



Rockville Baseball Association

Constitution and Bylaws

Last Revised: June 16, 2025

Rockville Baseball Association
CONSTITUTION AND BYLAWS
Revised ____ 2025

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ARTICLE I: Mission and Purpose

Section A: Mission and Purpose

1. The Mission of the Rockville Baseball Association (hereafter known as “the RBBA” or “the Association”) is to bring the ballplayers and families of Rockville and surrounding areas together to form a strong community, learn to play as a team, learn to win and lose gracefully, benefit from coaching, and develop healthy athletic habits through baseball and softball. RBBA seeks to provide young people a sense of belonging, good sportsmanship, strategic thinking, and responsibility.
2. The Purpose of the RBBA is to provide all interested youths with the opportunities to learn and play baseball, as well as learn positive life skills including teamwork, sportsmanship, and personal growth.
 - a. RBBA will operate with a recreational mindset and will strive to make sports a fun and a learning opportunity for all.
 - b. RBBA may field travel and competitive teams and tournaments with the same mindset of fun, personal growth, and providing an environment where youths can learn and play.

Section B: Non-Profit Nature

1. The RBBA is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (referred to as “Internal Revenue Code”).
2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association 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 the purpose clause hereof.
3. The Association is not organized and shall not be operated for the private gain of any person. The property of the Association is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed to any individual.
4. If any section of this Constitution and Bylaws document, the Rules and Procedures Handbook, or any other document the Board may approve from time to time, is found to be in violation of Federal, State, or Local laws, that section shall be considered void.

ARTICLE II: Membership

Section A: General Membership

1. The General Membership of the Association shall be composed of one (1) registered Coach of each team participating in RBBA and those Executive Board Members not representing a team. This name shall be submitted to the President and Secretary no later than fifteen (15) days prior to any membership meeting.
2. No General Member shall be entitled to cast more than one vote at any meeting on any issue.

3. General Members will be granted speaking and voting rights at General Meetings of the Association; and only speaking rights at open meetings of the Executive Board.
4. Voting members of the General Membership must be 18 years of age or older.
5. Board of Directors and officers
 - a. Members of the Board, including the officers, shall be voting members of the General Membership.
 - b. Members of the Board, including the officers, shall not also serve as team representatives.

Section B: Player Memberships

1. The players participating in the Associations programs shall enjoy Player Memberships.
2. All children have the option to play in the RBBA and enjoy a Player Membership.
3. Player Members shall be entitled to attend meetings, shall be permitted the right to speak, but shall not be allowed the right to vote.

Section C: Associate Memberships

1. The Board shall grant Associate Memberships in the Association.
2. Associate membership shall be available to organizations interested in youth and baseball. Their representatives shall be named by the Associate Member organization.
3. Associate members may attend meetings and express opinions but shall not be allowed to vote at any meeting on any issue.
4. The Mayor of the City of Rockville, Maryland, or their designee, shall enjoy all the privileges of Associate Membership.

ARTICLE III: Board of Directors

Section A: General Responsibilities, Authority, Qualifications, and Restrictions for the Full Board

1. The Board shall implement and enforce the Association's Constitution and Bylaws, Rules and Procedures Handbook, and other governing documents in keeping with its mission and purpose.
2. The Board may, from time to time, establish rules in support of and consistent with this Constitution and Bylaws through the use of a set of Standing Rules. The Board may establish and modify Standing Rules through a simple majority vote with quorum present.
3. The Board may not amend Constitution and Bylaws independent of the procedures spelled out in Article VIII of this document.
4. The Board appoints and approves team managers and coaches and may suspend or remove individuals for reasonable cause. The Conduct Committee shall follow up on such suspensions.
5. The Board may suspend or expel a player member for reasonable cause. The Conduct Committee shall follow up on such suspensions or expulsions.
6. The Board will address issues forwarded from the Conduct Committee.

7. The Board will ensure that background checks are conducted in accordance with the Rules and Procedures manual.
8. The Board appoints and approves all support volunteers and may suspend or remove individuals for reasonable cause.
9. RBBA Logo
 - a. The Board has sole authority to approve or authorize use of the Association's name or logo for advertising, fund-raising, promotion, or publicity purposes.
 - b. The RBBA name and logo may not be used without prior Board Approval.
10. Board meetings are open to Voting Members, and the public unless closed by a majority vote of the Board. Closed sessions shall adhere to Roberts Rules for Special Meetings.
11. All board members will submit an annual Conflict of Interest statement.
12. The RBBA shall follow Roberts Rules of Order, 12th Edition, except where it conflicts with the procedures outlined in this document.

Section B: Removal of a Board Member

1. Board members may be removed for reasonable cause.
2. A petition by three Board members is required to initiate the removal of a Board member. The petition must include a clear description of the situation and justification for removal as a remedy.
3. The Board member in question must receive the petition and materials a minimum of fifteen (15) days prior to the next scheduled Board meeting.
4. The Board member in question shall be granted the opportunity to speak in their own defense or name a person to speak for them.
5. A two-thirds (2/3) vote of the Board with a quorum present is required to remove a Board member.
6. Judgement extends only to removal from office; no fines or other penalties may be imposed.
7. The Board has sole authority to remove Board Members.

Section C: Indemnification

No officer or director of this corporation shall be personally liable for the debts or obligations of the Rockville Baseball Association of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation. Please refer to RBBA's Indemnification Policy.

Section D. Officers

The officers of the RBBA shall be the President, Vice President, Secretary, Treasurer, Director of Operations, Director of Public Relations, Legal Counsel, Director of Baseball Play, Director of Baseball Operations, Director of Baseball Travel, Director of Softball, Director of Softball Travel. The officers constitute the RBBA's Executive Board.

Section E: Board Elections and Appointments

1. Executive Committee
 - a. The Executive Committee is composed of the President, Vice President, Secretary, and Treasurer
 - b. Eligibility to run
 - i. Members of the Executive Committee shall be elected by the General Membership at the Annual Meeting, which shall be scheduled and held in keeping with Article VII of this document.
 - ii. Voting Executive Board members must be at least twenty-one (21) years of age.
2. Directors
 - a. The Director of Operations, Director of Public Relations, Legal Counsel, Director of Baseball Play, Director of Baseball Operations, Director of Baseball Travel, Director of Softball, Director of Softball Travel shall be appointed to the Board by the elected Executive Committee and Directors already seated on the Board.
 - b. Those holding Executive Membership are considered officers of the Association.
3. Representatives of Associate Member Organizations of RBBA, as described in Article II, may attend RBBA meetings in an advisory, non-voting role.

Section F: Board Vacancies

1. A vacancy in the role of President shall be filled by the Vice President
2. A vacancy in the roles of Vice President, Secretary, or Treasurer shall be filled by a majority vote of the full Board at a regular Board Meeting.
3. A vacancy in any Director role shall be filled by a majority vote of the full Board at a regular Board meeting.
4. The Board should activate the Nominating Committee to announce vacancies as well as solicit and vet candidates within two weeks of the vacancy occurring and strive to fill the vacancy at the next regular Board meeting. Use Article V, Committees, Section F for guidance.

ARTICLE IV: Duties and Responsibilities of the Officers and Board

Section A: Officer duties

President

1. Guides and directs the Association, defining its vision with the help of the Board of Directors
2. Presides at meetings of the Board and the Association
3. Carries out the will of the members as expressed by majority vote and at Association events
4. Calls meetings of the Association as required by Article VII
5. Appoints committee members, either standing or ad hoc, as detailed in, subject to Board approval, per Article V
6. Serves as the chair of the Conduct Committee

7. Ensures that records of all official decisions and proceedings of the organization are maintained and available for member review upon request
8. Serves as ex officio member of all Committees except Nominating
9. May suspend a member for reasonable cause
 - a. May suspend for Forty-Eight (48) hours, pending a meeting of the Executive Board
 - b. If the Board does not meet during the Forty-Eight (48) hour period, the suspended member is reinstated until the Board acts
10. Acts jointly with the Treasurer, pursuant to board approval, to open, close, and manage any bank account belonging to RBBA
11. Review, sign, and date all monthly bank statements and reconciliations
12. Carries out such other duties as required by the Constitution and Bylaws or in their duty to guide and direct the organization.

Vice President

1. Conduct meetings and the normal business of the RBBA in the absence of the President
2. Participate fully in all RBBA meetings
3. Assume the role of President in the event of a vacancy in that office

Secretary

1. Maintains the official records of the Association, with the exception of financial records
2. Verifies membership eligibility at General Membership and Board meetings
3. Records the minutes of all Board and General Membership meetings, including the presence of the quorum required for transacting official business
4. Reads the minutes of the most recent General Membership or Board meetings
5. Circulates to the Board the minutes of the most recent Board meeting, prior to the next scheduled Board meeting
6. Serves as chief ethics counselor
7. Other duties include
 - a. Informing the General Membership and the Board of scheduled meetings
 - b. Keeping records of final standings at the end of the regular season

Treasurer

1. Chairs Financial Committee
2. Maintains custody of the funds of the RBBA
3. Maintains a full account of the funds and accurate financial records for the RBBA
4. Keeps full and accurate account of receipts and expenditures including reconciliation of the banks statement each month
5. Makes disbursements in accordance with the budget adopted by the Board and presented to the General Membership
6. Ensures checks are signed by two authorized signatories, to include any of the Treasurer, President, and one alternate signor designated by the Board

7. The Board must pass an annual resolution defining which expenses may be paid electronically or via credit card. This serves as a blanket second signature for approved payments.
8. Reviews, signs, and dates bank statements monthly, obtaining review, signature, and date of the President and one member of the Board who is not a signatory on the account
9. Presents a written financial statement to the Board of Directors and General Membership at every meeting
10. Presents an annual report of the financial condition of the organization to the Board and General Membership
11. Submits the books, annually, for an audit or financial review, per Article V, Action F and Appendix III.
12. Maintains historical financial records
13. Files all required Federal and State taxes and reports or renewals
14. Acts jointly with the President, pursuant to board approval, to open, close, and manage any bank account belonging to RBBA
15. Coordinates financial arrangements, including receipts and expenditures with the Director of Travel
16. Coordinates snack bar vendor receipts with Snack Bar Coordinator
17. Works with Director of Baseball and Director of Softball to ensure Waivers of Liability are obtained for every team and every participant on those teams at a formal check-in process before a team is allowed to play its first game and perform cursory eligibility and insurance checks for teams during the check-in process
18. Performs such other duties as may be provided for by these bylaws, prescribed by the parliamentary authority, or directed by the board of directors
19. The Treasurer, supported by the Finance Committee and in partnership with the Board, will produce an Annual Report for the recently ended fiscal year to be released publicly and to all members, to be published no later than the end of January of the following year.

Director of Operations

1. Support the Executive Board in day to day operations of the organization and oversee the Coordinators for the snack bar, volunteer and SSL, equipment, etc.
2. Oversee the ordering and distribution of trophies/medals, etc.

Training Coordinator

1. Arranges instructional presentation and clinics for Coaches
2. Ensures Coaches are compliant with the policies and requirements of RBBA's insurance carrier, the City of Rockville and any other training deemed as best practices.
3. Ensures the RBBA Standing Rules and Division Rules are up to date prior to each Spring season by March 1 of each year and distributed to the Baseball Director and the Director of Internet Operations to post on the website.
4. Maintains the Coaches Handbook and provides updates to the Director of Internet Operations to post on the website.

Softball Director

1. Supervises the Association's on field competition
2. Coordinates the scheduling of games with Division Coordinators
3. Maintains the SOP for Division Directors

Director of Travel Softball

1. Supervises and coordinate the Association travel programs
2. Coordinates the schedule of games, practices and other events
3. Prepares and executes an annual budget for Travel Teams which will be presented to the Board before the Travel program practices begin
4. Ensures public tryouts are scheduled for each Spring or Fall team, and coordinate with the Director of Internet Operations to ensure that the tryouts are advertised adequately
5. Provides the Association with any fees by the start of the respective season
6. Communicates with team coaches to resolve questions and problems, make recommendations concerning program administration and present unresolved problems to the attention of the Board.

Director of Rules and Instruction

1. Works with Division Directors and any Board Members that are Coaches to establish, communicate, and interpret rules for competitive play in the Association
2. Reviews rules of other local rec baseball leagues to maintain comparable standards
3. Meets with Division directors to review any changes in the rules prior to Board review and approval
4. Communicates with the President of the umpire organization to coordinate and communicate any changes in the National Federation of High School rules
5. Provides the President of the umpire organization RBBA rules for each division
6. Serves as the Chair of the Rules Committee

Director of Personnel

1. Registers players, and verifies their eligibility (including age, residence, and fees paid) and submits an official report detailing the names of players who have not paid by the end of May
2. Assigns players to teams and maintain official team rosters
3. Coordinates registration process and procedures
4. Maintains a current roster of every team's player personnel and, together with the Division Directors, resolving any discrepancies

Snack Bar Operations Coordinator

1. Sources and manages any third parties operating in/at concession stands
2. Annually, after the Fall season, sources new vendors and makes recommendations to the Board regarding vendor selection the following year

Equipment Manager

1. Develops and maintains the Association's inventory of uniforms and equipment
2. Prepares an annual equipment and uniform purchase budget and presents it to the Board during the budget development process
3. Makes equipment purchases, based on the Board approved budget, by October of each year
4. Sets equipment distribution and collection dates
5. Makes uniform orders from the Washington Nationals by October of each year
6. Disposes of/donates equipment as needed
7. Obtains scholarships, grants, donations from Dick's Sporting Goods and MLB to be used for equipment purchases
8. Arranges for deliveries and restocking of inventory at the warehouse
9. Coordinates for uniform pick up/delivery from the Washington Nationals and restocking at the warehouse
10. PurchaseS equipment as needed for proper repair and maintenance of equipment

Director of Public Relations

1. ArrangeS the appropriate publicity for RBBA activities and events
2. ConductS outreach to schools to aid in advertising the Association
3. CoordinateS creation and handing out flyers to schools in the Rockville area to advertise Spring and Fall seasons
4. Arranges activities and events for opening day
5. Coordinates web and social media announcements with the Director of Internet Operations
6. Organizes and supervise RBBA events throughout the year
7. Supervises and coordinate all activities and events regarding RBBA Photo Day
8. Coordinates with the Board to ensure RBBA Sponsor Plaques are presented to Sponsors at the end of the season

Director of Internet Operations

1. Develop and maintain current information on the RBBA website;
2. Oversee social media content

Baseball Director

1. Supervises the Association's on field competition, coordinates operations and arranges schedules
2. Coordinate the scheduling of games with Division Directors
3. Serves on the Rules Committee and coordinates the establishment of rules accordingly
4. Chairs the Protest Committee and establishes a method for hearing protests
5. Participates as a member of the Conduct Committee
6. Maintains the SOP for Division Directors

Division Directors

1. Maintains Division schedules, reschedules postponed and incomplete games when necessary, in cooperation with the Department of Recreation and Parks

2. Keeps records of current standings in each Division and post the standings on the Association's website
3. Communicates with team managers as necessary to resolve questions and problems
4. Makes recommendations for improvements for quality of play

Association Legal Counsel

1. Attends Board meetings and advises the Association with regard to legal matters
2. Interfaces with the City and advise the Board in matters regarding City of Rockville policy changes and how they affect the Association
3. Provides guidance as needed with legal matters

Director of Travel Baseball

1. Supervises and coordinates the Association travel programs
2. Coordinates the schedule of games, practices and other events
3. Prepares and executes an annual budget for Travel Teams which will be presented to the Board before the Travel program practices begin
4. Ensures public tryouts are scheduled for each Spring or Fall team, and coordinates with the Director of Internet Operations to ensure that the tryouts are advertised adequately
5. Provides the Association with any fees by the start of the respective season
6. Communicates with team coaches to resolve questions and problems, make recommendations concerning program administration and present unresolved problems to the attention of the Board.

Director of Volunteers

1. Supervises and coordinates all volunteer opportunities
2. Coordinates SSL hours with Montgomery County Public Schools (MCPS)
3. Acquire and maintain active SSL certification through MCPS

Umpire Coordinator

1. Serves as liaison between RBBA and third party umpire organizations to coordinate scheduling of umpires
2. Works with outside umpiring organizations to make sure all games are covered and the umpiring needs of the Association are being met
3. Any other duties outlined in the Constitution, Bylaws, League Rules, or any other document the Board may approve from time to time.

Section B: Powers and Duties of the City of Rockville Department of Recreation and Parks

The City Department of Recreation and Parks secures and maintains playing fields, and assigns all fields and times for games, practices, clinics and events..

Section C: Duties of Coaches

1. Implement the Constitution and Bylaws of the Association, the League Rules, and such other guidelines as the Board may approve from time to time, including complying with the Codes of Conduct for Coaches, Players and Parents.

2. Cooperating with the Board in conducting a baseball program of the highest standards, especially encouraging good sportsmanship and appropriate conduct by team coaches and players, both on and off the field.
3. Provide adequate practice sessions to allow players to benefit from the baseball program.
4. Properly administer team rosters as provided by the Association without regard to race, nationality, religion, sex, handicap or geographic factors.
5. Coaches must make every effort to contact all players assigned to them by the RBBA; must not trade or cut players; must not sign players without advance approval from the Director for Personnel;

Section D: Budget Development and Oversight

1. The Treasurer shall develop an annual budget, in consultation with the Finance Committee and based on input from Directors and Coordinators.
2. A line item budget shall be presented to the Board for initial approval at the last scheduled Board meeting of the current fiscal year
3. The Treasurer shall present a financial report on the fiscal year that ended and a categorical budget for the new fiscal year to the General Membership at the Annual Membership Meeting.
4. All expenditures and income must be made in accordance with the approved budget.
5. The Board has the authority to make adjustments to the line item budget throughout the fiscal year. If said adjustments result in an increase or decrease to any category, the General Membership must be notified in the next Association-wide communication.
6. As part of the budget development process, in accordance with this Constitution and Bylaws, shall establish sponsor fees, player fees, approve concession sales plans and prices or vendors, establish Tournament participation fees, and reviews and approve other revenue streams to support the operations of the Association.
7. New vendors must be approved by the Board. Recurring expenses that change by more than 10% must be approved by the Board.

ARTICLE V: Committees

Section A: General Guidelines

1. The following committees are recognized as permanent standing Committees
 - a. Conduct Committee
 - b. Rules Committee
 - c. Protest Committee
 - d. Governing Document Review Committee
 - e. Finance Committee
 - f. Nominating Committee
2. Committee membership: The President shall appoint, subject to Board approval, all committee members
3. The President shall serve as an ex-officio member of all Committees except Nominating.
4. New committees

- a. The establishment or dissolution of standing committees shall follow rules to amend this Constitution, see Article VIII.
 - b. The Board can create ad hoc committees on an “as needed” basis.
5. Other committees may be formed and will be considered ad hoc.
6. The President, with Board approval, will appoint standing and ad hoc committee members.
7. Any member as defined in Article I or interested party may serve on a committee.
8. Committees can elect to meet in person, via a virtual meeting platform, or using a hybrid format. Committee votes may be taken at a meeting or via Google form following email discussion.

Section B: Conduct Committee

1. The Conduct Committee shall consist of three (3) voting members, a representative of the City of Rockville in an advisor role, and the President, to be Chaired by the President.
2. The Conduct Committee will handle all allegations of misconduct, and will be empowered to enforce this Constitution and Bylaws, rules/procedure manual, and other Guidelines the Board may approve from time to time.
3. At the discretion of the President or a $\frac{2}{3}$ (two thirds) vote of the Committee, cases may be heard by the Board in its entirety.
4. The Association’s Legal Counsel will serve as an advisory, non-voting member of the Conduct Committee.
5. Details related to the function of the Conduct Committee, including timelines for communication, will be included in the rule book.

Section C: Rules Committee

1. The Rules Committee shall consist of three (3) members, the Director Baseball Operations, Director of Rules & Instruction, and a coach. The coach shall be appointed by the President with input from the Baseball Division Directors. The Rules Committee shall be chaired by the Director of Rules & Instruction.
2. At the conclusion of the Associations Spring Season the Rules Committee shall gather feedback from Association members and conduct a full review of the Associations playing rules for both the Spring and Fall seasons.
3. The Rules Committee will then recommend any changes to the Associations playing rules to the Board for consideration at the next Executive Board meeting.
4. The Rules Committee is responsible for updating the rule book document and ensuring that rules changes are posted on the website.

Section D: Protest Committee

1. The Protest Committee will consist of three (3) members, including one person representing baseball coaches, one person representing softball coaches, Umpire Coordinator, and shall be chaired by the Director of Operations.
2. Any member of the Committee who is party to a protest shall recuse themselves from the committee for the duration of the protest.

3. In the event of a recusal, the President shall appoint an acting committee member.
4. The Protest Committee shall commence a meeting to address a protest within seven (7) days of the date that a protest has been lodged with the league, as defined in the rules/procedures handbook.
5. See Rules and Procedures Handbook for the complete protest process.

Section F: Governing Document Review Committee

1. The Governing Document Review Committee will consist of the Secretary, Treasurer, and the Legal Counsel and be chaired by the Legal Counsel.
2. At the end of the Association's Spring season the members of the Committee will thoroughly review the Associations governing documents including but not limited to, the Constitution and Bylaws, Rules and Procedures Handbook (for consistency with the Constitution), standing rules if they exist, and any other document that governs the Association excluding its playing rules.
3. The Committee will recommend any changes and propose them to the Board and/or General Membership, as appropriate, passage.

Section E: Finance Committee

1. The Finance Committee will consist of three (3) Board members and be chaired by the Treasurer.
2. The Finance Committee will develop and maintain an expense policy, which shall involve Finance Committee and/or Board approval of all major new expenditures, vendor relationships, expenditures that change by 10% or more.
3. The Finance Committee shall, annually, engage the services of a certified public accountant to conduct an audit or conduct a financial review. The Treasurer shall not participate in a financial review except to respond to requests for information or clarifying questions.
4. Assist Treasurer with development of budget for next fiscal year.

Section F: Nominating Committee

1. The Nominating Committee shall include an odd number of members and be appointed by the Board no later than three months prior to the Annual Meeting/Annual Election.
2. Membership must include softball representation.
3. The committee shall elect its own chair and notify the President in writing of its decision within ten (10) days of such election.
4. The committee shall promote the elections process to the General Membership in order to:
 - a. Facilitate members running to become officers
 - b. Facilitate maximum participation in the election process
 - c. Determine that declared candidates meet minimum requirements to hold office

ARTICLE Vi: Division Organization

- A. The Association shall organize its Player Members into Divisions of suitable grade classifications per Article I of the Rules and Procedures Handbook.
- B. The Division Director of each Division, acting under the general guidance and direction of the Director of Baseball or Director of Softball, will administer their respective Divisions.
- C. The President will serve as a liaison between RBBA and the leadership of extra-league teams who participate in RBBA competition.

ARTICLE VII: Meetings

Section A: General Membership Meeting

- a. The President shall call at least one Annual General Membership meeting for the purpose of:
 - i. Electing officers
 - ii. Considering amendments to the Constitution and Bylaws and other governance issues brought forward by the President and/or the Board
 - iii. Discussing recommendations for the next year/season
 - iv. The Board to hear general input from any member in attendance, voting or otherwise
 - v. Only Voting Members of the Association shall vote in elections and on governance issues.
- b. Shall be held within two weeks of the conclusion of the spring season.
- c. General Members must receive notice of all meetings at least 15 days prior to the date of the meeting.
- d. Thirty percent (30%) of the General Membership shall constitute a quorum.
- e. A simple majority of those present is necessary for passage of ordinary items of business.

Section B: Additional Meetings

- 1. Additional meetings may be called by:
 - a. The President
 - b. A quorum of the Board in person or in writing
 - c. A petition signed by a minimum of five Voting Members presented to the President or any Board Member
- 2. The requested meeting shall be held within 21 days of the receipt of the request or petition.
- 3. General Members must receive notice of all meetings at least 15 days prior to the date of the meeting.

Section C: Coaches Meeting

- 1. To be held between January 15 and the beginning of the spring practice season.

2. For the purpose of reviewing operating policies and general procedures for the coming season.
3. RBBA may choose to hold a General Membership meeting in conjunction with the Spring Coaches Meeting.
4. Additional Coaches meetings may be called in compliance with Section B above.

Section C: Board Meetings

1. The Board shall meet no fewer than four times per year.
2. The annual meeting schedule, including time, date, and location, shall be set on the first meeting of the new calendar year and approved by a majority of board members present and voting, subject to the presence of a quorum.
3. The President or any three (3) Board members can call an emergency meeting with a minimum of five (5) days notice.
4. One more than 50% of occupied board seats shall constitute Quorum.
5. A simple majority of the Quorum present is necessary for the passage of ordinary items of business.

ARTICLE VIII: Amendments

Section A: Two-Thirds Majority

1. All amendments to this Constitution, or any section of it, will be considered at an Annual General Membership Meeting or Special General Membership meeting called in accordance with Article VII.
2. Two thirds majority vote with a Quorum present is required to accept all amendments or revisions of any portion of this Constitution.
3. Once duly amended, the revised Constitution and Bylaws shall be posted on the RBBA website within fifteen (15) days of after the meeting.

Section B: Source of Amendments

1. Amendments Proposed by The Executive Board
 - a. A majority of the Executive Board may propose amendments to or repeal of any portion of the Constitution.
 - b. Proposed amendments accepted by the Board shall be moved forward for General Membership approval, in accordance with Section A of this Article.
2. Amendments Proposed by Voting Members
 - a. At any meeting of the Association, wherein a Quorum is present, any Voting Member may propose, as new business or otherwise, an amendment to or repeal of any portion of this Constitution.
 - b. Any amendment submitted to the President AND Secretary twelve (12) days prior the date of the General Membership Meeting shall be distributed to the General Membership no less than ten (10) days prior to the Meeting. These amendments shall require a simple majority vote to be considered by the General Membership. A $\frac{2}{3}$ majority will be needed to amend the Constitution.

- c. Any amendment submitted to the General Membership from the floor of the General Membership Meeting shall require a $\frac{2}{3}$ majority vote of the General Membership present and voting at the meeting to be considered by the General Membership. A $\frac{2}{3}$ majority will be needed to amend the Constitution.
- d. All Amendments considered by the General Membership at a duly called and held meeting with quorum present can be amended during the course of normal debate, in keeping with Roberts Rules of Order.

Section C: Period of No Amendments

This Constitution and Bylaws shall not be amended between Opening day of the Fall season and the last day of the Spring season.

ARTICLE IX: Dissolution

In the event of the dissolution of the RBBA, the association, after paying or adequately providing for the debts and obligations of the association, shall distribute its financial holdings, property, all records, and all remaining assets to a qualified nonprofit providing baseball, softball, or other youth sports opportunities.

APPENDICES

APPENDIX I: Non-Discrimination Policies

Section A: Non-Discrimination

1. The Rockville Baseball Association does not and shall not discriminate on the basis of race, color, religion or creed, gender, gender expression, age, national origin and ancestry, disability, marital status, sexual orientation, or veterans or military status, in any of its activities or operations.
 - a. These activities include, but are not limited to, hiring and dismissal of staff, selection of volunteers and vendors, and provision of all services
 - b. We are committed to providing an inclusive and welcoming environment for all members of our staff, players, parents, volunteers, vendors, and all others the organization works with.
2. The Rockville Baseball Association is an equal opportunity organization. We will not discriminate and will take measures to ensure against any discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of volunteer opportunities against any volunteer or applicant on the bases of race, color, gender, national origin, age, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.
3. Any individual found to have engaged in discriminatory activity is subject to disciplinary action by the RBBA up to and including suspension, expulsion, and civil or criminal prosecution when warranted.

Section B: Anti-Harassment and Bullying Policies

1. The Rockville Baseball Association is committed in all areas to providing an environment that is free from harassment and bullying.
2. Harassment based upon an individual's sex, race, ethnicity, national origin, age, religion, or any other legally protected characteristics will not be tolerated.
3. All volunteers, including Executive Board Members, coaches, parents, players, et al, are expected and required to abide by this policy.
4. No person will be adversely affected in any league opportunity as a result of bringing complaints of unlawful harassment.

Section C: Anti-Harassment and Bullying Procedures

1. If an individual feels that they have been harassed on the basis of any other legally protected characteristic or characteristic listed or unlisted in this document, they should immediately report the matter to a member of the Executive Board, the appropriate Division Director, or coach.
 - a. If the issue relates to a specific team, that team's coach should be the first point of contact.
 - b. If the issue relates to an Executive Board member, the President of the RBBA should be immediately contacted.

2. Once the matter has been reported it will be promptly investigated and any necessary corrective action will be taken where appropriate.
3. All complaints of unlawful harassment will be handled in as discreet and confidential a manner as is possible.
4. Any individual engaging in improper harassing behavior will be subject to disciplinary action.

APPENDIX II: Ethics

Section A: Code of Ethics

1. All members of the Rockville Baseball Association are expected to follow the code of ethics listed herein.
2. The Rockville Baseball Association holds itself to the highest standard of ethics and excellence including but not limited to;
 - a. Acting honestly, truthfully, and with integrity in all our transactions and dealings;
 - b. Avoiding conflicts of interest;
 - c. Appropriately handling actual or apparent conflict of interest in our relationships;
 - d. Treating every member of the Association fairly, and with dignity and respect;
 - e. Treating our volunteers with respect, fairness and good faith, and providing conditions of employment that safeguard their rights and welfare;
 - f. Being a good corporate citizen and complying with both the spirit and the letter of the law;
 - g. Acting responsibly toward the communities in which we work and for the benefit of the communities that we serve;
 - h. Being responsible, transparent and accountable for our actions; and
 - i. Improving the accountability, transparency, ethical conduct and effectiveness of the nonprofit field.
3. Failure of an individual to act in an ethical and legal manner is subject to disciplinary action by the RBBA up to and including suspension, expulsion, and civil or criminal prosecution when warranted.

Section B: Ethical Fundraising and the Donors Bill of Rights

1. The Association is committed to the principles of ethical fundraising and has adopted the Association of Fundraising Professionals (AFP) Donor Bill of Rights¹ as detailed below in point two (2).
2. Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the not-for-profit organizations and causes they are asked to support, we declare that all donors have these rights:
 - a. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
 - b. To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgement in its stewardship responsibilities.
 - c. To have access to the organizations most recent financial statements.
 - d. To be assured their gifts will be used for the purposes for which they were given.
 - e. To receive appropriate acknowledgement and recognition.
 - f. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.

- g. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.
- h. To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.
- i. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.
- j. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

Section C: Confidentiality

1. All information concerning clients, former clients, our staff, volunteers, and financial data, and business records of the Rockville Baseball Association are confidential.
2. Adopted 1964, Association of Fundraising Professionals (AFP), Copyright AFP, all rights reserved. Reprinted with permission from the Association of Fundraising Professionals.
 - a. "Confidential" means that you are free to talk about the Association and your program and your position, but you are not permitted to disclose clients; name or talk about them in ways that will make their identity known.
 - b. No information may be released without appropriate authorization.
 - c. All members of the Executive Board, Voting and Associate, and volunteers, are required to abide by this practice.
3. Board members, volunteers and employees are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information.
4. At the end of the Board Member's term they shall return all documents, papers, and other materials that may contain confidential information.
5. Failure to adhere to this policy will result in discipline as deemed appropriate by the Executive Board.

APPENDIX III: Conflict of Interest

Article I Purpose

The purpose of the conflict of interest policy is to protect this RBBA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which RBBA has a transaction or arrangement,
- b. A compensation arrangement with RBBA or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RBBA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether RBBA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in RBBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX IVi: Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.