

**BYLAWS**  
**OF**  
**ALABAMA BASEBALL COACHES**  
**ASSOCIATION, INC.**

**A NON-PROFIT CORPORATION**

**ARTICLE I**

**NAME AND OFFICE**

**1.01**    **NAME:** The name of this charitable corporation is:    **ALABAMA BASEBALL COACHES ASSOCIATION, INC. (ALABCA)**

**1.02**    **OFFICE:** The principle office of this Charitable Corporation shall be at: 4408 Chrystan Road, Montgomery, AL 36109 or such other place in or outside the State of Alabama as the Directors may deem appropriate.

**ARTICLE II**

**PURPOSE**

**2.01**    **PURPOSE:**    The purpose for which the Corporation is organized are strictly within the bounds of State and Federal requirements for non-profit corporations. ALABAMA BASEBALL COACHES ASSOCIATION, INC. shall function exclusively for the fostering of amateur baseball, in a matter that is charitable, educational, and within the meaning of the Alabama Non-Profit Corporation Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereto.

**ARTICLE III**

**DIRECTORS**

- 3.01 NUMBER & QUALIFICATIONS:** This corporation shall be governed by a Board of Directors of not less than (3) three, a majority of which shall be unrelated by blood or marriage, who shall be coaches, teachers, or the like and who have demonstrated expertise and experience in matters of managing, coaching, and/or financing. All resolutions, amendments and other decisions must be by unanimous vote except as otherwise designated in the Articles of Organization or the By-laws.
- 3.02 APPOINTMENT & ELECTION & TERM:** The Directors shall be appointed by the Executive Director, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Executive Director. Said appointments shall be made at the Annual meeting of the Board of Directors. Directors shall serve a term of three years, and shall be eligible to succeed themselves in consecutive terms provided they remain in active service and continue to meet the requirements enumerated in section 6.01 of the Articles of Incorporation.
- 3.03 RESPONSIBILITIES AND LIABILITY:** The Directors shall be trustees of the corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Executive Director in matters of the operation of the corporation. Directors shall in no way encumber personal liability from the actions of the corporation and shall be entitled to indemnification according to the provisions of the Alabama Non-Profit Corporation Act and the Alabama laws exempting nonprofit officials from liability.
- 3.04 RESIGNATION OR REMOVAL:** Any Director may resign at any time by giving prior written notice of such resignation to the Board of Directors. Furthermore, Directors may be removed from the Board of Directors by resignation, engaging in activities unbecoming a civic leader, or when such activities will serve the best interest of this corporation, death, or action of the Executive Director in counsel with the other Directors. Vacancies on the Board will be filled by nomination of the Executive Director and a majority vote of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.
- 3.05 ANNUAL MEETINGS:** The Board of Directors shall meet at least annually in a location specified by the Executive Director, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Alabama. The corporation shall reserve the right to reimburse all Directors for all reasonable travel expenses incurred in attending the meetings, and shall so stipulate the decision for said reimbursements in a resolution passed at the meeting being considered for reimbursement. Said reimbursements shall be subject to the corporations official reimbursement plan in force at the time of the transaction. A simple majority shall constitute a quorum sufficient to conduct business.
- a. The primary regular meeting shall be held in the month of August or September,

or at any time decided by the Executive Director at which time the Executive Director shall report on the activities of the Not-For-Profit during the previous year, and shall relate his or her plans and goals for the coming year. The Board of Directors shall establish the annual budget and rates of compensation for the Executive Director and all other staff and employees.

- 3.06 SPECIAL MEETINGS:** Special meetings may be called as needed by the Executive Director and/or a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director in person at least three hours before an emergency meeting of the Directors.
- 3.07 WAIVER OF NOTICE:** Attendance of a Director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting except where Director attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provision of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice whether before or after the time stated is such waiver, will be deemed equivalent to the giving of such notice.
- 3.08 QUORUM:** All meetings of the Board of Directors shall have a majority of Directors necessary to constitute a quorum and the act of the majority of Directors present at any meeting in which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.
- 3.09 COMPENSATION:** The corporation reserves the right to set compensation for the Directors or salary commensurate with the time they devote to the affairs and leadership in the Corporation as determined by a vote of the Board of Directors, as well as a reasonable sum for expenses incurred in services to the organization which are approved by the Board of Directors.
- 3.10 ACTION BY CONSENT:** Any action by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting by a consent in writing, setting forth the action so taken, signed by all the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

## **ARTICLE IV**

### **MEMBERSHIP**

- 4.01** This corporation shall have only one class of members. The membership is open to all

baseball coaches and scouts and all individuals who have an interest in amateur baseball without regard to race, religion, and membership is obtained through the payment of annual dues, which during 2002 will be set at \$25.00. The Board of Directors has right and authority to change the amount of dues on an annual basis. All members shall have the same rights which shall include but not be limited to invitation to the Coaches Convention and newsletters at least twice a year. All members have equal voting privileges in all matters that come before the association for consideration as decided by the Board of Directors. Nevertheless, all business of the corporation shall be conducted by the Board of Directors.

## ARTICLE V

### CORPORATE OFFICERS

**5.01** **NUMBER:** The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and the other listed officers and such other officers as may be designated by the Board from time to time with such powers and duties as may be determined by the Board of Directors. Any two (2) offices may be held by the same person at any time, except the offices of President and Secretary must be held by two (2) separate persons.

**5.02** The following designations and descriptions shall apply to and be the officers of the Corporation:

- a. **The President, Executive Director,** The President will be the Chief Executive Officer and Executive Director of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. He shall assist/consult each Officer of the Corporation with any of their duties when called upon. He will publish the association newsletter at least twice a year. He will pursue corporate sponsorship and other funds needed to help the association run on a daily basis. He will organize and call at least one meeting during the year.
- b. **The Vice President/Awards Director,** who shall preside in the absence of the President or otherwise at the discretion of the President. The Vice President shall be named by a majority of the Board of Directors upon the nomination of the Executive Director. He will be the Awards Committee Chairman. He will notify all summer league, high school and college coaches of the year of their honor. He will gather all information pertaining to coaches who are being awarded certificates and or plaques for numbers of career wins as head coaches and/or



years of coaching as an assistant of head coach. He will oversee the organization of the awards banquet and will be responsible for the making of the hall of fame/distinguished award plaques and the boards in which their class will be displayed at the exhibitor's hall throughout the weekend of the clinic.

He will also head and appoint the hall of fame/distinguished service award committee. This committee will vote on the candidates who have been nominated for the hall of fame and distinguished service award throughout the year by the members of the ALABCA. Members of the award committee may also nominate candidates to be considered for the hall of fame or the distinguished service award. He will award recipients after their approval by the committee at their annual August/September meeting.

- c. **The Secretary/Underclassman Showcase Director**, The Secretary will keep minutes of all the meetings of the Corporate Officers and of associate members, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Secretary shall be named by a majority of the Board of Directors upon the nomination of the Executive Director. He will send a copy of the minutes to each Officer the week after each meeting. He will organize and run the underclassman showcase held each summer throughout the state of Alabama. The showcase will consist of at least four one-day regional workouts and a two-day showcase weekend.
- d. **Financial Director/Treasurer**, who will be responsible for the reporting to the board of the receipts and disbursements of funds and will be responsible for the obtaining of an independent firm to do an annual audit, review or compilation as decided by the board each year. An updated financial report shall be prepared and presented at all Board meetings.
- e. **Convention Director**, who shall serve as the chairman of the Coaches Convention Committee, in which he will be responsible for the selection and organization of all clinic speaker sessions, and all other activities that take place during the weekend for the convention - exhibitors, hospitality suite, awards, media, etc.
- f. **Media Relations Director**, who will disperse any pertinent information to the media throughout the state and/or nation. This information will include, but not be limited to, public service announcements about the annual coaches convention and the underclassman showcase workouts. He will also maintain and update the

ALABCA web site.

- g. **Membership Director**, who will be responsible for the maintaining of the association's membership and for recruiting new members. He will establish a tree of coaches throughout the state who are members of the association and who he will direct to be responsible for recruiting new members in their region. He will be expected to attend the underclassman showcase weekend and assist in working the event and signing up new members.
- h. **Hospitality Director**, who will be responsible for the hospitality suites at the coaches convention and the underclassman showcase weekend. He will pursue a sponsor for the hospitality suites and help the sponsor in setting up the suites. He will be responsible for the recruiting of vendors/exhibitors to attend the coaches convention. He will assist the vendors throughout the convention weekend.
- i. **Assistant Membership Director** who may be former board members/officers who are asked by the corporate officers/board members to stay on as a consultant to the association. The corporate officers may also nominate and vote on the appointment of any associate officer they feel would be of benefit to the association as a corporate officer. The associate officers are voting officers and will be expected to attend all the officer's meetings.

**5.03 RESIGNATION OF ANY OFFICERS:** Any Officer elected or appointed to office may resign at any time in writing sent to the President of the Corporation or if the Officer resigning is the President, to the Secretary of the Board of Directors of the Corporation.

**5.04 REMOVAL OF OFFICERS:** Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interest of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

**5.05 COMPENSATION OF OFFICERS:** Compensation of all Officers of the Corporation may be fixed by the Board of Directors.

## ARTICLE VI

### **FISCAL YEAR**

**6.01 FISCAL YEAR:** The Fiscal Year of the Corporation shall commence on August 1 of each year and end on July 31.

## ARTICLE VII

## **MISCELLANEOUS**

- 7.01 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS:** No director, trustee, officers or employee of or member of a committee of or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.
- 7.02 CONTRACTS WITH DIRECTORS AND OFFICERS:** The Directors and Officers of the Corporation may be interested in directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trust, or as agents for other persons or corporation, or may be interested in same matters as directors or otherwise shall be at arm's length and not violate of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

## **ARTICLE VIII**

### **AMENDMENTS**

- 8.01 AMENDMENTS BY DIRECTORS:** The directors shall have the power to make, alter, amend and repeal the Articles or Bylaws of the Corporation by unanimous vote of the majority of the Board of any regular or specially called meeting for the purpose of amending the Articles or Bylaws. Written notice of any meeting where the Articles are to be amended shall be given to each member of the Board of Directors by certified or registered mail by (30) days before the meeting.

## **CERTIFICATE**

We, the undersigned being all of the directors of the above named Corporation, do hereby ratify and adopt the foregoing Bylaws as the Bylaws for the regulation of the affairs of said Corporation.

Dated this 15<sup>th</sup> day of SEPTEMBER 2002.

Barry Dean  
Barry Dean, President and Executive Director

Terry Adkins  
Terry Adkins, Vice-President

Darrell Blevins  
Darrell Blevins, Secretary

Dick Steed  
Dick Steed, Treasurer