. The annual meeting of the board of directors shall be held on a date in September as selected by the officers. Any person who resides in the City of Lee's Summit or the Reorganized School District No. 7 may attend the Annual Meeting. Such meeting date shall be selected by the officers and the date of such meetings shall be posted on the Association's website.
- B. Monthly Meetings. The board of directors shall meet at least once per month on a date determined by the officers. Such meeting dates shall be selected by the officers.
- C. Location of Meetings. All meetings of the board, regular or special, shall be held at the principal office of the Association, or at such time and place within or without the State of Missouri as shall be determined by the President or, if not designated by the President, then as determined by the board of directors. An annual meeting shall be held each September for the purpose of electing officers and directors and transacting other business as may come before the meeting. Special meetings of the board of directors may be called by or at the request of the President, or in the absence of the President, by the secretary, or any two directors. The Board is authorized to conduct meetings virtually/online or in any commercially feasible manner.
- D. Attendance at Meetings. Members of the board of directors or of any committees designated by the board of directors may participate in a meeting of the board or committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the board or of the committee. The consent shall have the same force as the effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the board of directors or of the committee.

Section 3. Notice

Notice of any annual or special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each director at such director's business or home address. If mailed,

such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors needs to be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum

Two-thirds of the incumbent members of the board of directors shall constitute a quorum for the transacting of business at any meeting of the board of directors.

Section 5. Manner of Acting

The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the board of directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Missouri.

The President shall only cast a vote pertaining to decisions made by the board of directors when a vote of the regular board members results in a tie. In such an instance the vote of the President is required.

Section 6. Fidelity Bond. The President, Vice-President, Treasurer, Fund Raising Chairperson, and any other person designated by the Board shall be covered by a Fidelity Bond in an amount prescribed by the Board of Directors, in favor of the Lee's Summit Baseball Association at the expense of the Association.

Article IV -Terms and Election of Directors

Section 1. Terms

Each director shall be elected for a term of two (2) years, at an annual meeting of the board of directors. Fifty percent of the members are appointed in the even-numbered years and fifty percent of the members are appointed in the odd-numbered years. Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself/herself indefinitely.

Section 2. How Selected. Members of the Board of Directors shall be elected by a majority of the elected officers. Officers shall not be allowed to elect more than one member of a family to serve on the Board at any given time.

Section 3. Vacancies

When vacancies occur, the board shall consider the following criteria for the selection of board members:

a. Two-thirds (2/3) of board members shall be residents or business owners in the City of Lee's Summit, Missouri and/or residents of the Reorganized School District No. 7

- b. The board of directors shall regularly seek the advice and counsel of the beneficiaries of all activities promoted by the Association in all its decisions.
- c. The members of the board of directors as of the date of these amended Bylaws shall be referenced in Exhibit A.

Section 4. Removal

The board of directors may, by resolution adopted by a majority of the directors, remove a fellow board member for just cause. If a board member is absent from three consecutive regular meetings of the board of directors, that board member may be removed by an action of the majority of the board members present at a regular or special meeting.

Article V - Officers

Section 1. General

- A. Officers: The officers of the Lee's Summit Baseball Association shall be the President, Vice President, Secretary, and Treasurer.
- B. Term: Each officer shall take office at the January meeting and shall serve for a term of two years.
- C. Nominating Committee: A nominating committee consisting of at least three current members of the Lee's Summit Baseball Association shall be appointed by the Officers whose seats are not up for election. The nominating committee members may not be then-current officers. This committee shall be announced at the May board of directors meeting or as soon as practicable after such meeting. The committee will present at the August general membership meeting at least one candidate for each office to be filled and shall have contacted each candidate prior to this time and secured their agreement to serve if elected. Nominations for each office shall also be accepted from the floor at the August meeting.
- D. Removal: Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting.
- E. Replacement: Replacement of Officers. When elected officers of the Association are unable to fulfill their elected term, the following procedures shall be used to name replacements:
 - 1. President. The Vice-President of the Association shall immediately assume the title, duties, and obligations of the President through the remainder of the unexpired term.
 - 2. Vice-President, Secretary or Treasurer. The remaining officers of the Association shall contact potential candidates to secure their agreement to serve and shall nominate to the Board of Directors at least one candidate to fulfill the unexpired term. Board members may nominate other eligible candidates. Election shall be by simple majority vote of the Board of Directors, provided the quorum requirements of Article VI - Board of Directors are satisfied. In the case of a tie vote, the presiding officer's vote shall carry. The election of the replacement officer shall occur within 45 days from the notification date of the inability of an officer to fulfill their elected term.
- F. Duties: The officers shall perform those duties customarily assigned to the offices held.

1. President -The President has the authority to and shall call and preside at all meetings, appoint members of all committees necessary for proper functioning of the Association. President shall supervise execution of all Board of Directors resolutions. Except as allowed in Article XI, President shall co-sign all checks drawn against accounts of the Association. President shall expel, when compelled and directed to expel, by a majority vote of the Board of Directors, any member from the Association whose personal conduct is detrimental to the purposes and interest of the Lee's Summit Baseball Association. The President shall perform any other duty not listed above which is in the best interest of the Association and its programs.
2. Vice President -The vice President shall assist the President as may be requested by him/her and shall perform the duties of the President or Secretary in his/her absence or in the event of his/her inability or refusal to act.
3. Secretary -The secretary shall be responsible for keeping the minutes of the meetings of the Association and distributing copies of these minutes to all current members at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of secretary. The secretary shall also function as the parliamentarian as defined in Robert's Rules of Order Revised. The SECRETARY shall be responsible for facilitating the meetings according to Article IX a.
4. Treasurer - The Treasurer shall keep an accurate account and record of all funds and financial matters of the Association and shall provide an accurate and true report at each monthly meeting. Except as allowed in Article XI, the Treasurer shall sign all checks drawn against the Association and in no case shall the Treasurer sign a check for any capital item (equipment) in excess of \$1,000.00, without specific approval of the Board of Directors. Treasurer shall be responsible for safe keeping of all moneys, valuables, deeds, titles, and any other assets of the Association with the exception of team and school equipment. Treasurer shall deposit all funds in a bank or other agency approved by the Board of Directors, and which is a member of the Federal Depositors Insurance Corporation. Upon absence of the President, Vice President or Secretary, the Treasurer has authority and shall perform all duties of such offices. The Treasurer shall be included on a Fidelity Bond, in an amount prescribed by the Board of Directors, in favor of the Lee's Summit Baseball Association at the association expense.

Section 2. Past President

The past President shall serve as an *ex-officio* officer providing assistance to the President and other officers until a transition has been completed.

Article VI – Executive Board

- A. Composition. The Association shall have an Executive Board that consists of the Officers of the Association, plus individuals appointed to Liaison positions, as described herein.

- B. Liaisons. The Officers have the authority to appoint members of the Board to Liaison positions to assist with, oversee, manage, or otherwise facilitate Board operations.
 - a. Each person appointed to a Liaison shall serve in that position for two (2) years.
 - b. The Executive Board may reappoint Board members to Liaison positions any time prior to or at the end of the Liaison's term and Board members may serve in Liaison positions for an unlimited number of terms.
 - c. As of the date of these Amended Bylaws, the Executive Board has created two liaison positions: Division Rep Liaison and Operations Liaison.
 - d. The Executive Board may define the roles of the Liaison positions specifically or generally and may maintain job descriptions for each liaison to the extent the Executive Board deems such descriptions necessary.
- C. Meeting. The Executive Board shall meet the first Monday of each month unless an alternative date is agreed upon by a majority of the members of the Executive Board any time prior to the scheduled meeting. The President may also waive or cancel Executive Board meetings if (s)he deems such meeting unnecessary.

Article VII - Committees

The board of directors, as necessary, may designate regular or special project committees, or such committees as designated by the President.

- a) The Chair of a committee shall be a representative from the board of directors.
- b) The President of the Lee's Summit Baseball Association shall be an ex-officio member of all committees.
- c) Meetings of each committee may be called by its President or by the President of the Lee's Summit Baseball Association on five days notice to the members of the committee. Committees shall meet as often as is necessary to conduct their business.
- d) All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular board meetings.
- e) The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.
- f) Each board member shall be an active member of one or more committees.

Article VIII -Amendments

These bylaws may be amended by a two-thirds majority vote of the members present and voting at any duly called meeting or special meeting of the Association called for that purpose. Each proposed amendment shall be presented at a meeting prior to being voted upon and shall be printed in the minutes of that meeting.

ARTICLE IX - Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving names and addresses of the members entitled to vote. The Association may, and is recommended to, store records in electronic format, including maintaining online or cloud-based storage for Association

books and records. All books and records of the Association may be inspected by any member or their agent or attorney for proper purpose at any reasonable time.

ARTICLE X - Fiscal Year

The fiscal year of the Association shall begin on the first of October and end on the thirtieth of September of each year.

ARTICLE XI - Disbursement of Funds

The Association, with the approval of the Board of Directors, may contract with a Certified Public Accountant (CPA) to write and sign checks drawn against an Association bank account. A separate bank account must be set up specifically for the CPA. The contract may include CPA reconciliation of the bank account statement. The contract must require a CPA issued monthly report that contains (1) all checks issued during the month, (2) uncleared checks and (3) current balance. The report must be reviewed by the Treasurer and President and signed by both signifying their approval of the expenditures. The Treasurer will retain all of the CPA reports.

ARTICLE XII - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Missouri or under provisions of the articles of incorporation or by-laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article XIII -Parliamentary Authority

- a) Robert's Rules of Order Revised shall govern the Community Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.
- b) The above bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned directors this ___ day of March 2022

Exhibit A
Current Board of Directors

LIST