



**BYLAWS**  
**of the**  
**HALFMOON BASEBALL LEAGUE, INC.**

**Article I: NAME AND OFFICE**

Section 1. NAME. The name of the corporation is HALFMOON BASEBALL LEAGUE, INC. (the "League").

Section 2. OFFICE. The office of the League shall be located within the Town of Halfmoon, County of Saratoga, State of New York, at an address established by resolution of the Board of Directors.

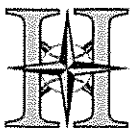
Section 3. TERRITORY. The League shall serve all persons age fifteen and under with no boundaries.

**ARTICLE II: PURPOSES**

Section 1. PURPOSES. The League is a not-for-profit corporation organized exclusively for the purposes of operating, teaching, and promoting recreational activities including but not limited to leagues for youth baseball in Southern Saratoga County. The League's purpose is also to promote and teach sportsmanship, friendship, socialization, and recreation among youth through sports. In furtherance of these purposes, the League is authorized to purchase, lease, maintain, and operate recreational facilities, including baseball fields, concession stands, and other structures incident to the foregoing purposes. To use all properties held or controlled by the League and the net earnings thereof exclusively to further the aforementioned purposes of the League.

Section 2. TYPE B CORPORATION. The League shall conduct itself in accordance with the provisions of the New York State Not-for-Profit Corporation Law as a Type B Not-for-Profit Corporation pursuant to Section 201 thereof.

Section 3. CONFORMITY WITH INTERNAL REVENUE SERVICE. The League shall operate exclusively as a non-profit educational organization engaging in organized youth baseball. No part of the net earnings shall inure to the benefit of any private shareholder, member or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise seeking or attempting to influence legislation, and the League shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In addition to the foregoing, the League shall not engage in any other activities which would be prohibited activities for a not-for-profit corporation operating under the provisions of the Internal Revenue Code of 1986



("IRC") §501 (c)(3) and its Regulations as they may now exist or as they may hereafter be amended.

### ARTICLE III: MEMBERSHIP

Section 1. MEMBERSHIP. The League shall have no Members.

### ARTICLE IV. DIRECTORS

Section 1. RESPONSIBILITIES. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the League shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate activities of the League to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the League shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The responsibilities of the Board of Directors are:

- a. To conduct, manage, and supervise the affairs and activities of the League in an efficient and timely way.
- b. To establish enforce, and/or amend the Bylaws and any other rules, regulations, policies or procedures governing the activities of the League.
- c. To select and remove any employee, agent or representative of the League.
- d. To approve the addition, re-election, or replacement of any Director or officer.
- e. To approve contracts, agreements, or any other legal documents with policy or fiscal implications.
- f. To authorize any Director, Officer, employee, agent or representative to enter into any contract or other agreement for the League.
- g. To approve the League's annual budget/planned expenditures for the coming year.
- h. To delegate, when necessary, to Officers or other Directors, specific responsibilities that are not stated in the Bylaws.
- i. To authorize the borrowing of money or the incurring of indebtedness for the League purposes.



- j. To accept any contribution, gift, bequest or devise for the League purposes.
- k. To assign duties to any standing or special committee as necessary.

Section 2. NUMBER OF DIRECTORS. The number of Directors, shall not be less than five nor more than thirteen. The officers of the Board of Directors, shall set the number of directors for the next calendar year prior to the September regular meeting of the Board of Directors.

Section 3. ELECTIONS OF DIRECTORS. Any person who is interested in seeking election to the Board shall indicate their interest by notifying the League President of his or her interest. The notification should be received by September 1st of the year in which the election is held. Board Members shall be elected at the annual meeting by a quorum vote of the Directors who are present at such annual meeting. Consideration for Board membership includes but is not limited to the following:

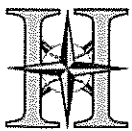
- A) History of League involvement
- B) Possession of unique or valuable skillset
- C) Volunteerism
- D) Attendance at Meetings
- E) Participation at Meetings

Section 4. TERM. Terms of office shall be for three (3) planned years from election date. The Director's term shall begin on April 1st of each year. Each Director shall hold office until the expiration of the term for which elected, and until a successor has been elected and qualified.

Section 5. VACANCIES. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation, or removal of any Director. Any Director may resign effective upon giving written notice to the Board or any Officer thereof. The determination as to whether a vacancy shall be filled shall be made by the Board. The Board may fill any vacancy by majority vote of the remaining Board Members at any regular or special meeting called for that purpose. A Member elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6. REMOVAL. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office. Any Director may be removed, with cause, upon the vote of a majority of all the Board members at any meeting duly called pursuant to the Bylaws. Any Director may be removed without cause upon the vote of 2/3 of all of the Board members at any meeting duly called pursuant to the Bylaws.

For purpose of this section cause shall mean any one or more of the following acts:



- a. Willful damaging of the League's property, business, reputation or goodwill;
- b. Commission of a felony;
- c. Theft, dishonesty, fraud or embezzlement;
- d. Inattention to or neglect of the duties to be performed by the Director which is not the result of illness or accident.
- e. Willfully injuring of any other Director of the League;
- f. Willfully injuring any person in the course of performance of services for the League;
- g. Disclosing to any unauthorized persons confidential information regarding the League; or
- h. Violation of these Bylaws.

Section 7. ANNUAL BOARD MEETING. The annual meeting of the Board of Directors shall occur on the third Wednesday of September each year.

Section 8. REGULAR MEETINGS. Regular meetings of the Directors shall be held on the third Wednesday of each month, or on such date and at such time and place as may be designated by the Board of Directors.

Section 9. SPECIAL MEETINGS. Special meetings of the Directors requested by three or more Directors shall be called by the President. Written notice of time, date and place of any special meeting shall be given to every Director by e-mailing a copy thereof to each Director, not less than 3 days before such meeting, except in case of an emergency in which event notice of such meeting shall be delivered in writing or orally, in person or by telephone, to each Director stating the hour, date and place of such meeting.

Section 10. QUORUM. A majority of the Directors serving at any given time constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 11. VOTING. At any meeting of the Directors, each Director present in person shall be entitled to one vote. Upon demand of any Director, any vote for



Directors or upon any question before the meeting shall be by ballot. All actions shall be taken by those present and voting. No proxies shall be permitted.

Section 12. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participants by such means shall constitute presence in person at a meeting. When necessary to expedite a decision between regular meetings, a vote may also be taken by email poll of the active Board Members.

Section 13. RIGHTS OF INSPECTION. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the real and other property owned by the League.

Section 14. FEES AND COMPENSATION. Directors shall not receive any compensation for their services as a member of the Board of Directors. However, reasonable expenses incurred while attending external meetings, conferences, events and seminars relating to official League business may be reimbursed if approved by the Board. The Board may in its discretion, contract with and pay to Directors rendering services to or for the benefit of the League appropriate to the value of such services.

Section 15. PUBLIC MEETINGS. A public Board of Director meetings shall be open to any and all members of the League, each of whom shall have the right to be heard at an open session. These meetings must be independent of any Executive Session.

Section 16. COMMITTEES. The Board of Directors may form any special or standing committees.

## ARTICLE V. OFFICERS

Section 1. OFFICERS. The officers of the League shall be a President, a Vice President, a Commissioner, a Secretary and a Treasurer.

Section 2. NOMINATIONS. The slate of candidates for the officer positions shall be determined by nominations made to the Board at the annual Board Meeting. No person may be nominated as an officer of the League unless he or she has served at least one year as an active member of the Board of Directors.

Section 3. ELECTION. The Election shall occur at the next monthly meeting of the Board of Directors. The officers of the League shall be elected by a quorum vote by the Board of Directors present at the meeting, a vote will be conducted for each office.



Section 4. QUALIFICATION TO VOTE. The individuals who will constitute the Board of Directors for the current year are the only Directors qualified to vote for officers.

Section 5. QUALIFICATION OF OFFICERS. Only individuals who will be on the Board of Directors for the current year qualify for election as an officer.

Section 6. TERM. Officers terms shall begin on the date of the Annual meeting of the Board of Directors at which they are elected and shall serve until the next Annual meeting of the Board of Directors and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 7. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time. Any such removal or resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Removal or resignation of an individual as an officer does not constitute removal or resignation as a Director.

Section 8. VACANCIES. In the event of death, resignation, removal, disqualification, of any Officer other than the Commissioner, the Commissioner with the approval of the Board shall appoint a successor to serve until the vacancy can be filled by election, which shall take place at the next meeting of the Board of Directors. The President shall accede to the Commissioner in the event of a vacancy in that office.

Section 9. FEES AND COMPENSATION. Officers shall not receive any compensation for their services as an officer of the League. However, reasonable expenses incurred while attending external meetings, conferences, events and seminars relating to official League business may be reimbursed if approved by the Board. The Board may, in its discretion, contract with and pay Officers for rendering services to or for the benefit of the League appropriate to the value of such services.

Section 10. OFFICES.

A. The President, as the chief executive officer of the League, is responsible for the efficient operation of the League. The president shall preside at all meetings of the Board of Directors and shall report on the activities of the League at each meeting. He or she shall be responsible for the submission of instruments required by law and shall sign all contracts in the name of the League, enforce the Bylaws, cause all books and records to be properly maintained and see to their transfer to the proper custodian upon any change in office, and to cause all meetings to be called as specified. He or she shall have the executive supervision over the activities of the League within the scope of these Bylaws. He or she may delegate these duties to other officers of the League.



B. The Vice President performs all of the President's duties in the absence of the President, or if necessary, fills in for any one of the other officers should an officer be unavailable for whatever reason. Performs other duties at the request of the Board of Directors, or as delegated by the President.

C. The Commissioner shall be authorized to consider and render judgment upon game disputes, provided they are brought to his or her attention within 24 hours of their occurrence. The Commissioner shall be responsible for baseball operations, including coach and player development, all disciplinary matters within the League, and may suspend or remove any manager, coach, player and any other person for cause after a hearing before the Board of which the affected persons shall be notified and at which they are entitled to attend. The Commissioner shall also attend to the general welfare of the League, and for that reason may suspend any Officer or appointee from the performance of his or her duties until a meeting of the Board is convened to consider the action and recommendation.

The Commissioner, with the approval of the Board, may appoint such number of division coordinators as corresponds with the number of teams and age groupings represented in the League, for the purposes of maintaining and easing communications within the League during the playing season and during League-wide activities.

The Commissioner, upon the approval of the Board, may appoint a Publicity Director responsible for the dissemination to the public of all information about League activities, including such events as banquets, meetings, election or installation of officers, and post-season games.

D. The Treasurer is the chief financial officer of the League. He or she keeps and maintains the League's financial records, presents a balance sheet and income statement to the Board at each annual meeting, presents to the Board, according to an approved schedule, fiscal reports and statements as required by the Board, prepares as necessary reports as specified by the Internal Revenue Code for not-for-profit organizations, monitors IRS rules and regulations for their impact on the League, functions as League comptroller and maintains a fiduciary role to protect and preserve League assets to the satisfaction of the Board. The Treasurer shall open an account at a bank, backed by insurance, in the name of the League. He or she shall deposit all moneys which he or she receives in the League's bank account. He or she shall make disbursements approved by the Board, sign checks, and at the end of his or her term shall deliver to the successor Treasurer, all books, moneys, and other property of the League in his or her possession. He or she shall perform other duties at the request of the Board of Directors.

E. The Secretary keeps League records other than financial ones, including minutes of all meetings. Maintains the contact log, list of public appearances, and other similar League records. Conducts the League's day-to-day business correspondence, including the timely distribution of information to the Directors. Prepares and distributes in a timely manner the minutes of the meetings. Performs other duties at the request of the Board of Directors.



Section 11. TOWN LIAISON. The Board of Directors shall appoint a liaison as the League's representative before the Town of Halfmoon.

Section 12. DIVISION COORDINATORS. Division coordinators shall be responsible for the scheduling and rescheduling of games, the securing of umpires for games, and whatever other duties as may be properly assigned by the Commissioner or the Board. The Coordinators will reschedule all rained out postponed or incomplete games on the next available open date and be sure that all teams play a complete schedule. The Coordinators or their designated representative are required to attend all member meetings during League play. The Coordinators will assign players to teams, and organize and conduct a player draft at the 10U and 12U levels.

## **ARTICLE VI: DISSOLUTION**

Section 1. DISSOLUTION. In the event of dissolution of the League or the termination of its corporate existence, the Board shall dispose of all the assets of the League, after payment of necessary expenses, to such organization or organizations, similar in purpose, organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify for an exempt organization or organizations under IRC § 501(c)(3) and by the Certificate of Incorporation of the League.

## **ARTICLE VII: AMENDMENTS**

Section 1. AMENDMENT OF BYLAWS. These Bylaws may be amended by the approval of the Board, with a quorum of the Board of Directors present and a simple majority voting for the amendment, at any meeting duly called pursuant to the Bylaws, provided that the amendment has been submitted in writing to each Board member at least 10 days prior to the meeting.

## **ARTICLE VIII: INDEMNIFICATION**

Section 1. INDEMNIFICATION. To the maximum extent permitted by New York State Law, the League shall indemnify its currently acting and its former Directors and any Director who serves or has served, at the request of the League as Director, Officer, partner, trustee, employee, or agent of another the League, partnership, joint venture, trust or other enterprise against any and all liabilities and expenses incurred in connection with their services in such capacities. The League shall indemnify its currently acting and its former officers to the same extent that it indemnifies its currently acting and its former Directors, and may indemnify its currently acting and its former Officers to such further extent as is consistent with law. The League may indemnify its employees and agents to the extent determined by the Board of Directors. The League may also advance expenses, to the extent permitted by New York State Law, to persons referred to above.





Section 2. INSURANCE. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the League against any liability, other than for violating provisions against self-dealing, asserted against or arising out of the agent's status as such, whether or not the League would have the power to indemnify the agent against that liability under the provisions of this Article VIII.

## **ARTICLE IX. GENERAL PROHIBITIONS**

Section 1. FINANCIAL PROHIBITIONS. The League shall not be operated for profit. No part of the assets of the League shall inure to the private benefit of any Director. The League shall not lend any part of its assets to any Director, employee, agent or representative. The League shall not pay any compensation in excess of a reasonable allowance for travel, necessary expenses or other personal service to any Director, employee, agent or representative. The League shall not make any part of its services available on preferential basis to any Director. The League shall not make any purchase of securities or any other property for more than adequate consideration to any Director, employee, agent or representative. The League shall not sell any assets for less than adequate consideration to any Director, employee, agent or representative.

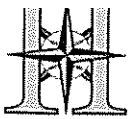
Section 2. POLITICAL INVOLVEMENT. No substantial part of the activities of the League shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The League shall not participate in political campaigns on behalf of any candidates for public office.

Section 3. CONFLICT OF INTEREST. Directors shall be sensitive to potential conflicts of interest. Should a conflict of interest arise, the Director(s) involved shall inform the Board of such conflict and abstain from participating in discussion and voting.

## **ARTICLE X: MISCELLANEOUS**

Section 1. FISCAL AND OPERATING YEAR. The fiscal and operating year of the League shall be the calendar year.

Section 2. CORPORATE RECORDS. The League shall keep at such place as the Board of Directors may order, minutes of all meetings of its Board of Directors, of the committees of its Board of Directors, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at the meetings and the proceedings thereof.



Section 3. CORPORATE SEAL. The League may have a seal which shall be specified by resolution of the Board of Directors. The seal may be affixed to all corporate instruments, but failure to do so shall not affect the validity of the instrument.

## ARTICLE XI: LEAGUE OPERATIONS

Section 1. TRAVEL AND ALL-STAR TEAM SELECTION. Selection of players for a given Travel (including "Cooperstown" level) or All-Star team are determined per the following:

- A) A tryout schedule is set by the Coordinator or Board. Consideration is to be given for the number of days, time of day, and time of week to try to maximize the ability to attend the tryout. In addition, the type of activities at each station should be appropriate for the team level. The tryout should be scheduled so that it can be announced publicly at least two weeks in advance if at all possible.
- B) Evaluators for each activity station should be selected to ensure that they are qualified to review in an impartial and unbiased way. They should also have no personal 'stake' in the selection or elimination of any player.
- C) The player must be determined to be eligible per the League rules regarding age limitations for that team and provide a copy of their birth certificate for authentication upon request prior to being selected for any travel or all-star team. EXCEPTIONS are only to be granted if requested to the Board or Division Coordinator (who will bring it to the board) by a Parent/Guardian at least 2 weeks prior to the tryout, or within 2 days of the public posting of the tryout schedule, whichever comes first. The Board will consider the player's history, including interviewing previous coaches to determine skills.
- D) If a player is unable to tryout due to injury or some other unavoidable circumstance, they must request an exception. If at all practicable, the player must also attend the tryout and participate as able. EXCEPTIONS are only to be granted if requested to the Board or Division Coordinator (who will bring it to the board) by a Parent/Guardian at least 2 weeks prior to the tryout, or within 2 days of the public posting of the tryout schedule, whichever comes first. The Board will consider the player's history, including interviewing previous coaches to determine skills.
- E) A player selected for a Spring or Summer Travel or All-Star team must register for the Halfmoon Baseball Spring Recreational League in the SAME year. Players age 13 and older are exempt from this rule.
- F) A player is eligible to tryout for the 12U Cooperstown Team if they participated in the Halfmoon Baseball Spring Recreational League in the prior year.



- G) A player age 12 and under trying out for a Fall Travel team must register for Halfmoon Baseball Fall Recreational League in the SAME year. If the player is selected to a Fall Travel team, the player is eligible for a refund for the Halfmoon Baseball Fall Recreational League if desired. This decision must be made within 1 week of the announcement of the Fall Travel team roster.
- H) Fall Travel coaches will give selection priority to players that have played on a League team ahead of a player who did not play on a League team the prior Spring season. This rule rewards those players who remain active participants in our baseball programs during their baseball careers. Should the number of eligible League players at tryouts fall short of the number of openings on a Fall Travel team, the coach may select a player who was not on a League team the previous Spring season.
- I) The Board decisions are final.

Section 2. TRAVEL AND ALL-STAR TEAM COACH SELECTION. Selection of coaches for a given Travel (including “Cooperstown” level) or All-Star team are determined per the following:

- A) The President or Coordinator must inform the Board in writing (e-mail is acceptable) of the plan to select a Coach (and Assistants if applicable) prior to the selection process. The Board must be given a comment period, which is 1 week, or as set otherwise by the President or other Board member based upon specific circumstances. This plan should be available to the public once it has been ratified by the expiration of the comment period.
- B) The Board decisions are final.

## Revision History

Revision	Date	Revised by	Reason for Revision
A1	8/21/2013	D. Barkevich	Initial Revision, First Issue
A2	7/16/2015	G. Bold	- Article I: Modify age from 12 to 15; Remove boundary references. - Article XI: Added requirement for Proof of Age - Updating “Halfmoon team” to read “League team”



**ADOPTED:**

Signed: Greg Bold (President) Date: 8/19/15

Print: Greg Bold

Signed: Robert Burdick (Vice-President) Date: 8/19/15

Print: Robert Burdick

Signed: Daniel W. Brennan (Member) Date: 8/19/2015

Print: Daniel Brennan

Signed: Patrick J. Hickey (Member) Date: 8/19/2015

Print: Patrick J. Hickey

Signed: David Voe (Member) Date: 8/19/2015

Print: David Voe

Signed: Wm. Riley (Member) Date: 8/19/15

Print: Wm. Riley

Signed: Arthur J. Sassone (Member) Date: 8/19/15

Print: ARTHUR J. SASSONE

Signed: Steven A. Salati (Member) Date: 8/19/15

Print: STEVEN A. SALATI

Signed: \_\_\_\_\_ (Member) Date: \_\_\_\_\_

Print: \_\_\_\_\_

Signed: \_\_\_\_\_ (Member) Date: \_\_\_\_\_

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