

**BY-LAWS
OF
THE CLEARWATER LADY BOMBERS, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be the Clearwater Lady Bombers, Inc. hereinafter referred to as the Corporation

**Article II
PURPOSE**

The Corporation is organized and shall be operated exclusively for the purpose of providing a competitive softball organization for young women, which will promote citizenship, sportsmanship, leadership, and good conduct. For the foregoing purpose, the Corporation shall engage in and transact any lawful activity conferred by the laws of the State of Florida under the Florida-Not-For-Profit Corporation Act, and any successor or amendment to that Act.

**ARTICLE III
OFFICES**

The principal office of this Corporation will be located at Bollenback & Forret, PA 1000 Pinellas Street, Clearwater, Pinellas County Florida 33756. The Corporation may have such other offices, either within or without the State of Florida, as the Corporation Board of Directors ("hereinafter referred to as the Board") may designate or as the business of the Corporation may require from time to time.

**ARTICLE IV
MEETINGS**

Section 4.1 Place of Meeting The Board may designate the place of any meeting.

Section 4.2 Annual Meetings The annual meeting of the Corporation shall be at the end of each season and prior to August 31, for elections and to conduct such business as necessary. At least (7) days written notice must be given prior to the annual meeting to all directors, managers, coaches and parents.

Section 4.3 General Meetings General membership meetings of the Corporation shall be held from time to time to conduct such business as necessary. At least seven (7) days written notice must be given prior to the general meeting to all directors, managers, coaches and parents

Section 4.4 Quorum No quorum will be required at a General Meeting. Votes taken at these meetings will require a simple majority (50%+1) of those present.

Section 4.5 Meetings with Parents The Board of Directors will conduct a meeting with the parents from each team, from time to time, to attain a vote of confidence for the sole purpose of confirmation of ratification. At least seven (7) days written notice must be given prior to the meeting.

Section 4.6 Special Meetings The Board may call special meetings of the Corporation at any time to conduct such business as necessary. At least 24 hour's notice must be given prior to the special meeting to all directors and those persons designated to attend.

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**ARTICLE V
MEMBERSHIP**

Section 5.1 Membership Composition. The members of the Corporation shall consist of citizens actively engaged in providing competitive softball for young women. There shall be 2 types of membership: voting and nonvoting. Voting members include Officers, Board Members and Parents. Non-voting members include the Managers, Coaches and Players.

**ARTICLE VI
OFFICERS**

Section 6.1 Roster of Officers. The Officers of this Corporation shall be President, Vice President, Secretary and Treasurer. All Officers are members of the Board of Directors. In addition, the Board of Directors may elect Assistant Officers from time to time as deemed necessary.

Section 6.2 Nomination of Officers. Any member of the Board of Directors may nominate any individual for office. Upon Board approval, the retiring President is eligible to run for consecutive terms of office as President.

Section 6.3 Election of Officers. Officers will be elected at the Annual Meeting by a majority (50%+1) of those allowed to vote. This election will occur no later than August 31 as prescribed in Section 4.2. The retiring President shall preside over the Election of Officers if he/she is not running for said Office. If this should occur, the Board will appoint an Assistant Officer as prescribed in Section 6.1 to preside over the Election.

Section 6.4 Term of Office. Each duly elected officer will serve a term of one year beginning on September 1 and concluding on August 31 of the following year.

Section 6.5 Removal from Office Officers may be terminated by the Board of Directors for reasons including, but not limited to, the following:

- A. Improper or unethical actions or conduct on or off the field.
- B. Failing to perform their duties as outlined in these By-Laws or by the Board of Directors.
- C. Failing to address a problem brought to his/her attention by the Board of Directors.
- D. Entering into a dating or romantic relationship or attempting to enter into such a relationship with any player within the Corporation.

Section 6.6 Procedure for Termination. The Board of Directors will hold a Special Meeting and request all persons that the Board of Directors deems appropriate under the circumstances to attend. After the Board has heard the evidence for termination and the rebuttal, the Board of Directors will meet privately to vote. At least 24 hour's notice must be given prior to the special meeting to all directors and those persons designated to attend. As prescribed in Section 4.6

Section 6.7 Notification of Termination. Immediately after voting, the Board of Directors will inform the officer of the outcome of his/her status.

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Section 6.8 Vacancies The Board will appoint a temporary replacement to the vacant office at the time of notice of the vacancy. Within 30 days the Board will hold a Special Meeting (As prescribed in Section 4.6) and elect a new officer to fulfill the remaining term of the vacant office. The new Officer will complete the term of office for the Officer he/she is replacing.

**ARTICLE VII
DUTIES OF OFFICERS**

Section 7.1 President The President is the Chief Executive Officer of this Corporation and supervises the affairs of the Corporation, subject to the control of the Board of Directors. The President will perform all duties incident to such office and such other duties as may be provided in the Articles of Incorporation, the Corporation By-Laws, or as may be prescribed from time to time by the Board of Directors. The other responsibilities of the President will include, but not be limited to:

- A. The President shall preside at all scheduled meetings, of the Corporation and serve as its primary spokesperson.
- B. The President appoints chairpersons to the Corporation's committees, pending approval of the Board of Directors
- C. The President will act as a consultant to all committees.

Section 7.2 Vice President. The Vice President will serve as an aide to the President and shall assume all presidential duties in the absence of the President. The Vice President will perform such other duties as may be prescribed in the Articles of Incorporation, these By-Laws, or as may be prescribed from time to time by the Board of Directors. The other responsibilities of the Vice President will include, but not be limited to:

- A. The Vice President will act as consultant to all committees.
- B. The Vice President will oversee all teams to assure that each respective team is in compliance with all corporate By-Laws, rules and regulations that affect the Corporation.

Section 7.3 Secretary. The Secretary shall assume all presidential duties in the absence of the President and the Vice President. The responsibilities of the Secretary will include, but not be limited to, those required by law, the Articles of Incorporation, and these By-Laws. The other responsibilities of the Secretary will include, but not be limited to:

- A. The Secretary will maintain the Corporation's By-Laws and other records.
- B. The Secretary will record and maintain the minutes of all meetings.
- C. The Secretary will prepare meeting agendas.
- D. The Secretary will reproduce copies and give notices required by law or by these By-Laws.
- E. The Secretary will prepare and maintain official team rosters. A copy, of which will be provided to the Board of Directors.
- F. Managers will collect team members' birth certificates, medical consent forms, and
- G. registration forms. These original forms will be provided to and maintained by the
- H. Secretary of Board of Directors. Managers will keep a copy of the medical consent forms for emergency purposes.

Section 7.4 Treasurer. The Corporation's funds will be administered by the Treasurer. The Treasurer shall assume all presidential duties in the absence of the President the Vice President and the Secretary. The responsibilities of the Treasurer will include, but not be limited to, those required by Florida State Law, the Articles of Incorporation, and these By-Laws. The other responsibilities of the Treasurer will include, but not be limited to:

- A. The Treasurer will receive and have responsibility for all corporate funds.
- B. The Treasurer will maintain accurate accounts of the Corporation's business transactions and

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- accurate financial records of the Corporation.
- C. The Treasurer will file an appropriate tax return for the Corporation.
 - D. The Treasurer will receive and maintain copies of all receipts of money spent from the Managers.

**ARTICLE VIII
BOARD OF DIRECTORS**

Section 8.1 Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the affairs of this Corporation subject to the Florida State law, the Articles of Incorporation, and these By-Laws.

Section 8.2 Duties of the Board of Directors. The Board of Directors will establish and enforce the policies and rules necessary to operate the Corporation in accordance with the Bylaws.

Section 8.3 Commitment of Authority. Unless the Board of Directors decides otherwise, the Board of Directors will have the exclusive authority to commit the Corporation to any agreement or responsibility. Before this commitment is made, the Board of Directors will hold a vote in accordance with to determine whether engaging in such activity would be beneficial to the Corporation.

Section 8.4 Membership on Board of Directors. The Board of Directors of this Corporation will be comprised of four (4) members, of which are the President, Vice President, Treasurer, and Secretary. A fifth member of the Board of Directors, subject to the approval of the four initial officers, may be the person who served as President of the Corporation during the previous year. No manager may maintain a position on the Board of Directors during his/her term as a manager.

Section 8.5 Expansion of the Board of Directors. The number of seats on the Board of Directors may be expanded to a maximum of nine (9) seats, or reduced to a minimum of four (4) seats by a majority vote of the existing Board of Directors. If the number of persons serving on the Board of Directors is increased in number over four (4), the newly created positions will be filled by persons nominated and elected in accordance with Sections 6.3 and 6.4.

Section 8.6 Election to the Board of Directors for Non-Officers. The President of the Corporation will nominate candidates for the open positions which remain on the Board of Directors. The existing Board of Directors will vote for the candidate. The members already serving on the Board will vote on the persons nominated for the open positions. Each Director will have as many votes as there are positions open and may cast only one (1) vote per position. The candidate(s) receiving the most votes will be elected to the open position(s).

Section 8.7 Voting by the Board of Directors. The only persons eligible to vote on issues involving the policies or representations of the Corporation are the current members of the Board of Directors. Whenever a policy decision is required, all of the members of the Board of Directors, excluding the President, will vote on the issue. Two-thirds (2/3) of the Board of Directors, excluding the President, must be present for a vote, and a simple majority of those Directors will approve the decision. If a director should choose to abstain from voting, he/she will be considered present for the purposes of quorum, and his/her abstention will be considered a vote in the negative. In the event of a tie, the President will cast the deciding vote.

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Section 8.8 Removal from Office Board Members may be terminated by the Board of Directors for reasons including, but not limited to, the following:

- A Improper or unethical actions or conduct on or off the field.
- B Failing to perform their duties as outlined in these By-Laws or by the Board of Directors.
- C Failing to address a problem brought to his/her attention by the Board of Directors.
- D Entering into a dating or romantic relationship or attempting to enter into such a relationship with any player within the Corporation.

Section 8.9 Procedure for Termination. A member of the Board of Directors may be terminated as outlined in Section 6.6. The Board of Directors will hold a Special Meeting and request all persons that the Board of Directors deems appropriate under the circumstances to attend. After the Board has heard the evidence for termination and the rebuttal, the Board of Directors will meet privately to vote. At least 24 hour's notice must be given prior to the special meeting to all directors and those persons designated to attend. As prescribed in Section 4.6

Section 8.10 Notification of Termination. Immediately after voting, the Board of Directors will inform the officer of the outcome of his/her status

Section 8.11 Resignation of a Director. The resignation of a Director will become effective on the date which the resignation is communicated by him/her to the Board of Directors, and a vacancy will be deemed to exist as of that date.

Section 8.12 Vacancies on the Board. Vacancies occurring in the Board of Directors, whether by resignation, termination, death or otherwise and needing replacement as determined by the Board shall be filled by an appointment by the Corporation's President, subject to approval by the Board of Directors voting in accordance with Section 4.6. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

**ARTICLE IX
MANAGERS OR COACHES**

Section 9.1 Ratification. Each year the Board of Directors will ratify the manager of each team voting in accordance with Section 4.9

Section 9.2 Duties of Managers. The duties of managers shall include, but not be limited to, the following:

- A. Each year, Managers will submit a list of coaches to the Board of Directors for final approval.
- B. Managers must maintain an official team roster and submit the roster to the Board of Directors.
- C. Any additions or deletions to the roster must be reported to the Board of Directors in a timely manor.
- D. Managers will collect team member's birth certificates, medical consent forms, and registration forms. Original forms will be provided to and maintained by the Secretary of the Board of Directors. Managers will keep a copy of the medical consent forms for emergency purposes.
- E. Managers will submit copies of all receipts received from money spent to the Treasurer.
- F. Managers will create an annual projected budget which they may amend in the fall and spring seasons.
- G.
- H. Managers will be responsible for the enforcement of policies relating to players, and will maintain a professional manager-to-player relationship.

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- I. Managers will be responsible for the conduct and actions of team members and coaching staff.
- J. Managers will hold a team meeting with team members and parents to discuss rules relating to the conduct and responsibilities of players and their parents. A member of the Board of Directors should be present.

Section 9.3 Board Meetings with Managers The Board of Directors and Managers will conduct regularly scheduled meetings to conduct such business as necessary. These meetings are closed to the Directors and Managers. If a manager cannot attend, he/she may choose a team representative to attend in his/her absence. At least 24 hour's notice must be given prior to the meeting to all participates.

Section 9.4 Removal from Office Managers and coaches may be terminated by the Board of Directors for reasons including, but not limited to, the following:

- C. Improper or unethical actions or conduct on or off the field.
- D. Failing to perform their duties as outlined in these By-Laws or by the Board of Directors.
- E. Failing to address a problem brought to his/her attention by the Board of Directors.
- F. Breaching the manager/player relationship by entering into a dating or romantic relationship or attempting to enter into such a relationship with any player within the Corporation.

Section 9.5 Procedure for Termination. In order to terminate a manager or coach, a Special Meeting must be called. The Board of Directors will take control of the team during the period between the Special Meeting and voting upon termination. The Board of Directors will request the manager or coach and other persons that the Board of Directors deems appropriate under the circumstances to attend and will give each person 24-hour's notice of such a meeting. The manager or coach's attendance at this meeting will not be required for the Board of Directors to take action. The Board of Directors will advise the manager or coach of the meeting's purpose in the notice given to the manager or coach, and the manager or coach will be allowed to speak on his/her own behalf. After the Board of Directors has heard the evidence for termination and the rebuttal, the Board of Directors will meet privately to vote. In order to terminate a manager or coach, the Directors will vote in accordance with Article IV, Section 8.

Section 9.6 Notification of Termination. Immediately after voting, the Board of Directors will inform the manager or coach of the outcome of his/her status.

Section 9.7 Appeal of Termination. After receiving notice of termination, the manager or coach will have five (5) days to submit a written appeal to the Board of Directors. If an appeal is made, the Board of Directors must call a Grievance Hearing, inviting and giving seven (7) day's notice to the manager or coach and any other person that the Board of Directors deems appropriate under the circumstances. In the event that a manager is suspended the Board of Directors will maintain control of the team until the manager is reinstated or a replacement manager is selected. The vote of the Board of Directors at the Grievance Hearing will be final.

**ARTICLE X
PARENTS**

Section 10.1 Voting Rights. Each player's parents or guardians will be allowed to vote at all General Meetings. For each issue which is brought to a vote of the parents, each player's parents will have one (1) vote per player, and parents with more than one player in the league will have one (1) vote per player. Players will be considered eligible if they are listed on the current team roster on record with the Board of Directors. Absentee ballots will be made available by the Board of Directors.

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Section 10.2 Petition to Speak Before the Board of Directors. Any parent may request to speak before the Board of Directors by requesting, either orally or in writing, of any member of the Board of Directors for that opportunity. The member petitioned will inform the Secretary of the request and schedule a time for the parent to address the Board of Directors at the next scheduled meeting of the Board of Directors.

Section 10.3 Parental Conduct. Parents should direct all questions and problems to the Board of Directors, as neither managers nor coaches make policy. Disruptive behavior by parents, or interfering with coaching duties, especially during a game is considered highly detrimental to the team and player success. Repeated inappropriate conduct may cause the parent or his/her child to be asked to leave a game or terminated from a team.

Section 10.4 Voting by Parents. The Board of Directors may deem it necessary to put some issues forth to the parents of the players. As such times, a General Meeting will be called in accordance with these By-Laws, and every effort will be made to provide sufficient notice to all parents. No quorum will be required. Votes taken at these meetings will require a simple majority of those present, with one (1) vote per player's family. In the event that a family has more than one (1) player within the organization, that family will be entitled to an additional vote per additional child. In the event that a family is unable to attend a general meeting which requires their voting, an absentee ballot may be issued by the Board of Directors.

**ARTICLE XI
PLAYERS**

Section 11.1 Selections. Each team's members will be selected by each team's manager.

Section 11.2 Player's Funds. All personal, corporate and team fund raising money shall stay with the organization in the event a player leaves or is terminated from the team. All equipment, provided by team or organization, must be returned to the organization.

Section 11.3 Appeal of Hardship. If a player feels they have a hardship case, they will have five (5) days to submit a written appeal to the Board of Directors. If an appeal is made, the Board of Directors must call a Grievance Hearing, inviting and giving seven (7) day's notice to the player and any other person that the Board of Directors deems appropriate under the circumstances. The vote of the Board of Directors at the Grievance Hearing will be final.

Section 11.4 Termination of Players. Players may be terminated by their team's manager.

Section 11.5 Fund Raising. Players will participate in such other events designed to raise money for the Corporation and for their respective teams as the Board of Directors or manager deems necessary.

**ARTICLE XII
COMMITTEES**

At any time it deems appropriate, the Board of Directors may create a committee or committees for any purpose, subject to the limitation that the Board of Directors may not impart its power to manage the Corporation's affairs. Subject to approval of the Board of Directors, the President will choose the Chairperson for each committee from the directors, managers, coaches and parents. Other members of the committee will be chosen by the chairperson of the committee. No decision by any committee created will be final or binding until the decision has been approved by the Board of Directors voting in accordance with Section 8.7

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**ARTICLE XIII
FUNDS AND ACCOUNTING**

13.1 Fund Administration and Disbursal. The Corporation's funds will be administered by the Treasurer. Checks disbursed by the Corporation and under the amount of \$1500.00 will require a single signature of the President, Vice President, Secretary or Treasurer. Checks over this amount will require two signatures of the Officers in any combination.

13.2 General Fund. The Corporation will keep a General Fund consisting of money that is raised by tournaments and other group fund raisers. The money in the fund will be used for general operating expenditures by the Board of Directors, and the surplus will be distributed among the teams.

13.3 Team Funds. Each team will have a Team Fund to be used for the operation of each specific team. The money in this fund will include money received as surplus from the General Fund, as well as funds raised by the team. Each Team Fund will be maintained by the Treasurer.

13.4 Management Changes or Disbanding of Team. If a manager changes age groups within the Corporation's league, resigns or is terminated, the Team Fund will remain with the Corporation.

ARTICLE XIII - TEAM BUDGETS

Each manager will submit to the Board of Directors a budget consisting of anticipated team expenses. The team budgets will be based on a fiscal year beginning September 1st and ending August 31st.

ARTICLE XIV - TERMINATION OF THE CORPORATION

In the event the Corporation is terminated, the Treasurer and President will file the appropriate papers, including a final tax return, and properly dissolve the Corporation. Any funds remaining in the General Fund, Team Fund, or other accounts held by the Corporation will be donated to a girls' 501(c)(3) athletic program or local girls' athletic program after all financial obligations have been met.

ARTICLE XV - AMENDMENTS

These By-Laws may be amended, altered, or repealed by either of the following methods:

- A. Written action without a meeting signed by all members of the Board of Directors, or
- B. The affirmative vote of at least sixty-six percent (66%) of the members of the Board of Directors, the notice for which meeting will include the substance of the proposed changes.

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ARTICLE XVI - ADOPTION

These By-Laws were originally adopted by the Board of Directors of the Corporation on 1st day of January 1994, and amended on the 29th day of September 1997, amended on the 24th day of February 2003 and on the 26th day of August 2004.

The above By-Laws are certified to have been amended, ratified and adopted by the Board of Directors of the Clearwater Lady Bombers, Inc. on this 11th day of June, 2012.

Anthony Grat, President

Steph Perez, Vice-President

Emily Brushwood, Secretary

Rachel Pages, Treasurer

Mark McEntire, Director