

Babe Ruth of North Carolina, Inc.

By-Laws

ARTICLE I: NAME: This non-profit, educational corporation shall be known as Babe Ruth of North Carolina, Inc.

ARTICLE II: STATEMENT OF AFFILIATION: Babe Ruth of North Carolina, Inc., shall be affiliated with Babe Ruth Baseball, Inc., a New Jersey corporation and shall be governed by and comply with the principles, rules and regulations of Babe Ruth, Inc., a New Jersey corporation, called Babe Ruth League, Inc.

ARTICLE III: PURPOSE: The purpose of the organization shall be to develop, promote and operate all Babe Ruth approved League programs and any other programs as directed by the corporation's membership within the state of North Carolina. In conjunction with such purpose, the objective of this organization is, to seek to implant in the youth of the state, ideals of good sportsmanship, honesty, loyalty, courage, and reverence, so that they will become stronger and happier youth who will grow to be good clean, healthy adults.

ARTICLE IV: SITES OF PRINCIPLE OPERATIONS: The principle operations of Babe Ruth of North Carolina, Inc., shall be within the state of North Carolina, but may extend into such areas as provided by the Rules and Regulations of Babe Ruth League, Inc.

ARTICLE V: GOVERNMENT: (Section A) The government of Babe Ruth of North Carolina, Inc., shall be under the supervision of a Board of Directors, consisting of the following officers and members:

1. **The State Commissioner** shall be the principal executive officer of the corporation and shall, in general, be responsible for all business and affairs of the corporation under the supervision of the Board of Directors. He shall be empowered to sign singularly or with the treasurer, any deeds, mortgages, bonds, contracts, checks, or other instruments which the Board of Directors have authorized to be executed, except in cases where this signing shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. He shall be the main contact with the state organization, the Regional officials, and Babe Ruth League, Inc. In general, he shall perform all duties incident to chief executive officer of the corporation and such others as may be prescribed by the Board of Directors. This Commissioner is an ex-officio member of all committees dealing with the operation of the corporation and, as such shall have no voting power while on such committees. This Commissioner is a voting member of the corporation's Board of Directors and is elected by the District Commissioners in accordance with Babe Ruth League, Inc. regulations.
2. **The (elected) Assistant State Commissioner** in the absence of the State Commissioner shall perform the duties of the State Commissioner and when so acting shall have all the powers of the State Commissioner and also be subject to all restrictions upon the State Commissioner. In the event of resignation or death of the State Commissioner this Assistant Commissioner shall fill his unexpired term or shall serve until the Board of Directors shall hold new elections to fill the vacant office. He is responsible to the State Commissioner and shall perform such duties as may be assigned by the State Commissioner or the Board of Directors. This Commissioner is an ex-officio member of all committees dealing with the operations of all programs and as such shall have no voting power while on such committees. The position is second in command for, Babe Ruth of North Carolina, Inc.

One Assistant commissioner is elected by the District commissioners but others may be appointed by the State Commissioner. The elected Commissioner shall accept the State Commissioner position if necessary.

3. **The Treasurer** shall have charge of and custody of, and be responsible for all funds of the corporation. The Treasurer shall prepare annual financial reports prior to each annual meeting and other such interim reports as shall be required by the State Commissioner. The financial report will be forwarded to members of the Board of Directors. All District Commissioners will distribute this information to League Presidents. The Treasurer assumes responsibility for completion of the annual IRS form 990 (if required) and North Carolina Department of Revenue reports (if required). The Treasurer shall perform such other duties as may be assigned by the State Commissioner or the Board of Directors. This position is appointed by the State Commissioner and approved by the District Commissioners and is a voting member of the corporation's Board of Directors.

4. **The Secretary** records and publishes minutes of all state meeting and all meetings of the Board of Directors. District Commissioners will provide the minutes to all League \ Presidents under their jurisdiction. The Secretary will send notices of all annual and special meetings. The Secretary maintain all corporate records. The Secretary shall perform such duties as may be assigned by the State Commissioner or Board of Directors. This position is appointed by the State Commissioner and approved by District Commissioners and is a voting member of the corporation's Board of Directors.

5. **Legal Advisor** shall provide legal assistance and advice to Babe Ruth of North Carolina, Inc. This position is appointed by the State Commissioner and approved by the Board of Directors. He shall attend all meetings requested by the State Commissioner and/or Board of Directors.

6. **Special Assistant State Commissioners** may be appointed by the State Commissioner and approved by the Board of Directors and shall perform such duties as may be assigned by the State Commissioner or Board of Directors. As many Special Assistant State Commissioners as deemed necessary may be appointed. This position does qualify as a member of the Board of Directors of this corporation.

7. **District Commissioners** are responsible for the affairs of a specific geographic area containing a number of leagues. District Commissioners are elected in accordance with Babe Ruth League, Inc. "regulations. The holder of this position is a member of the Board of Directors.

8. **Assistant District Commissioners** are appointed by the State Commissioner upon recommendation of District Commissioner to promote all facets of Babe Ruth League within a district. This position is not a member of the Board of Directors.

(Section B)

The State Commissioner may divide the state into two divisions, Eastern and Western, and divided further into different program, Cal Ripken, Baseball, and Softball. Special State Commissioners and District Commissioners assigned to a Division / Program will only have voting rights within that Division / Program except for State Commissioner and Assistant State Commissioner elections and Babe Ruth of North Carolina, Inc. matters expressly so called to vote by the State Commissioner or the State Board.

All matters concerning policy and government of the corporation shall be decided by a vote of the Board of Directors and no motion shall be carried without favorable vote from the majority of a quorum at a duly constituted meeting of the Board of Directors. (Article IX-3)

Section C) A vacancy in any office (Section A above) may be filled by the State Commissioner and approved by the Board of Directors for the unexpired portion of the term.

(Section D)

Any candidate for State Commissioner or Assistant State Commissioner shall be an active State Commissioner, Assistant State Commissioner, and District Commissioner, League President or any combination thereof for at least three years of the past five years. A listing of eligible persons will be forwarded in writing by the State Secretary to the District Commissioners thirty days prior to the annual meeting.

(Section E)

The term of all offices of this organization shall be for two years or until their successors shall be sooner elected or appointed. Any officer may succeed himself and may continue to hold office as often as he may be elected or appointed. The term of all offices shall officially start October 1 of each elected year.

(Section F)

Nominations for State Commissioner and Assistant State Commissioner will be submitted from the floor during the election process.

ARTICLE VI POWERS: The Board of Directors of Babe Ruth of North Carolina, Inc. shall have the following powers in addition to the powers expressly or implicitly conferred upon it by law. These powers shall be consistent with and not contrary to any rules and regulations of Babe Ruth League, Inc. In any conflict the rules of the parent organization are to predominate.

(Section A)

To make and enforce rules and regulations to govern itself on a statewide basis.

(Section B)

To make and enforce rules and regulations governing District, Area, and State tournament play.

1. State and District Commissioners may appoint tournament directors for those tournaments under their jurisdiction. This tournament director will have the authority to conduct the tournament in accordance with Babe Ruth, Inc. regulations. The State and District Commissioners shall not take active part in tournaments where they have appointed other than themselves as Tournament Director but shall be the ultimate local authority for all tournaments under their jurisdiction.
2. Official Babe Ruth Patches will be displayed on all uniforms worn in State tournament competition. During tournament play at all levels managers and coaches must be dressed in baseball uniforms not necessarily player's uniforms but matching each other.

(Section C)

Make and enforce rules and regulations governing dues and special assessments to be allocated to constituent State official districts and leagues within the State of North Carolina.

1. State dues for every registered Babe Ruth team in North Carolina shall be set by the State Commissioner as approved by each Division / Program. State fees are payable in accordance with the date established for charter renewals.
2. State fees for each state tournament shall be set by the State Commissioner as approved by each

Division / Program to be paid by host league to State Treasurer.

3. District fees for each district tournament shall be set by the State Commissioner as approved by each Division / Program. This fee to be paid by host league to State Treasurer.
4. All State dues, fees, and assessments shall be placed in the custody of the State Treasurer, to be used as directed by the State Commissioner and Board of Directors.
5. Fees for all other levels of tournament play shall be used to supplement the yearly cost of each Commissioner's operations.

(Section D)

Approve the geographical boundaries of constituent districts and to adjust, create, abolish or consolidate such geographical boundaries as may be established not, or created hereafter.

1. The State of North Carolina will be divided into Eastern and Western Divisions and into districts.
2. Each district will hold a tournament to determine district champions who will advance to the next level of play. Areas Tournaments may replace District Tournaments and be administrated by the State Commissioner and an Area Committee.

(Section E)

Enter into whatever contracts or hold and own property as may be legally permissible, under the application and pertinent section of the laws of North Carolina.

ARTICLE VII:

LEAGUE MEMBERSHIP: League membership in Babe Ruth of North Carolina, Inc., shall be available to:

1. All Babe Ruth leagues within the State of North Carolina whose annual charter application has been approved by Babe Ruth, Inc., and who has satisfied the state dues requirement of Article VI, Section C-1 above.

ARTICLE VIII:

COMMITTEES: The State Commissioner may appoint those committees which he deems necessary for the operation of Babe Ruth of North Carolina, Inc. in North Carolina.

ARTICLE IX:

MEETINGS AND QUORUMS: The Board of Directors shall meet at least once in each calendar quarter or more often as required.

1. The meeting shall be called by the State Commissioner with at least fifteen days written notice of such meetings. Any member of the Board of Directors may waive notice of any meeting. The attendance by a Commissioner at a meeting shall constitute a wavier of notice.
2. Special or any other state meetings shall be held at the call of the State Commissioner or by-a majority of the Board of Directors. The person or persons calling a meeting shall, at least fifteen days before the meeting, give notice thereof to the membership concerned by and usual means of communication. Such notice shall specify the purpose for which such meeting is called.

3. A quorum shall consist of a majority of the voting members of this organization present in order to transact business. Any person eligible to vote at a meeting must be present in order to be empowered to vote. No votes by proxy shall be allowed. Any person present at a meeting holding more than one office which entitles him to vote at such meetings is nevertheless entitled to only one vote.
4. Duplicate records of District and State activities such as minutes and reports of meetings, financial statements, tournament information, etc., must be transmitted to Babe Ruth of North Carolina, Inc. headquarters within seven days of all District and State meetings.
5. All meetings shall be governed by Roberts Rules of Order, revised. '
6. To retain certification and eligibility each District Commissioner and other officers must attend three scheduled meetings per year. Failure to fulfill these requirements may result in loss of certification. Each District must be represented at all meetings or it may forfeit next tournament turn.

ARTICLE X:

AMENDMENTS: These By-Laws may be amended, supplemented or eliminated by a majority of those present at a properly called meeting of the Board of Directors.