

**PINE RICHLAND BASEBALL & SOFTBALL ASSOCIATION, INC.**  
**BY-LAWS**



(revised October 25, 2009)

**ARTICLE I - NAME**

The name of the organization shall be the Pine-Richland Baseball & Softball Association, Inc. (the "Association")

**ARTICLE II - OPERATING PERIOD**

The Association shall operate on a fiscal year ending September 30.

**ARTICLE III - PURPOSE**

The purpose of the organization shall be to encourage and promote baseball and softball activities for youth ages five to eighteen of the Townships of Pine and Richland, Allegheny County, Pennsylvania. The purpose is also to develop citizenship, sportsmanship, physical development and a spirit of competition, to provide adequate facilities, to encourage and maintain a healthy interest in athletic activities of all types, with the ultimate purpose of developing in our youth a sense of responsibility. All children of the Townships of Pine and Richland shall be eligible to participate in the activities conducted by the Association without regard to race, creed, color, religious affiliation, physical or mental impairment, or sexual orientation.

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its Officers, Directors or other private persons. However, the Association may be authorized and empowered within these By-Laws to pay reasonable compensation for services rendered to the Association, and to make payments and disbursements in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda or the attempt to influence legislation.

The Association shall not participate in any political campaign. Notwithstanding any other provision of these By-Laws, the Association shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future

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federal tax code, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

**ARTICLE IV - BOARD OF DIRECTORS**

1. NUMBER AND TERM. The Board of Directors shall consist of that number of members determined by the Board at its annual meeting, but in no event shall the Board consist of more than thirty (30) members. Each Director shall serve a term of one (1) year. Each Director may be eligible for re-election for any number of consecutive terms.
  
2. MEETINGS. Regularly scheduled meetings of the Board of Directors shall be held at such dates and times as determined by the Board from time to time. The annual meeting of the Board shall be held during the month of September at a date and time determined by the Board. Notice of such regularly scheduled meetings shall be given by an Officer to the Board not less than three (3) weeks in advance thereof. If necessary, the President may call additional meetings, and the Secretary shall give notice to each member of the Board of Directors not less than seven (7) days prior to the scheduled date of an additional meeting. The Chairman, and in the Chairman's absence, the Vice Chairman, shall preside at all meetings of the Board of Directors.

Anything herein contained to the contrary notwithstanding, notice of any meeting of the Board shall not be required as to any Board member who shall attend such meeting in person; and, if any member shall, in person or by attorney duly authorized, waive notice of any meeting, whether before or after such meeting, notice thereof shall not be required as to said member.

Notice of an adjourned meeting need not be given other than by announcement at the meeting of which such adjournment is taken.

3. VOTING; QUORUM; TELEPHONIC PARTICIPATION. Each member of the Board of Directors will be entitled to one (1) vote. There shall be no proxy voting. The presence of not less than one-half (1/2) of the members of the Board of Directors shall be required to constitute a quorum for the transaction of business at every meeting of the Board. Those members of the Board who participate in any such meeting by amplified telephonic equipment shall be deemed "present" at such meeting for all purposes under these By-Laws. An affirmative vote of a majority of all voting members present will be required to pass any item of general business and to elect any Officer or Director.
  
4. TRANSACTION OF BUSINESS OTHER THAN AT A MEETING. A resolution, other than for the removal of a Director, which has been circulated to all Directors in writing and which has been accepted by all Directors in writing, shall have the same effect, when filed by the Secretary of the Corporation, as if it had been passed at a duly constituted meeting.

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5. GENERAL DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors shall have the authority to make rules and regulations governing the activities of the Association as the Board shall, from time to time, deem necessary and as permitted under applicable law.

The following specific powers are expressly conferred upon the Board of Directors:

- Determine which Board members and/or Officers shall be authorized to sign checks, bills, notices, receipts, acceptances, endorsements, releases, contracts and any other instruments;
  - Delegate any of the powers of the Board of Directors to any committee, Officer, Director or agent of the Association; and
  - Establish and maintain separate bank accounts for all purposes of the Association.
6. SPECIFIC DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors shall delegate responsibilities to each member of the Board with respect to the various teams that comprise the Association's activities.

**ARTICLE V - OFFICERS**

1. NUMBER AND TERM. The Officers of the Association shall include the following positions:
- President/Chairman
  - Vice President of Softball
  - Secretary
  - Treasurer

An Officer shall serve a term of one (1) year. An Officer may be eligible for re-election for any number of consecutive terms. The Board may appoint such other officers as it may deem necessary from time to time. The Secretary and Treasurer may be the same person.

2. PRESIDENT. The President shall be the chief executive officer of the Association and shall have general and active control of its business affairs. The Office of the President shall have general power to exercise all the powers usually appertaining to the office of the Chief Executive Officer of a corporation. The President shall also be the Chairman of the Board of Directors.
3. VICE PRESIDENT OF SOFTBALL. The Vice President of Softball shall oversee all aspects of the Association's softball programs and softball-related activities.

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4. SECRETARY. The Secretary shall have the responsibility for giving notice of all meetings of Members and of the Board of Directors and for keeping and attesting true records of all proceedings thereafter. The Secretary shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed; and shall generally perform all the duties usually appertaining to the office of Secretary of a corporation. The Secretary shall also be the Vice-Chairman of the Board of Directors.
5. TREASURER. The Treasurer shall have the responsibility for the care and custody of all moneys, funds and securities of the Association, and shall deposit or cause to be deposited all funds of the Association in and with such depositaries as the Board of Directors shall, from time to time, direct. The Treasurer shall have responsibility for keeping all books of account relating to the business of the Association, receive and disburse all funds with the approval of the Board of Directors, submit a financial report at each regular monthly meeting, and prepare and submit to the Board of Directors an annual budget by March of each calendar year.
6. DUTIES. In addition to the foregoing especially enumerated duties and powers, the several officers of the Association shall perform such other duties and exercise such other powers as may be provided by the By-Laws or as the Board of Directors may from time to time determine.

**ARTICLE VI - ELECTION OF OFFICERS AND DIRECTORS**

1. NOMINATING COMMITTEE. At the July monthly meeting, a Nominating Committee consisting of three (3) members of the Board of Directors shall be appointed by the President to nominate Officers and Directors to fill vacancies for the upcoming term. In addition to word of mouth, the Nominating Committee shall seek the names of interested candidates by publishing notification of all upcoming vacancies in the August newsletter.
2. PROCEDURE FOR NOMINATIONS. Nominations for the office of President shall be posted on the Association's website for a minimum period of 10 days in the month of August. The Board of Directors shall interview and review the credentials and qualifications of all presented candidates for the office of President at the meeting of the Board held during such month of August or, if no such meeting occurs, at the first meeting of the Board held in the next following September. A vote by the Board of the Association for the position of President shall occur at such meeting after such interviews and reviews have been completed. The Nominating Committee shall present candidates for Officer and/or Director positions, other than for the office of President, to the Board of Directors no later than September 1. The Board of Directors shall then interview and review the credentials and qualifications of all such presented candidates. Such Officers and/or Directors shall be elected at the September monthly meeting. Where more than one candidate exists for a particular Officer or Director position, including for the office of President, the election for that position will be conducted by secret ballot.

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3. COMMENCEMENT OF TERM. The terms of each newly elected Officer and Director, including the office of President, shall commence upon such person's election.
4. MID-TERM VACANCIES. A mid-term vacancy on the Board of Directors will be filled by appointment of the Board of Directors.

**ARTICLE VII - REMOVAL OF OFFICERS AND DIRECTORS**

The Board of Directors, by a two-thirds majority vote of the entire Board, may remove from office any Officer or Director when, in the opinion of the Board, that Officer or Director is not performing his or her duties, or is otherwise acting in a manner not in the best interests of the Association.

**ARTICLE VIII - DISSOLUTION**

In the event of the complete dissolution of the Association, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county of Allegheny, exclusively for the above purposes and such organization(s), as such court shall determine.

**ARTICLE IX - AMENDMENT**

Amendments to these By-Laws shall be submitted in writing to the Board of Directors at any of the regular monthly meetings. The Board of Directors, by a majority vote of the entire Board, may adopt any proposed amendment as a permanent provision to these By-Laws.