



**NEW CASTLE BASEBALL AND SOFTBALL ASSOCIATION**  
**AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**  
**OCTOBER 1, 2010**



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## **I. NAME**

This organization shall be known as the New Castle Baseball and Softball Association (the "NCBSA").

## **II. OBJECTIVE**

1. The objective of the NCBSA shall be to foster in the children of the community the ideals of teamwork, fair play, good sportsmanship, friendly competition, honesty, loyalty, courage and respect for authority.

2. To achieve this objective, the NCBSA will provide high quality structured and supervised baseball and softball programs under the rules and regulations adopted from time to time by the Board of Directors (the "Board"), the applicable rules and regulations of the Town of New Castle and the rules and regulations of any other franchise for which a charter is obtained at the discretion of the Board of Directors, and as specified in the NCBSA Code of Conduct. All officers and Members shall bear in mind that the molding of good character is fundamental and the attainment of exceptional athletic skill or winning the game is secondary.

3. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the NCBSA shall operate exclusively as a non-profit educational organization providing supervised programs of participatory and competitive baseball and softball. No part of the net earnings shall inure to the benefit of any private individual, or to the support of any cause or political campaign, or to influence legislation.

## **III. MEMBERSHIP**

### **1. Eligibility.**

Any person sincerely interested in active participation to effect the objectives of the NCBSA may apply to become a member.

## 2. **Classes of Membership.**

There shall be the following classes of membership:

**(a) Player Member.** Any player candidate meeting the school grade and age requirements of the NCBSA (generally grades Kindergarten through and including grade 12) and the requirements of any applicable chartering organization, and who resides within the authorized boundaries of the NCBSA, shall be eligible to participate as a Player Member; provided that he or she has not violated the NCBSA Code of Conduct and subsequently been banned from participation for such in accordance with Article III, Section 4 herein; and further provided that a Player Member shall have no rights, duties or obligations in the management or in the property of the NCBSA. The authorized boundaries of the NCBSA shall encompass both the Town of New Castle and the Chappaqua Central School District.

**(b) Regular Member.** Any parent or legal guardian of a Player Member actively interested in furthering the objectives of the NCBSA may become a Regular Member; provided that he or she has not violated the NCBSA Code of Conduct and subsequently been banned from participation for such as provided in Article III – Section 4 herein. The Secretary, a designated Board member or other person designated by the Board shall maintain a list of Regular Members. The Regular Members who qualify as Voting Members shall vote for the Board of Directors at the Annual Meeting as provided in Article V herein. The Board is authorized to require all Regular Members to volunteer in some capacity to further the objectives of the NCBSA's programs.

**(c) Sustaining Member.** Any person or organization not a Regular Member that makes a financial or other contribution to the NCBSA may, by two-thirds vote of the Board of Directors, become a Sustaining Member, but as such shall have no rights, duties or obligations in the management or in the property of the NCBSA and shall not have any voting rights as a Member (it being understood, however, that if a Sustaining Member is elected to the Board of Directors, the foregoing shall not affect any rights, duties or obligations such Sustaining Member may have in his or her capacity as a Director).

As used hereinafter, the word "Member" shall mean a Regular Member unless stated otherwise.

## 3. **Other Affiliations.**

No Member of any class shall be required to be affiliated with another organization or group to qualify for membership in the NCBSA.

4. **Suspension or Termination.**

The membership of any Member of any class may be suspended or terminated by resignation or by action of the Board of Directors.

**(a) Disciplinary Procedures.** The Board, by a two-thirds vote, shall have the authority to discipline, suspend or terminate the membership privileges or designated responsibilities of a Member of any class when the conduct of such person (or organization) is considered detrimental to the best interests of the NCBSA. The Member so charged shall be notified in writing of such action, informed of the general nature of the charges and given sufficient opportunity to appear at a meeting of the Board of Directors to respond to such action by the Board. Following such meeting, any further resolution by the Board shall be communicated to the affected Member in writing.

(i) In the case of a Player Member, the Board shall also give notice to the parent or legal guardian of the Player Member, who shall be given the opportunity to appear, along with the Player Member, before the Board or a duly-appointed committee of the Board prior to the time any decision to suspend or revoke such Player Member's right to future participation in NCBSA activities becomes effective.

(ii) Any Player Member who is ejected from a game or who exhibits conduct on the field that is not in accordance with the objectives of the NCBSA and appropriate codes of conduct may be suspended for at least one and up to three games. The length of this suspension shall be at the discretion of the President of the NCBSA after the President's inquiry into the matter. Should the Player Member request an appeal of this suspension, by providing written notice thereof to any member of the Board, the suspension shall be held in abeyance until a meeting and vote of the Board can be held on the matter in accordance with this Article III, Section 4.

**(b) Right of Appeal.** Any Member who is suspended or terminated by action of the Board has the right to appeal such action 12 months or more after the action becomes effective. Upon such appeal, the Board may, by two-thirds vote, reinstate said Member and restore attendant rights and privileges.

#### **IV. DUES AND FEES**

##### **1. Membership Dues.**

Membership dues may be fixed at a maximum of \$25.00 per player per year. The entire amount of any such dues must be announced at or prior to player registration.

##### **2. Participation Fees.**

Separate from and in addition to any dues, reasonable participation fees may be assessed to cover necessary operating costs. The entire amount of such fees must be announced at or prior to player registration.

Participation fees may include any late fees that the Board may establish from time to time for players who register after announced registration deadlines.

##### **3. Registration.**

All Members of every class shall be registered annually during a prescribed registration period, which shall be not less than fifteen (15) days in duration. Public notice of the registration period (which may be done by posting on the NCBSA website) shall be provided before or at the time the applicable registration period commences. Members who fail to meet all the requirements for registration during the registration period may, by action of the Board, be dropped from the rolls and shall forfeit all rights and privileges of membership.

##### **4. Scholarships.**

The Board may waive any or all dues and fees for any player upon request of a parent or guardian and, in exchange for such scholarship, may require the parent or guardian to "volunteer" a reasonable fixed number of hours of time to assist the NCBSA in its operation.

##### **5. Refunds.**

The Board shall establish a reasonable policy for refunding any or all dues and/or fees after the registration period; provided that such policy may have a time limitation or other restrictions for refunds, including with respect to periods after teams have been selected and/or uniforms have been ordered.

## **V. MEETINGS OF MEMBERS**

### **1. Annual Meeting.**

An Annual Meeting of the Members of the NCBSA shall be held each fiscal year for the purpose of receiving reports, transacting any business that may properly come before it and electing Members to the Board of Directors. The Annual Meeting will take place on a date selected by the Board, usually in December or January of a fiscal year.

### **2. Notice of Meeting.**

Notice of the Annual Meeting shall be delivered personally, electronically (including by e-mail) or by mail to each Member at their last recorded address at least ten (10) days in advance thereof, setting the place and time of the meeting.

### **3. Special Meeting.**

Special Meetings of the Members may be called by any of the President, the Board or Members representing not less than 10% of the Members to discuss a specific subject. Five (5) days notice thereof specifying the place, time and specific purpose of the meeting shall be given to each Member in the manner described in Article V Section 2 above. No business other than that specified in the notice shall be transacted at any Special Meeting.

### **4. Quorum.**

The presence in person or by proxy of more than 10% of the Voting Members (as defined below) at any meeting of the Members shall constitute a quorum of the Members.

### **5. Voting.**

Only Regular Members in good standing who are Voting Members are entitled to vote in Board elections or on NCBSA referenda. With respect to any meeting of the Members, "Voting Members" shall mean each member of the Board who is a Regular Member and, without duplication, each Regular Member in good standing who is present at such meeting, in person or by proxy, or who otherwise notifies the NCBSA in writing, at least one (1) day prior to the meeting, that he or she wishes to be a Voting Member for purposes of such meeting; it being understood that any Regular Member in good standing can so elect to participate as a Voting Member in any meeting of the Members. Each Voting Member present in person or by proxy at any meeting of the Members shall be entitled to one



vote on each matter submitted to a vote of the Members at such meeting or any adjournment thereof.

6. **Proxies.**

Each Voting Member shall be entitled to cast a vote in person or by proxy. Proxies shall be in required written form and may be withdrawn at any time before a vote is taken.

7. **Place of Meeting.**

The Board may designate any place, either within or without the State of New York, as the place of meeting for any Annual Meeting or for any Special Meeting of the Members called by the Board. If no designation is made or if a Special Meeting is otherwise called, the place of meeting shall be the Town of New Castle Town Hall.

8. **Rules of Order.**

Roberts' Rules of Order shall govern the proceedings of all meetings of the Members, except where such conflicts with this Constitution and By-Laws or where otherwise determined by the Board.

**VI. BOARD OF DIRECTORS**

1. **Board Structure.**

The management of the affairs and assets of the NCBSA shall be vested in the Board of Directors. The number of Directors shall not be less than nine (9) or more than fifteen (15). The Directors shall, upon election, enter into the performance of their duties effective the day after the Annual Meeting or other applicable appointment, and shall continue in office until their successors shall have been duly elected or appointed, or until their earlier resignation or removal.

2. **Removal**

Any member of the Board may be removed for cause by two-thirds vote of the other members of the Board, provided that the member so charged shall have sufficient notice of the meeting at which such action is to be taken and, if in attendance, provided an opportunity to respond to such proposed action by the Board. In addition, any member of the Board of Directors who fails to attend at least two-thirds of the regular Board Meetings during any fiscal year or three consecutive such meetings is subject to removal from the Board by two-thirds vote of the other

members of the Board, provided that the member so charged shall have sufficient notice of the meeting at which such action is to be taken.

**3. Changes To Board Structure.**

Changes can be made to the Board structure in order to manage more effectively NCBSA affairs. The addition of new positions to the Board shall require two-thirds vote by the full Board and any such new Board positions shall be filled by the vote of a majority of the Board members then in office. Appointees to such new board positions must stand for election at the next Annual Meeting, but new terms shall be staggered with the other Board positions after the first elected year. Eliminating Board positions can also be effected by two-thirds vote of the full Board, but the eliminated position must remain intact until the proper end of its term.

**4. Annual Election and Term of Office.**

Annual election of Directors shall be by a plurality vote of all Voting Members, present or represented by proxy at the time of the Annual Meeting. The term of office for each Board position shall be two full years running from annual meeting to annual meeting, without limit to the number of consecutive terms one may serve.

**5. Election Process.**

(a) It shall be the duty of the Nominating Committee to make nominations for members of the Board of Directors whose terms of office expire at the next annual meeting. The Nominating Committee shall be selected by the Board and comprised of at least five Directors. If a Nominating Committee is not in existence at any applicable time, the full Board shall constitute the Nominating Committee for purposes of these Bylaws. The Secretary shall cause to be sent by mail or email to all Regular Members in good standing, at least 10 days before the applicable Annual Meeting, a list of the nominations made by the Nominating Committee. Any nominations other than those made by the Nominating Committee must be made by at least five (5) Regular Members in good standing and submitted to the Secretary in writing not less than 5 days prior to the Annual Meeting, and the Secretary shall cause such nominations to be mailed or emailed to all Regular Members in good standing at least 3 days prior to the meeting. In case of any vacancy in the nominations for any Annual Meeting, the Nominating Committee may fill the vacancy by a later nomination, with notice thereof to be mailed or emailed to all Regular Members at least 3 days prior to the meeting.

**(b)** The Nominating Committee will ensure that any candidate placed on the Official Ballot is eligible to serve as a Director. Eligibility criteria for the Board of Directors are as follows:

- Only Regular and Sustaining Members in good standing are eligible to serve on the Board and they must meet the other qualifications as provided in this Article.
- There has been no recorded violation of the NCBSA Code of Conduct by the proposed candidate in the current League Season or the immediately preceding League Season.
- No member of the Recreation and Parks Department staff is eligible for the elective Board positions.
- An impeached Officer may not serve on the Board.

**(c)** The Chair of the Nominating Committee, the President or other designated Board members will validate each nomination by calling the Member to verify his or her interest in serving and commitment to carrying out the duties of the Board, and in the case of nominations submitted by Members pursuant to Section 5(a) above, shall also verify the bona fides of the submission by calling each of the Members making the nomination.

**(d)** Within 24 hours of the time of the Annual Meeting, the outgoing Directors must submit to the President the following NCBSA materials, if any, in their possession:

- Bank Signature Cards
- NCBSA checkbooks
- Keys to the equipment storage room
- Official copy of the Roll of Membership
- Original copies of NCBSA franchise certificates and insurance policies
- Other applicable NCBSA records.

**6. Resignations; Vacancies.**

A Director may resign from the Board at any time. Any vacancy that occurs on the Board shall be filled by appointment for the remainder of the term by the Board.

7. **Quorum.**

The presence in person of a majority of the members of the Board then in office shall constitute a quorum for any meeting of the Board, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

8. **Regular Meetings.**

Regular meetings of the Board shall be held on such dates as shall be established by the Board, and generally no less frequently than on a bi-monthly basis.

9. **Special Meetings.**

The President or any two (2) members of the Board may convene a special meeting of the Board at any time as determined to be necessary.

10. **Notice of Meetings.**

Notice of any meeting of the Board shall be given by mail, fax, telephone, email or other means to each member at least two (2) days in advance of the meeting. The notice need not specify the purpose of any meeting of the Board.

11. **Place of Meetings.**

The President or the Board may designate any place, either within or without the State of New York, as the place for any meeting of the Board. If no designation is made the place of meeting shall be the Town of New Castle Town Hall.

12. **Postponement of Meetings.**

For the convenience of the Board, the President shall have the authority to postpone any meeting for a period not to exceed twenty-one (21) days.

13. **Presence at Meetings by Means of Conference Telephone.**

Any one or more members of the Board or any committee thereof may participate in any meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

14. **Written Consent.**

Any action required or permitted to be taken at any meeting of the Board (or any committee thereof) may be taken without a meeting if a written consent thereto is signed by all of the members of the Board (or committee, as the case may be). Any such action by written consent shall be filed with the minutes of proceedings of the Board (or committee).

**VII. OFFICERS**

The executive officers of the NCBSA (the “Executive Officers”) shall be a President, a Secretary and a Treasurer and such other or additional officers (including, without limitation, Vice Presidents, Assistant Secretaries and Assistant Treasurers) as the Board of Directors may designate. Any two or more executive offices may be held by the same person, except the offices of President and Secretary.

Only Board members in good standing are eligible to serve as Executive Officers. Any Board member who also serves as a member of the board of directors of any other youth athletic program in the Town of New Castle is not eligible to serve as an Executive Officer of the NCBSA.

Each Executive Officer shall hold his office until the meeting of the Board of Directors following the next Annual Meeting of Members and until his or her successor has been elected and qualified, or until his or her earlier resignation or removal. Any Executive Officer shall be subject to removal with or without cause at any time by the Board. Vacancies in any office, whether occurring by resignation, removal or otherwise, may be filled by the Board.

1. **President.**

Qualified candidates for the position of President shall have served on the Board for the full “League Season” (meaning the period of March 1 through October 31) immediately prior to election and must meet all of the criteria for Regular Membership. The President shall:

- (a) Act as Chair of the Board of Directors, conduct the affairs of the NCBSA and execute the policies established by this Constitution and By-Laws and the Board of Directors.
- (b) Establish the NCBSA agenda for purposes of planning and for each League Season.
- (c) Be responsible for the conduct of the NCBSA in conformity with the policies, principles, rules and regulations of any franchise for which NCBSA is chartered as well as those of any league in which NCBSA sponsored teams participate including, but not limited to, the Westchester Putnam Baseball Association (WPBA), the Westchester Baseball Association (WBA) and the Rockland Baseball Association (RBA), and including the general requirements of the Town of New Castle and the Chappaqua Central School District with regard to usage of fields and facilities.
- (d) Communicate to the Board of Directors such matters as may be appropriate in accordance with this Constitution and By-Laws, and make suggestions that promote the welfare of the NCBSA.
- (e) Designate in writing other officers empowered to make and execute for and in the name of the NCBSA such contracts and leases as approved by the Board of Directors.
- (f) Investigate complaints, irregularities and conditions that may be detrimental to the NCBSA and report thereon to the Board of Directors as circumstances warrant.
- (g) Prepare and submit an Annual Report, and together with the Treasurer, an Annual Financial Report and Budget, to the Board of Directors, and be responsible for the proper execution thereof.
- (h) Perform such additional duties as may be properly assigned by the Board of Directors.

## 2. **Vice President.**

Qualified candidates for the position of Vice President shall have served on the Board for the full League Season immediately prior to election and must meet all of the criteria for Regular Membership. The Vice President shall:

- (a) Perform in the stead of the President, the duties of the President's office and, when so acting, have all of the powers of that office, in the instance that the President is unavailable or unable to perform his duties.

The responsibility of acting for the President cannot in any way be delegated. Should the Vice Presidency be vacant at a time when the President is unavailable or unable to perform his duties, the Board will by two-thirds vote, appoint a Vice President successor, and in the interim perform the President's duties as a Board function with its members rotating as Meeting Chairman.

(b) Perform such additional duties as may be properly assigned by the President or the Board of Directors.

3. **Treasurer.**

Qualified candidates for the position of Treasurer must have adequate professional financial and accounting training and experience to perform the primary functions of the position and must meet all of the criteria for Regular Membership. As such, the Treasurer shall:

(a) Receive all monies and securities and deposit same in a depository approved by the Board of Directors.

(b) Keep records for the receipt and disbursement of all monies and securities of the NCBSA, and approve all payments from allotted funds and draw checks thereon.

(c) Collect all monies from dues, fees, sponsorships and other financial sources, and raise the proper funds as instructed by the Board.

(d) Prepare an annual financial report and an annual budget, under the direction of the President, for submission to the Board at the Annual Meeting.

(e) Perform such additional duties as may be properly assigned by the President or the Board of Directors.

4. **Secretary.**

Qualified candidates must meet all of the criteria for Regular Membership. The Secretary shall:

(a) Be responsible for recording the activities of the NCBSA and maintaining appropriate files, mailing lists and necessary records, to include the Rolls of Membership for Regular and Sustaining Members.

(b) Keep and distribute minutes of meetings.

(c) Perform such additional duties as may be properly assigned by the President or the Board of Directors.

**5. Other League Officers.**

The Board may appoint other league officers comprised of members of the Board or Regular and Sustaining Members selected by the Board to assist in the coordination and management of the various baseball and softball divisions and travel teams organized by the NCBSA and other NCBSA activities. Such officers may include, but are not limited to: Director of Developmental programs, Director of Baseball Operations, Director of Softball Operations, Director of Seniors Baseball program, Director of Baseball Travel Team programs, Director of Softball Travel Team programs, Training and Safety Officer and Director of Scheduling. Qualified candidates for Directors of Baseball Operations and Director of Softball Operations will have coached baseball and/or softball (as appropriate) for at least two years, one of which must have been for the NCBSA, and must meet all of the criteria for NCBSA membership.

**6. Standing Committees.**

The following committees may be (but are not required to be) established from time to time in accordance with these By-Laws as standing committees (“Committees”), to facilitate the various Board responsibilities. Chairs of any such Committees shall be appointed by the President and approved by the Board.

(a) *Capital Committee*. The purpose of this committee shall be to acquire and allocate contributed capital for planned building and improvement projects, approved by the Board but not necessarily funded from operating revenues.

(b) *District Committee*. This committee shall liaise, on behalf of the Board, with any Applicable Chartering Organizations (as defined in Article VIII) and other leagues for purposes of official rulings and interleague play.

(c) *Audit Committee*. This committee shall review NCBSA books and records annually, prior to the Annual Meeting and attach a statement of their findings to the Annual Report of the President. The Audit Committee will verify the existence, condition and value of all NCBSA property, and that safety standards established by the Board are being adhered to.

(d) *Membership Committee*. The purpose of this committee shall be to verify the eligibility of candidate members in accordance with this Constitution and By-Laws, and to prepare and maintain the official NCBSA Roll of Membership for all classes of members.



(e) *Coaches' Committees*. Committees of this type shall be for the purpose of reviewing and recommending modifications to existing rules, regulations and training or playing standards and shall be chaired by NCBSA Division Coordinators and/or other designees of the Board.

(f) *Rules & Safety Committee*. Committees of this type shall provide an authoritative and advisory body with regard all NCBSA related rules and regulations, and establish and enforce appropriate safety standards for fields and equipment.

(g) *Nominating Committee*. This committee shall ensure that the rules and procedures for nominating/electing Board members are administered and adhered to in accordance with this Constitution and By-Laws.

(h) *Travel Program Committees*. This committee or committees shall oversee the baseball and/or softball travel team programs administered by the NCBSA during the Spring, Summer and Fall seasons, including team tryouts, roster selections, selection and evaluation of coaches and implementation of NCBSA travel team rules, policies and philosophies.

## **VIII. AFFILIATIONS**

### **1. Charter.**

The NCBSA may apply annually for charters from Little League Baseball, Babe Ruth Baseball, Amateur Softball Association and any other youth organization or league which the Board has chosen in its discretion for which franchise rights must be maintained (“Applicable Chartering Organizations”), and do all things necessary to obtain and maintain such charters.

### **2. Rules and Regulations.**

The Official Playing Rules and Regulations as published by any Applicable Chartering Organization or league in which NCBSA teams participate shall be binding on the NCBSA Divisions to which they apply, except as otherwise provided below.

### **3. NCBSA Local Rules.**

The Board may adopt local modifications to the Official Playing Rules and Regulations of any Applicable Chartering Organization, but only with regard to protecting or enhancing safety standards, or otherwise effecting the objectives of the NCBSA.

## **IX. FINANCE AND ACCOUNTING**

1. The Board shall decide all matters pertaining to the finances of the NCBSA, and it shall place all income in a common league treasury and direct the expenditure of same consistent with the objectives of the NCBSA.
2. With the exception of boys and girls travel teams and general team sponsorships, the Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasury of the NCBSA, thereby to discourage favoritism among teams and to endeavor to equalize the benefit to the NCBSA.
3. The Board shall not permit the solicitation of funds in the name of the NCBSA unless all of the funds so raised are to be placed in its common treasury.
4. The Board shall not permit the disbursement of NCBSA funds for purposes other than the conduct of NCBSA activities consistent with the objectives and the rules and policies of the NCBSA.
5. No Director, Officer or Member of the NCBSA shall receive, directly or indirectly, any salary, compensation or emolument from the NCBSA for services rendered as a Director, Officer or Member.
6. All monies received shall be deposited to the credit of NCBSA in a depository approved by the Board, and, where practicable, all disbursements shall be made by check. The NCBSA Treasurer shall sign all checks and all expenditures exceeding \$1,000 shall be approved by either the President or Vice-President, or by the Board.
7. The fiscal year of the NCBSA shall begin on the first day of October and shall end on the last day of September.

## **X. AMENDMENTS**

This Constitution and its By-Laws may be amended, repealed or modified in whole or in part by a vote of the Members or by a two-thirds vote of the Board of Directors, subject to repeal by the Members.

## **XI. DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

At such time that the NCBSA should determine to dissolve itself or be required to dissolve, after all outstanding debts and claims have been satisfied, the Board shall distribute the property of the NCBSA to such organizations maintaining an objective similar to those set forth here, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.