



BYLAWS of MABL of SOUTHERN WISCONSIN

ARTICLE I – ORGANIZATION

1. TITLE

The name of the association herein shall be “Men’s Adult Baseball League of Southern Wisconsin, Incorporated,” herein referred to as “this association,” “this organization,” “this league” or “MABLSWI.”

2. INCORPORATION

MABLSWI shall indefinitely pursue operation as an incorporated entity in the State of Wisconsin permitting the exercise of business venture(s) for the benefit of this association, its membership, the sport of baseball and the national parent organization, Men’s Senior/Adult Baseball League (MSBL/MABL), permissible by an agreement of its directing manager member representatives or the actions of its elected representatives.

3. OBJECTIVES

The purpose of MABLSWI shall include the following:

- To provide an opportunity for all adults eligible for membership (as defined in Article II) to engage in the sport of competitive baseball;
- To promote involvement in MSBL/MABL programs and provide an opportunity for members to compete in sanctioned baseball competitions;
- To provide training opportunities in the areas of physical fitness and development and proper conditioning habits;
- To provide opportunities for social, emotional, educational and character development, and to encourage peer and family participation in team and community activities;
- To promote the sport of baseball to the communities that members of this association live, work and play in;
- To conduct operations with opportunities for charitable organizations to benefit from league function(s).
- To promote and support park usage, development, and maintenance by partnering with municipal parks and recreation departments.

4. MANAGEMENT

The MABLSWI shall be managed and directed by a Board of Directors, acting in accordance with these bylaws.

ARTICLE II – MEMBERSHIP

1. MEMBERSHIP

The benefits and services of MABLSWI shall be made available to any person who desires to participate in any program sponsored by MABLSWI and who is physically able to do so, subject to any limitations set forth elsewhere in these bylaws. Membership shall be contingent upon payment of periodic registration fees and membership dues as the board of directors may from time to time determine and with proper notice, make known to league managers and players.

- a. **Active Member** – An active member shall be any person who is a registered member of MABLSWI whose fees and/or fee waivers are current and who is in good standing with the board of directors and MABLSWI.
- b. **Division** – The MABLSWI shall maintain and reserve the right to establish divisions comprising of members or teams within a specific age group and/or skills level, subject to amendment upon approval by the board of directors in an annual revisiting and per these bylaws.
- c. **Team** – A team participating in the MABLSWI shall have a minimum of 12 members to assure regular attendance and successful participation of fielding a team at scheduled games.

2. LIMITATION

Membership may not be limited in number and shall be open to anyone who qualifies under Article II, Section 1 unless space is not available due to a limit on the number of teams that can participate each year due to limitation of MABLSWI and individual team resources.

3. VOTING

Each Board official and manager (or manager-appointed representative) shall be entitled to one vote in the election of Board officials and any other matters brought before the league managers by a simple majority vote as designated in these bylaws.

- a. Voting shall be in person and shall be limited to currently elected Board officials and managers of active MABLSWI teams and/or their official designated representative.
- a. A representative may be presented to the Board accompanied with documented notice from the manager of the team they represent or through verbal, in-person co-representation with the manager of such team at an MABLSWI function.
- b. Representatives must meet the active member criteria of Article II, 1.a.
- c. Managers who also serve as an elected Board official are eligible to place two votes: one on behalf of their team and one as a representative of the league. This extends to board members who serve multiple positions (i.e. Divisional Vice President of multiple age divisions).

4. RIGHTS

- a. A member shall be entitled to participate in any activity sponsored by MABLSWI, with the exception of competitive and training opportunities which may be limited by the board of directors, the coaching staff, or the rules of baseball for reasons of age, achievement or ability to participate and voting privileges unless granted under Article II, 3.
- a. The property rights and interests of all members shall be equal and recognized on a per member basis.

5. SUSPENSION & TERMINATION

Baseball privileges and membership may be suspended if dues, fees, or other required documentation is not submitted to the MABLSWI by a deadline approved by the board of directors. The Board of Directors has the right to approve extensions in case(s) of hardship.

- a. **Forfeiture** – A member may resign membership at any time by giving notice in writing to the board of directors or to a manager member charged thereby with informing the board, provided all obligations to MABLSWI have been met in full.
- b. **Manager Action** – The Manager of any MABLSW team shall have the authority to manage his team as he/she sees fit. This includes adjudicating playing time; levying suspensions from practices, games, and league-sponsored events; and expulsion from the team for any conduct unbecoming of team or league standards.
- c. **Board Action** – The board of directors shall have the authority to expel from membership any member deemed to cause damage to the MABLSWI organization, to the sport of baseball, image of a community, event, or entity attached to MABLSWI. Damage must be of a degree judged to be excessive beyond what is usual and too great to be reasonably endured, and must, in the judgment of the board, place the continued existence of MABLSWI in jeopardy. Such actions may include unsportsmanlike behavior and violations of the MABLSWI's Code of Conduct included in the league rules.
- d. **Appeals** – Reinstatement can be requested in writing to the board of directors for the purposes of joining another member team or league. Such written request can be electronic but must be authored and received by an elected board member no later than 14 days following the initial action in expelling the member.
- e. **Jurisdiction** – Items of authority involving Board Actions and Appeals can be exercised only upon a simple majority vote of more than 50% of the elected board members. In the case of a tie, the item of authority can not be exercised.

ARTICLE III – DUES, FEES AND ASSESSMENTS

1. FISCAL YEAR

The fiscal year of MABLSWI shall be from January 1 to the following December 31.

2. FEES

Fees shall be set and approved by the board of directors annually and shall not exceed that necessary to provide for anticipated expenses of the organization locally and per national MSBL/MABL affiliation.

- a. **Registration** – Registration for active members shall be assessed on a yearly basis. Re-registration will be required prior to re-activation of membership.
- b. **Changes in Fee Schedule** – The fee schedule may be changed at any time if approved by the board of directors, but shall not be changed retroactively.
- c. **Refunds** – There shall be no refund of fees or release of obligation to pay fees.

ARTICLE IV – MEETINGS OF MEMBERS

1. ANNUAL BOARD-MANAGERS MEETING

MABLSWI shall hold at least one (1) annual meeting requesting the attendance of all board of directors members and manager members or their representatives.

- a. **Time and Place** – The annual meeting of the manager members shall be held by the conclusion of February, unless otherwise approved by the board of directors, at such place and reasonable time within Dane County as the board of directors may designate.
- b. **Purpose** – The annual meeting shall be held for the purpose of presenting program goals, evaluations, and long-range plans, electing the Board of Directors, and to solicit discussion/voting on topics of interest requested by the board of directors, per qualifications of Article II, 3.
- c. **Notice of Meeting** – Notice of the managers meeting shall be given to each board member and team manager not less than ten (10) nor more than forty-five (45) days prior to such meeting. Each team manager will be responsible for notifying members of his team in case they wish to request attendance or participation as a representative.

2. SPECIAL MEETINGS

Additional meetings of board of directors and manager members and their representatives may occur per the necessity of business to be discussed.

- a. **Call** – Special meetings of MABLSWI shall be held upon the call of the board of directors, and must be conducted within thirty (30) days upon notification to each active manager member by the board of directors.
- b. **Time and Place** – Special meetings of MABLSWI shall be held at such reasonable time and place within Dane County as the board of directors may designate.
- c. **Purpose** – The purpose of any special meeting shall be stated in the notice of call, and no other business shall be transacted.
- d. **Notice of Meeting** – Written notice of the special meeting, which may be in electronic format, shall be given to each board member not less than ten (10) days nor more than thirty (30) days prior to such meeting.

3. DIVISIONAL MEETINGS

To supplement the Annual Board-Managers Meeting and any Special Meetings, a Divisional officer shall call meetings requesting the attendance of all divisional manager members or their representatives as needed per divisional business.

- a. **Time and Place** – The divisional meetings shall be held at milestones in the offseason, unless otherwise approved by the managers, at such place and reasonable time within Dane County as the divisional officer may designate.
- b. **Purpose** – The divisional meetings shall be held for the purpose of presenting program goals, evaluations, and long-range plans, and to solicit discussion/voting on topics of interest requested by the managers, per qualifications of Article II, 3, that pertain solely to their division.
- c. **Notice of Meeting** – Notice of the divisional meetings shall be given to each board member and team manager not less than ten (10) nor more than forty-five (45) days prior to such meeting. Each team manager will be responsible for notifying members of his team in case they wish to request attendance or participation as a representative.
- d. **Quorum** - A simple majority of board members shall constitute a quorum for the transaction of official MABLSWI business at meetings provided that the League President and/or the Divisional Vice President of at least one (1) Division are present.

4. MEETING ORGANIZATION

- a. **Presiding Officer** – The League President shall preside at any meeting of managers and/or members, and in his absence the Divisional Vice President of the longest existing Division in MABLSWI shall preside. If neither is present or if more than one has an

equally long standing, the members present shall select a presiding officer from among the members of the board of directors present within the limitations of transacting business per Article IV, 3.

- b. **Secretary** – The secretary duties shall be voluntary by any elected board member or their representative at any MABLSWI function requiring such documentation so long as official written recordings are submitted within 5 business days to the League President or Treasurer for filing.

5. VOTING

- a. **Decision** – The decision of a simple majority of the board members and, in applicable cases, managers voting on applicable business shall be the decision of MABLSWI, unless otherwise established by the Articles of Incorporation, or these bylaws.
- b. **Method** – Voting may be viva-voce, any board members, managers or designates in good standing shall have the right to demand voting by roll call or written private ballot.

6. MINUTES OF MEETINGS

Minutes of each annual meeting and special meeting shall be made available to all board members as soon as possible but no later than with the notice of the next immediate annual or special meeting of board members.

ARTICLE V – BOARD OF DIRECTORS

1. BOARD COMPOSITION

The Board of Directors shall be composed of the following elected members with voting rights: League President, Divisional Vice Presidents (one per division), Treasurer, Secretary, Umpire Coordinator, and Webmaster. To encourage participation and growth into elected board membership, designated “Officer At-Large” positions are available to anyone who wants to take an active role in Board activities. These Officer At-Large positions do not hold Board voting rights.

- a. **Reference** – Board of Director members may be referred to herein as “board members,” “elected members,” “directors” and are always inclusive of the designation as “members” of MABLSWI.
- b. **Manager Members** - One (1) representative (manager, co-manager, or other representative) of each MABLSWI team may attend and participate in manager meeting functions with the Board of Directors.
 - i. Only one representative (the manager) from each team may participate in voting if such is required at a meeting, although a manager may allow the non-managerial representative to control that team’s vote, business or representation with expressed permission or absence of the actual manager.
 - ii. If one person manages multiple teams (for example, across different divisions), then that individual may participate in voting with one vote per team.
 - iii. If one person manages a team and is an elected board member, then that individual may participate in voting with one vote as a manager and one vote as an elected board member.

2. TERMS

Board members shall be elected at the annual meeting as necessitated by vacancy or at such meeting designated per Article IV.

- a. **Resignation** – Board members may serve until such time the board member resigns, in writing or verbally during a meeting of official MABLSWI business where a quorum is achieved.
- b. **Limits** – Following the conclusion of a season, any member of the league in good standing who desires to run and challenge a board of director member and is nominated for the position which they desire may compete in an election with the sitting board member at the next annual meeting or meeting where elections have been designated to occur, prior to the beginning of game-play of the next season.
- c. **Replacement** – A board member may be replaced following disciplinary action or death by a simple majority vote of active board members, manager members and any applicable representatives. Board members in good standing can otherwise serve without term limits.

3. ELECTION OF BOARD OF DIRECTORS

Candidates for the board of directors shall be voluntary prior to or at the annual meeting or any official meeting at which election or voting is performed for any vacant position or position being contested per Article V, 2.b.

- a. **Nomination** – To be successfully nominated as a candidate for any applicable position, notice of candidacy needs to be brought up as official business at the first applicable meeting by at least one (1) current board or manager member present.
- b. **Election** – Voting may be viva-voce, but any board members or candidates in good standing shall have the right to demand voting by secret ballot. If secret ballot is used, each active board member, manager member or applicable representative shall have one vote, and shall vote for the appropriate number of nominees on one ballot.
- c. **Vacancies** – Should an unexpected vacancy occur on the board of directors, the board of directors shall appoint a member to fill the unexpired term until the nearest election sequence can be held to permanently fill the position.

4. REMOVAL OF DIRECTORS FROM OFFICE

Under the following or as per part b. (below) any board member may be removed from office due to:

- a. Missing three (3) consecutive unexcused board meetings by a board member will be considered a resignation and the other board members may accept the resignation and appoint another board member to fill the unexpired term of such board member.
- b. A director may be removed from the board for reasonable cause by majority vote of the board of directors as per Article II, 5.c.

5. MEETINGS OF THE BOARD

- a. **Time of Meeting** – There shall be at least one (1) meeting of the board of directors per year at a schedule set forth by the board, or on call of either the League President or the majority of directors per Article IV, 1 & 2.
- b. **Notice** – Ten (10) days notice, in person, by telephone message or conversation, e-mail or regular mail, shall be given to all board members of meetings called by the League President or by the majority of the board. Notice of board meetings shall be conveyed to the board members by posting to the annual calendar and in any other appropriate manner as time permits.
- c. **Waiver of Notice** – Required notice shall be waived if all absent directors sign the minutes of the meeting or a separate waiver of notice, which shall become a part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.

- d. **Open Meetings** – All meetings of the board, except those sessions held for the purpose of contract negotiations, shall be open to any board member. A majority of the board members must approve attendance by any non-board members in advance when sensitive to business being discussed.
- e. **Quorum** – The same rules for quorum apply herein as in Article IV, 3(d).
- f. **Voting** – All matters coming before the board for a vote shall be decided by majority vote of the board members, except where different requirements are given elsewhere in these bylaws.

ARTICLE VI – BOARD MEMBERS

1. POWERS OF THE BOARD OF DIRECTORS

The powers of the Board of Directors shall be such as usually devolve upon the directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the MABLSWI and the publication of whatever data the directors deem essential to the benefit of the MABLSWI.

The Board of Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the MABLSWI as per these bylaws. The board of directors shall have the authority to generally conduct the business and activities of the MABLSWI. The board of directors shall have the authority to generally conduct all of the lawful affairs of the MABLSWI, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the MABLSWI. The directors shall exercise all the power of the MABLSWI as permitted by law, subject to the provision of the Articles of Incorporation and these bylaws.

2. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall regulate and supervise the management and operation of the MABLSWI. It shall attend to all internal affairs of the MABLSWI and shall make such arrangements for conducting the official business of MABLSWI as it deems best. In addition to the power these bylaws expressly confer upon the board of directors, it may exercise all the powers of the corporation and all such lawful acts and things as are not by statute or by the charter or by these bylaws required to be done or exercised by the members, acting under the authority of law when a conflict of action may arise.

3. COMMITTEES OF THE BOARD OF DIRECTORS

The board of directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the MABLSWI. Such committees may be comprised of both board members and other active members of MABLSWI in good standing. Committees will collect feedback and input from the Board, Managers, and other Members who have interest or applicable experience and will then report their findings/recommendations to the Board for review and approval.

4. LEAGUE PRESIDENT

The League President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer and shall keep a true and complete record of the proceedings of all such meetings, shall

file and take charge of all papers and documents belonging to the MABLSWI, and shall perform such duties as may be prescribed by the Board of Directors.

5. DIVISIONAL VICE PRESIDENTS

[18+ Weekend, 18+ Weeknight, 32+, 45+, 55+]

Each Divisional Vice President shall perform all duties incumbent upon the League President during the absence or disability of the League President (in coordination with other Divisional VPs) and perform such other duties as may be prescribed by the Board of Directors. The duties of this position include the fostering of the goals and directives of these bylaws and the MABLSWI Rules & Regulations for the best interests of his division including but not limited to regular reporting to the Board of Directors on business directly affecting his division. The Divisional Vice President of each division shall perform such other duties as the Board of Directors may from time to time prescribe. The Divisional Vice President shall call and preside at divisional meetings and report meeting minutes to the Board of Directors and divisional managers.

6. SECRETARY

The Secretary shall keep meeting minutes for all league meetings and shall collect the record of all divisional and committee meetings. The Secretary's records shall include all items of business, decisions, and results of Board of Directors elections.

7. TREASURER

The Treasurer shall keep or, at the discretion of the board cause to be kept, correct and complete records showing accurately at all times the financial condition of MABLSWI; shall be legal custodian of all monies and other valuables which may from time to time come into the possession of the MABLSWI; shall maintain a bank account in the name of MABLSWI; shall prepare and file or, at the discretion of the board, cause to be prepared and filed, all required corporation tax forms and reports; shall furnish at meetings of the board of directors and membership or whenever requested by the board of directors, a statement of the financial condition of the MABLSWI; shall maintain or, at the discretion of the board, cause to be maintained a roster of active members in violation of good standing; and shall perform such other duties as the board of directors may prescribe.

8. UMPIRE COORDINATOR

The Umpire Coordinator shall be responsible for acting as a liaison between the league and the umpires, and for scheduling umpires for all divisions on a weekly basis. He shall maintain a directory of active umpires and engage the umpires and league's Board of Directors to ensure open lines of communication regarding matters such as conduct of both players and umpires, payment terms and conditions, league rules, umpire performance, reports on player/manager ejections, and other items that are critical to the relationship of umpires and the league. The Umpire Coordinator shall use and maintain a quality control program, such as an evaluation process, to assess the performance of and provide feedback to umpires. He shall schedule umpires at least 3 days in advance of each game and provide proper contact information (email and phone number) for each umpire to each manager. Umpires shall be selected based on a combination of reliability, professionalism, knowledge of the league's rules, experience, and ability.

9. WEBMASTER

The Webmaster shall maintain and grant access to the digital and Internet-based communication entities and assets of MABLSWI and foster the regular updating of league website(s) and communications and third party data that may need to appear in league operated website(s) or communication including but not limited to statistical data, contact information, league information, sponsorship information and graphics, etc. and shall perform such other duties as the Board of Directors may prescribe.

10. TRANSFER OF DUTIES

In case of the absence of any officer of the MABLSWI, or for any other reason that the Board of Directors may deem sufficient, the board of directors may delegate the powers or duties of any such officer to any other qualified board member, for the time being, provided a majority of the Board of Directors concurs therein.

ARTICLE VII – ACCOUNTING, BUDGET AND CONTRACTS

1. CONTRACTS, CHECKS, NOTES, ETC.

Any contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, be signed by the League President, or such other person as may be from time to time expressly authorized by the board of directors during official business or with the permission of the League President or Treasurer. All checks and drafts issued by the MABLSWI will require signature and shall be signed by the Treasurer and/or League President, or such other person as may be from time to time authorized by the board of directors. Any check written for more than \$200 shall require the vote of approval of a majority of the Board of Directors and must be signed by the Treasurer and/or League President.

2. AUDITS

- a. **Annual Audits** – The books of the corporation shall be closed on the last day of December of each year. Within 30 days of the end of each calendar year, the board of directors will audit the books. The audit shall encompass all assets of or under the control of the MABLSWI, with property valued at cost, depreciated value, or replacement cost, whichever is least. Separate “funds” shall have a separate accounting with the net gain or loss shown in the consolidated statement.
- b. **Special Audits** – An audit similar to the annual audit shall be prepared at any time the positions of League President or Treasurer are vacated prior to the acceptance of the end of their term in good standing.

3. BUDGET

A budget for the next fiscal year shall be prepared by the League President and Treasurer for presentation and approval of the board. The board shall present the approved budget for information to the manager members and/or representatives at the annual meeting.

4. APPROVAL OF CONTRACTS

Any contracts for coaching or administrative services shall require approval of three-fifths (3/5) of the board of directors. Contracts involving loans, leases, or other obligations of more than twelve (12) months shall require unanimous approval of the Board of Directors.

ARTICLE VIII – NON-PROFIT ORGANIZATION

1. COMPENSATION

The MABLSWI shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the MABLSWI shall be paid by the MABLSWI to its members. No part of the earnings of the MABLSWI shall inure to the benefit of, or be distributed to, its members, officers, directors, or any other private persons, except that the MABLSWI shall be authorized and empowered to pay reasonable compensation for services rendered by members or third parties and expenses incurred and to make payments and distributions in full furtherance of the purposes set forth herein.

2. TAX-EXEMPT STATUS

No substantial part of the activities of the MABLSWI shall be the carrying on of propaganda or other attempts to influence legislation unless unanimously agreed upon by the Board of Directors, and the MABLSWI shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these bylaws, the MABLSWI shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE IX – BYLAWS, RULES OF ORDER, AND INDEMNIFICATION OF BOARD MEMBERS

1. BYLAWS

These bylaws succeed any and all previous bylaws and amendments thereto, which are declared null and void.

2. AMENDMENTS

These bylaws shall be reviewed annually and may be amended by a majority of the board members present in person at any regular or special meeting provided that the proposed amendment has been submitted to the board members not less than (10) days prior to the meeting unless all voting members are present at such meeting. In order to be submitted to the membership, the proposed amendment shall have been approved by the board of directors.

3. INTERPRETATION

Any question as to the proper interpretation of these bylaws shall be determined by the board of directors.

4. RULES OF ORDER

Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of members and the board of directors when necessitated, but shall not take precedence over these bylaws.

5. INDEMNIFICATION

The MABLSWI shall indemnify and hold harmless any individuals against the expense of any action, suit or proceedings in which they are made a part by reason of being or having been a director, officer or duly authorized agent of the MABLSWI, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

ARTICLE X – TERMINATION AND DISSOLUTION

The MABLSWI may be terminated and dissolved upon the affirmative vote of at least four-fifths (4/5) of all board members entitled to vote. In the event of such termination, the board of directors shall, after paying or making provision for the payment of all liabilities of MABLSWI, disburse any remaining assets to a non-profit organization or organizations. A simple majority of the board of directors shall determine these organizations.

ARTICLE XIV – MISCELLANEOUS

1. NOTIFICATION

- a. **Notification Method** – Notification for MABLSWI business purposes shall be made in writing via e-mail, phone, mail correspondence, or via notification on the official MABLSWI operated website or Facebook page.
- b. **Contact Information** – Board members are required to provide contact information to MABLSWI. Failure to do so would constitute a waiver of right to receive notice of any meetings.

2. GOVERNANCE

These bylaws are governed by the applicable laws of the State of Wisconsin. The foregoing was adopted this 18th day of March, 2012, to be the bylaws for Men's Adult Baseball League of Southern Wisconsin, Incorporated.