

**BYLAWS**  
**of**  
**Eagle Baseball, Inc.**  
*(Adopted November 5<sup>th</sup> 2019)*

Eagle Baseball, Inc.  
Mailing Address:  
327 N Eagle Road, Ste 110  
PMB 171  
Eagle, ID 83646

Booster Club of  
Eagle High School Baseball  
Eagle High Mustangs, American Legion or Eagle  
Baseball Inc. Summer Baseball program  
574 N. Park Lane  
Eagle, ID 83616

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**ARTICLE I. NAME**

The name of this organization is Eagle Baseball, Inc. (hereafter referred to as “EBI”), and is incorporated under the laws of the State of Idaho as a locally organized, non-profit booster club for the baseball teams at Eagle High School, Eagle, Idaho including any affiliated summer baseball program.

**ARTICLE II. PURPOSES**

Section 1. The Objects of EBI are:

- a. To maintain the history and tradition of academic and athletic excellence in our student athletes;
- b. To promote active parent and community involvement and leadership;
- c. To promote awareness of the Eagle High School baseball team in the community;
- d. To increase pride, morale and good sportsmanship among the coaches, players, parents and friends of the EBI baseball program;
- e. To provide support for the Baseball programs through volunteer and fundraising activities.

Section 2. The Objects of the EBI (i) are promoted through volunteer programs directed toward parents, guardians, and other patrons of the community; (ii) are developed through committees, projects and programs; and (iii) are governed and qualified by the basic policies set forth in Article III.

**ARTICLE III. BASIC POLICIES**

The following are basic policies of EBI:

- a. The organization shall be noncommercial, nonsectarian and nonpartisan.
- b. The organization or members in their official capacities shall not endorse a commercial entity or engage in activities not related to promoting the Objects of the organization.
- c. The organization shall work with Eagle High School, The American Legion and any affiliated summer baseball program to provide quality athletic experiences for all baseball team members.

- d. No part of the earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- e. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- f. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to the existing Eagle High Baseball booster group or donated directly to the Eagle High School Baseball account.

#### ARTICLE IV. ORGANIZATION & DISSOLUTION

Section 1. The articles of organization of EBI include (a) these bylaws and (b) the certificate of incorporation.

Section 2. EBI is organized exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter "Internal Revenue Code").

Section 3. EBI may dissolve and wind up its affairs in the following manner:

- a. The executive committee of EBI shall adopt a resolution recommending that EBI be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of EBI Executive Board members, at least thirty (30) days prior notice of said meeting having been given.
- b. Only those on the EBI Executive board may vote and must be in good standing on the date of the special meeting to vote on the question of dissolution.
- c. Approval of dissolution of EBI shall require the affirmative vote of at least a majority of the Executive Members present - a quorum being present as defined in the standing rules.

#### ARTICLE V. PARTICIPATION AND DUES

Section 1. Participation in EBI is encouraged and as such, participation shall be made available without regard to race, color, creed, or national origin, under such rules and regulations as may be prescribed in the bylaws, to any individual who subscribes to the Objects and basic policies of this organization.

Section 2. No membership is required to participate

Section 3. Freshman Spring Baseball will require a \$150.00 participation fee paid directly to EBI, Inc. This program is run through American Legion and not Eagle High School, and as such, this fee will, in part, help offset the costs of insurance, field maintenance, Umpire fees etc.

Section 4. A participant who violates any of the bylaws or Objects of this organization, or whose conduct is deemed improper or injurious to the welfare of EBI may be expelled or suspended from participation by a majority vote of the Board of Directors present at any regular or special board of directors meeting, provided that said member shall have been given at least ten (10) days notice of such pending action.

#### ARTICLE VI. OFFICERS AND THEIR ELECTION

Section 1. There shall be at least five (and always an odd number of) elected officers: president, 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president, secretary and treasurer, and any other officers as designated in the standing rules.

Section 2. Officers shall be elected by the general public, whom are in attendance during the specified meeting in the month as designated in the standing rules.

Section 3. Nominations for elected office shall be made from the floor and shall be made only by participants in good standing. When there is but one candidate for an office, the ballot for that office may be dispensed with and the election held by voice vote. A majority vote shall be required for election.

Section 4. The following provisions shall govern the qualifications and eligibility of individuals to be officers of EBI:

- a. Each officer shall be a participant in good standing
- b. No officer may be eligible to hold more than one (1) elected office at a time.
- c. Only those individuals who are present at the election and who have signified their consent to serve if elected shall be nominated for, or elected to, such office.

Section 5. Elected officers shall serve a term of one (1) year, and shall assume their official duties on the date designated in the standing rules.

Section 6. Any officer may resign at any time by giving written notice to the EBI president. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 7. A officer who violates any of the bylaws or Objects of this organization, or whose conduct is deemed improper or injurious to the welfare of EBI may be expelled or suspended from participation by a majority vote of the Board of Directors present at any regular or special board of directors meeting, provided that said member shall have been given at least ten (10) days notice of such pending action.

Section 8. A person elected by the Executive Committee shall fill a vacancy occurring in any office for the unexpired term. Election to fill a vacancy shall require a majority vote of the Executive Committee, with at least ten (10) days notice having been given. The vice president shall serve notice of the election to the board of directors in case a vacancy occurs in the office of president.

Section 9. If an office remains unfilled after election, it shall be considered a vacant office to be filled by the Executive Committee.

Section 10. The president-elect may call a meeting of the officers-elect before the date they assume their duties to ratify the appointments of chairmen and to make plans for the coming year's work.

## ARTICLE VII. DUTIES OF OFFICERS

Section 1. The president shall:

- a. Preside at all meetings of EBI;
- b. Serve as an ex-officio member of all committees;
- c. Coordinate the work of the officers of EBI in order that the Objects may be promoted;
- d. Appoint the chairs of committees subject to the approval of the executive committee; and
- e. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority (if any), or directed by the general membership, board of directors or executive committee;

Section 2. The vice presidents shall:

- a. Act as aide(s) to the president;

- b. In their designated order, perform the duties of the president in the president's absence or inability to serve; and
- c. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority (if any), or directed by the president, the general membership, board of directors or the executive committee.

Section 3. The secretary shall:

- a. Record the minutes of all meetings of the organization;
- b. Be prepared to read the records of any previous meetings;
- c. File all records;
- d. Conduct all necessary correspondence of EBI upon authorization of the president, executive committee, board of directors or general membership;
- e. Have a current copy of the bylaws;
- f. Maintain a membership list;
- g. Send out notices of all meetings; and
- h. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority (if any), or directed by the president, the general membership, board of directors or the executive committee.

Section 4. The treasurer shall:

- a. Have custody of the funds of EBI;
- b. Maintain a full account of the funds of EBI;
- c. Receive and retain a copy of the deposit slip for any deposit made;
- d. Make disbursements in accordance with the budget adopted by EBI;
- e. Secure two signatures on all checks;
- f. Present year-to-date income statements at all meetings of the organization including comparisons of actual cash flows to budgeted cash flows as adopted by the general membership;
- g. File all tax returns and other forms required by government agencies;
- h. Submit the books annually for an audit by an auditor or auditing committee selected by the board of directors; and
- i. Perform such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority (if any), or directed by the president, the general membership, board of directors or the executive committee.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. The members of the executive committee shall be the elected officers.

Section 2. Duties of the executive committee shall be to:

- a. Transact such business as may be necessary for the function of EBI, inc.;
- b. Appoint committee chairs and approve the work of committees;

- c. Act as the board of directors; and
- d. Present a report at each board of directors meeting.

Section 3. Regular meetings of the executive committee shall be held as designated in the standing rules.

Section 4. Special meetings of the executive committee may be called by the president or upon request of the majority of the members of the committee. The notice required for a special meeting shall be designated in the standing rules.

Section 5. The quorum for the transaction of business at meetings of the executive committee shall be specified in the standing rules.

Section 6. At all meetings of the executive committee, each officer shall have one vote. All voting shall be done in person or via email communication. During executive committee meetings; mailings, polls or proxies shall not be used.

Section 7. EBI coaches may attend executive committee meetings in an advisory capacity, but shall not have voting rights therein.

Section 8. Prepare and submit an annual budget for adoption prior to the start of winter workouts but after the end of the prior years fiscal end as designated in the standing rules;

Section 9. Select an individual or committee to perform a financial review of the treasurer's accounts as designated in the standing rules.

#### ARTICLE IX. BOARD OF DIRECTORS

Section 1. The members of the board of directors shall be the elected executive officers meetings.

#### ARTICLE X. COMMITTEES

Section 1. Only participants in good standing shall be eligible to serve in any elective or appointive positions.

Section 2. The Executive committee may create such committees, as it may deem necessary to promote the Objects and carry on the work of the organization.

Section 3. The term of office of a committee chair shall be one (1) year.

Section 4. The chair of each committee shall present a plan of work to the executive committee for approval. No committee work shall be undertaken without the consent of the executive committee.

Section 5. The president shall be a member ex officio of all committees.

Section 6. The financial review shall include:

- a. A review the books and financial records of the organization annually at the close of the officers' terms.
- b. Present a written statement as to the correctness of the treasurer's annual financial report to the Executive committee. The findings of this review will be acknowledged at the Q4 meeting as designated in the standing rules;
- c. Review the books upon resignation of the treasurer and at any time deemed necessary;
- d. Consist of at least one (1) but no more than three (3) persons, none of whose signature is on any of the financial accounts.

#### ARTICLE XI. GENERAL INFORMATION MEETINGS

Section 1. The number of, months, and dates of general information meetings shall be specified in the standing rules.

Section 2. Special meetings of the general information may be called by the president or by a majority of the Executive committee. The number of days notice required for a special meeting shall be designated in the standing rules.

Section 3. The quorum for the transaction of business at meetings of the general information shall be specified in the standing rules.

Section 4. An EBI participant shall not serve as a voting member (Executive Committee) at any meeting while serving as a paid employee of, or under contract to, EBI.

#### ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this organization and in all cases in which they are applicable and in which they are not in conflict with these bylaws.

#### ARTICLE XIII. AMENDMENTS

These bylaws may be amended or a completely revised set may be adopted by a majority vote of the Executive committee present in person at any meeting provided that written notice of such proposed amendment or revised set shall be delivered to each member at least ten (10) days before the date of such meeting setting forth the purpose of said meeting.