

# **BLOOMINGDALE BASEBALL AND SOFTBALL ASSOCIATION CONSTITUTION AND BY-LAWS**

(Revised and Board Approved 1/15/15 R.O.)

## **BBSA By-Law's Outline**

**Article I; Name**

**Article II; Purpose**

**Article III; Territory**

**Article IV; Membership**

**Article V; Board of Governors**

**Article VI; Officers**

**Article VII; Committees**

**Article VIII; Managers**

**Article IX; Voting Rights**

**Article X; Meetings of the Members**

**Article XI; Financial Policy**

**Article XII; Amendments**

**Article XIII; Dissolution**

**Article XIV; Indemnification**

**ARTICLE I**  
**NAME**

The name of the Corporation shall be the Bloomingdale Baseball and Softball Association (BBSA), sometimes referred to as the corporation.

**ARTICLE II**  
**PURPOSE**

Section 1.

The purpose of Bloomingdale Baseball and Softball Association shall operate as an Illinois not-for-profit corporation. The organization shall be to provide supervised, instructional yet competitive baseball and softball games. The supervisors shall bear in mind that the primary emphasis shall be to provide enjoyment to the children, as well as to implant firmly in players a sense of good sportsmanship, honesty, loyalty and an appreciation for the integrity of the game. The supervisors shall bear in mind that the primary emphasis shall be to provide enjoyment to the children of the league.

Section 2.

The Bloomingdale Baseball and Softball Association shall be noncommercial, nonsectarian and nonpartisan.

Section 3.

The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the purpose of the Bloomingdale Baseball and Softball Association.

**ARTICLE III**  
**TERRITORY**

The boundaries of the Bloomingdale Baseball and Softball Association will follow the guidelines of the Bloomingdale Park District in regards to registration. Boys and girls residing outside of the Bloomingdale Park District will be allowed to register only after all boys and girls interested in registering for play who live within the Bloomingdale Park District boundaries are accommodated. In the event registration is closed in any league of the Bloomingdale Baseball and Softball Association, Bloomingdale Park District residents will have preference over non-residents relative to registration. However, in the event of a league closing, non-residents already registered will not be denied.

**ARTICLE IV**  
**MEMBERSHIP**

Section 1.

Any boy or girl meeting the requirements as to age shall be eligible for active participation in this league. Written parental consent is required to play.

Section 2.

All Score 6 certified managers and coaches, Board of Governor members, and any adult 21 years of age or older currently residing in the territorial boundaries prescribed in Article III who has an interest in and prescribes to the purpose and basic policies of the BBSA is considered a member of the Bloomingdale Baseball and Softball Association. Non-residents are also considered members if their child/children are/were active players in the BBSA as prescribed in Article III. Membership in the BBSA shall be available without regard to race, color, creed or national origin.

Section 3.

The Board of Governors, by quorum vote, shall have the authority to suspend any member where conduct is considered detrimental to the best interests of the league. Any suspension constitutes forfeiture of any monies paid to the BBSA.

**ARTICLE V**  
**BOARD OF GOVERNORS**

Section 1.

General Powers --The affairs of the corporation shall be managed by its elected Board of Governors, who has the full power to establish, implement and enforce polices of organization, discipline and play. The President has the power to overturn any policy or ruling he or she decides is not in the best interest of the league. Elected Board members shall serve 1 year terms. The Board member’s term will begin after being elected at the September General meeting thru the following year’s September General meeting. There is no maximum number of terms a Board member may serve, provided they are elected by majority vote at the September General meeting.

Section 2.

The Board of Governors shall be comprised of the offices, listed below.

(29 Total Board Positions Maximum)

|                         |                               |                               |                                  |                           |
|-------------------------|-------------------------------|-------------------------------|----------------------------------|---------------------------|
| <b>President</b>        |                               |                               |                                  |                           |
| <b>V.P. of Baseball</b> | <b>V.P of Softball</b>        | <b>V.P. of Special Events</b> | <b>V.P. of Finance</b>           | <b>V.P. of Operations</b> |
|                         |                               |                               |                                  |                           |
| Older Boys P.A.         | Director of MRF               | Director of Special Events    | Treasurer                        | League Administrator      |
|                         |                               |                               |                                  |                           |
| Minors Boys P.A.        | GHS & College P.A.            | Uniforms Coordinator          | Director of Sponsorship          | Director of Umpires       |
|                         |                               |                               |                                  |                           |
| Rookie Boys P.A.        | Older Girls P.A.<br>12U &14U  | Awards/Equipment Coordinator  | Information Services Coordinator | Scheduling Coordinator    |
|                         |                               |                               |                                  |                           |
| Instructional P.A.      | Younger Girls P.A.<br>8U &10U |                               |                                  | Fields Coordinator        |
|                         |                               |                               |                                  |                           |
|                         |                               |                               |                                  | Player /Coach Development |
|                         |                               |                               |                                  |                           |
| Utility Board Member    | Utility Board Member          | Utility Board Member          | Utility Board Member             |                           |

The 1<sup>st</sup> & 2<sup>nd</sup> League Vice Presidents will be appointed by years of seniority to the Board or by the discretion of the President. In the event that a given year's outgoing President is not elected to a new office for the forthcoming year, and at the discretion of the current President, the previous year's outgoing President will serve in the capacity of Advisor to the President, a non-voting position on the Board. In the case that every position is not filled, the Board of Governors will determine how the duties will be covered for the vacancy.

### Section 3.

The assignments outlined in Section 2 of Article V will be announced at the October general meeting of the Board of Governors.

### Section 8.

Leave of Absence -- If for any reason a Board member requires a leave of absence from the Board of Governors, he or she will immediately notify the President. The Board member will be placed on leave of absence for up to 8 weeks. The remaining Board of Governors will assume and divide the duties left unattended by the leave of absence. If after 8 weeks, said Board member does not return to the duties of their office, they will be considered resigned (in accordance with resignation as described in Article V Section 9) and a new Board member will be elected by nomination and election (in accordance with election procedure as described below in Art.VI §3) by the general membership at the next regularly scheduled general meeting, to complete the unexpired term of service.

### Section 9.

Resignation -- If for any reason a Board member decides to resign he or she shall immediately notify the President. No actions will take place for 2 weeks after the President is notified of the request for resignation in terms of filling the vacancy on the Board. After 2 weeks, a new Board member will be considered and elected by nomination and election (in accordance with election procedure as described below in Art.VI §3) by the general membership at the next regularly scheduled general meeting, to complete the unexpired term of the vacancy. Note, once a resignation is accepted, that Board member may not attempt to run for a position on the Board of Governors for the remainder of the current term plus 1 year, effective September 1<sup>st</sup> 2012.

### Section 10.

Dismissal -- All Board of Governors must attend 75% of all scheduled board meetings or may be dismissed by a 2/3 vote of the Board of Governors. Also, the Board of Governors has the right to dismiss any Board member by a 2/3 vote where the Board of Governors deems their actions or conduct detrimental to the best interest of the league.

Section 11. Appointed Offices --Members of the Board of Governors shall review all candidates for all appointed offices (Commissioners, Committee, Chairpersons, etc.) no later than the December meeting. Appointments will require approval by the quorum vote of the Board of Governors.

## ARTICLE VI OFFICERS

### Section 1.

Officers --The officers of the corporation shall be those positions described in Article V, section 2.

### Section 1-A.

President --The President shall preside at all Board and general membership meetings and shall supervise and control all business and committee affairs of the corporation. The President shall be advised of all playing and practice schedules by each individual league. The President will be responsible for updating and maintaining the complete census of the league. The President shall be responsible to work as liaison with the Bloomingdale Park District for all official league matters. The President shall also be responsible for securing all necessary insurance coverage for the BBSA and responsible for processing of all injury claims. Shall form committees at his or her discretion. The President is also responsible for publicity and public relations of the league, and serves as official spokesperson for league.

### Section 1-B.

League Vice Presidents --The First and Second League Vice Presidents shall each be assigned using the number of years of Board service. In the event of a tie, he/she shall be assigned according to their amount of coach's points. In the event of a second tie, the President will assign the titles.

### Section 1-C.

First League Vice President --In the absence of the President, the First League Vice President shall perform the duties of the President.

### Section 1-D.

Vice President of Baseball --The Vice President of Baseball shall oversee all matters relating to the baseball division of the league; in house, all-stars and travel; shall be the Executive Commissioner to all the outside in house baseball leagues that the BBSA are participating in. All Baseball Player Agents will report to the Vice President of Baseball the ongoing progress of the season and any problems that arise; shall provide the President with a complete roster of each boy's in house, boy's All Star and boy's Travel teams; shall report to the President the ongoing progress of the season and any problems that arise.

It shall also be the duty of the Vice President of Baseball to oversee all matters relating to the boy's travel program including updating and having the current BBSA Travel policy approved by the Board of Governors by the August General meeting. Shall oversee and present to the Board of Governors candidates for All-Star and Travel Managers; coordinate a fair tryout process for All Star and Travel players; oversee the selection of All Star and Travel teams. Shall oversee the selection of one standard uniform for all Travel teams with the designation of "Bulldogs". The Vice President of Baseball is the central resource for information pertaining to all tournaments entered into by BBSA traveling boy's

teams. Shall coordinate all boy's tournaments sponsored by the BBSA held in Bloomingdale. Duties include planning, marketing and physical coordination of tournament play, as well as solicitation of committee members for Bloomingdale tournament execution.

#### Section 1-E.

Vice President of Softball --The Vice President of Softball shall oversee all matters relating to the softball division of the league; in house, all-stars and travel; shall be the Executive Commissioner to all the outside in house softball leagues that the BBSA are participating in. All Softball Player Agents will report to the Vice President of Softball the ongoing progress of the season and any problems that arise; shall provide the President with a complete roster of each girl's in house, boy's All Star and girls' Travel teams; shall report to the President the ongoing progress of the season and any problems that arise.

It shall also be the duty of the Vice President of Softball to oversee all matters relating to the girls' travel program including updating and having the current BBSA Travel policy approved by the Board of Governors by the August General meeting. Shall oversee and present to the Board of Governors candidates for All-Star and Travel Managers; coordinate a fair tryout process for All Star and Travel players; oversee the selection of All Star and Travel teams. Shall oversee the selection of one standard uniform for all Travel teams with the designation of "Blast". The Vice President of Softball is the central resource for information pertaining to all tournaments entered into by BBSA traveling girls' teams. Shall coordinate all girls's tournaments sponsored by the BBSA held in Bloomingdale. Duties include planning, marketing and physical coordination of tournament play, as well as solicitation of committee members for Bloomingdale tournament execution.

#### Section 1-F.

Vice President of Special Events --The Vice President of Special Events shall oversee all matters relating to special events within the BBSA; registration, player/coach clinics, player evaluation day, equipment handout, uniform handout, picture day, opening day, MVP weekend, trophy handout and equipment turn in.

#### Section 1-G.

Vice President of Finance – Shall oversee all financial aspects of the league. Is the first person of contact regarding any financial issues within the league. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; shall deposit all funds received in the name of the corporation in such banks and/or depositories as shall be selected in accordance with Article XI of these by-laws. The Vice President of Finance will oversee all the actions of the Treasurer in so that all outstanding accounts are paid in a timely manner and oversee all deposits made to the league. Shall set up and oversee all the individual Travel team's accounts. At the close of the corporation's fiscal year, shall close the year's account and make available all financial transactions available for an independent audit. Shall file any/all required governmental documents, shall secure with the Secretary of State the BBSA's status as a non-profit organization and is responsible for filling the yearly tax return. Shall report the ongoing financial status of the league to the President.

Section 1-H.

Vice President of Operations – Shall oversee; Director of Umpires, Fields Coordinator and Scheduling Coordinator. Shall oversee all schedules and conditions of fields for practices, games, tryouts and tournaments. Shall oversee that umpires are provided for games where required. Shall inform the President of any changes to these schedules and report any problems that may arise.

Section 1-I.

Director of Midwest Recreational Fastball –The Director of Midwest Recreational Fastball will be the main contact for Bloomingdale to the MRF, shall attend and or host any meetings with the MRF, and shall oversee all matters relating to the in house softball division of the league. All Softball Player Agents will report to the Director the ongoing progress of the season and any problems that arise.

Section 1-J.

Director of Special Events --The Director of Special Events duties include planning, marketing and physical coordination of registration, player/coach clinics, player evaluation day, equipment handout, uniform handout, picture day, opening day, MVP weekend, trophy handout and equipment turn in. Shall report to the Vice President of Special Events the ongoing progress of the season and any problems that may arise.

Section 1-K.

The Treasurer The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; shall deposit all funds received in the name of the corporation in such banks and/or depositories as shall be selected in accordance with Article XI of these by-laws. The Treasurer shall pay all organization expenses from the funds on deposit. The Treasurer must issue a financial statement reflecting budget performance at the end of the previous calendar month at each monthly Board meeting, as well as a financial report reflecting cash flow at each monthly membership meeting. Shall report the ongoing financial status of the league to the Vice President of Finance and the President of the league.

Section 1-L.

League Administrator – The League Administrator shall secure meeting rooms for the calendar year for all Board meetings. Shall transcribe and archive the minutes of all meetings, shall place an attendance sheet at each general meeting and record all attendance of said meetings. Shall notify the membership of all general meetings; dates and times. Shall provide notice to the membership of any and all changes to these by laws in accordance with the provisions of these by-laws. Shall maintain a register of contact information of each active board member. Shall be in charge of any mailings the league receives through the P.O. Box and distribute to appropriate board members. Shall report to the President the ongoing progress of the season and any problems that may arise.

Section 1-M.

Director of Umpires –The Director of Umpires shall train and oversee all umpires employed by the BBSA; shall schedule the appropriate umpire for every game; shall work with the Scheduling Coordinator and Field Coordinator in assigning umpires to games. It is also the duty of the Director of Umpires to report and oversee any disciplinary actions for players, coaches and managers. Shall report to the Vice President of Operations the ongoing progress of the season and any problems that may arise.

#### Section 1-N.

Boy's/Girl's Player Agent –The Player Agents shall be available at registration to register any player in their division; shall be the BBSA Commissioner to all outside leagues that the BBSA are participating in. The Player Agents shall provide the Board of Governor's with a list of all candidates interested in managing in the in house program of Bloomingdale Baseball and Softball Association; shall conduct annual ratings of players, organize each year's player's drafts; and if applicable organize and oversee end of the year playoffs. Shall organize with their respected Vice Presidents and the Player/coach Development Director any player or coaches clinics. The Player Agents are in charge of hosting a MVP Weekend for all in house players to participate in events and or MVP games. The Player Agents will also record and update seniority/service points from year to year, and pass records on to the League Secretary. Shall report to the Vice President of Baseball or Softball the ongoing progress of the season and any problems that may arise

#### Section 1-O.

Uniform Coordinator --The Uniform Coordinator duties include the quoting, ordering and distribution of all league uniforms for boy's baseball and girls' softball; in house, all-stars, travel teams, Spirit ware and Board ware. Shall also assist the Director of Special Events with marketing and physical coordination of registration, uniform handout, and picture day. First point of contact with any uniform issues either with players or venders. Shall report to the Vice President of Special Events the ongoing progress of uniforms and any problems that may arise.

#### Section 1-P.

Equipment/Awards Coordinator --The Equipment/Awards Coordinator duties include the quoting, ordering, maintenance and distribution of all league equipment for boy's baseball and girls softball; in house and, all-stars teams. Shall quote, order, and distribute all end of the year in-house trophies, MVP trophies and MVP medals. Shall also assist the Director of Special Events with marketing and physical coordination of registration, equipment handout, picture day, opening day and equipment turn in. Shall report to the Vice President of Special Events the ongoing progress of the season and any problems that may arise.

#### Section 1-Q.

Sponsorship Coordinator –The Sponsorship Coordinator shall oversee all sponsorship monies received by the BBSA including but not limited to team sponsors, Score Board Sponsors and any other sponsors donations. Will oversee any raffle or prize sponsored events. Will assign sponsors to the various BBSA teams. Shall report to the Vice President of Finance the ongoing progress of sponsorship throughout the season and any problems that may arise.

#### Section 1-R.

Information Services Coordinator – The Information Coordinator shall oversee all the actions of the league’s web site. Shall oversee the registration process of every player in the league through the web site. Work with the Vice President of Finance in procuring monies from registration through the web site. Set up team pages after in house drafts are completed. Shall report to the President the ongoing progress of the web site throughout the season and any problems that may arise.

Section 1-S.

Field Coordinator –The Field Coordinator shall maintain all BBSA field; shall be responsible to budget and order any materials needed for the fields and score boards. Shall also act as liaison to the Park District in maintaining and any safety issues of the fields. The Field Coordinator is also in charge of determining the playability of all the fields on a daily basis. Convey the daily conditions of the fields to the membership, Scheduling Coordinator and Director of Umpires. Shall report to the Vice President of Operations the ongoing progress of the fields throughout the season and report any problems that may arise.

Section 1-T.

Scheduling Coordinator –The Scheduling Coordinator shall organize fields for all practices, games and tryouts. Shall coordinate game schedules with all outside leagues the BBSA are involved with. Shall work with the Fields Coordinator and Director of Umpires to reschedule any practices, games or tryouts. Shall report to the Vice President of Operations the ongoing progress of the season and any report any problems that may arise

Section 1-U.

Director of Coach/Player Development –The Director of Coach/Player Development shall be the central resource for information on training techniques for all managers, coaches and players within the BBSA. Shall coordinate and oversee any Coaches and or Player clinics for the BBSA. Furthermore, shall develop and distribute a “Coaches Handbook” each year that must be approved by the Board of Governors before distribution. Shall report to the President the ongoing progress of all training programs and clinics that pertain to the league and any problems that may arise.

Section 1-V.

Utility Board Member –Utility Board members have no set responsibility to the Board, they are required to assist in all areas of the league when called upon. Utility Board members have the same voting rights as any other titled board member and is required to attend meetings as prescribed in Article 10, Section 5.

Section 2.

Nominations --Officers nominations may be made from the floor at the August general meeting. Candidates, who are nominated, must publically accept the nomination before the September General meeting in order to be eligible for the election.

Section 3.

Elections --There shall be a separate ballot for each office in the order named in section 1 of Article VI. Where 2 or more candidates are contesting for the same Board position, the candidate receiving the highest number of votes cast by eligible voters present at the September meeting will be declared elected. In the case of a tie, the President will cast the deciding ballot. Where a candidate is running unopposed, they must receive a majority count of votes cast by eligible voters present at the September meeting in order to be declared elected. In case of a tie, the President will cast the deciding ballot. If in the case the candidate does not receive the required majority vote, that Board position will remain open until a candidate is nominated and receives the required majority of votes.

**ARTICLE VII**  
**EXECUTIVE BOARD/ADVISORY BOARD/COMMITTEES**

Section 1.

Executive Board -- After election, the President will appoint an Executive Board. It will be the President's discretion on whom is appointed to the Executive Board and the number comprising the Executive Board. The President may call for an Executive meeting at any time. Minutes of said meeting will be made available at the next general membership meeting.

Section 2.

Advisory Board -- After election, the President will nominate to the General Board a list of nominees for the Advisory Board. The Advisory Board will be voted in at the next General Board meeting. The Advisory Board should be comprised of former BBSA members with many years of service to the BBSA. Five is the maximum members of the Advisory Board. The President can seek guidance from the Advisory Board on issues the President deems necessary.

Section 3.

Committees -- After election, the President may appoint committees in accordance with Article VI. The President may appoint any other committees as the need arises. All committees are responsible to their respective league Vice President.

**ARTICLE VIII**  
**MANAGERS**

Section 1.

Selection of Managers --The Vice President of Baseball, Vice President of Softball and the Player Agents within their respective leagues will consider all prospective managerial candidates and then select managers within a respective league according to section 2 below. All final managerial designations are subject to approval by the Board of Governors.

#### Section 2.

Candidates for managerial positions will be given consideration prior to each season based on the following three criteria and in the following order of priority:

1) The following seniority/service system will be used to give priority consideration to candidates for managerial positions each year. Each candidate will be awarded points for each area of participation, and for each year of participation, as follows:

Manager- 5 points per year of service

*If a candidate serves in more than one position in the same year (e.g. manages one team, coaches another; coaches two teams, manages two teams, etc.), he/she will only be awarded points for one position for that year. Service/seniority points will be grand-fathered for a period of 20 years, effective September 1992. Seniority points earned prior to September 1992 remain intact according to point values then assigned.*

Coaches --3 points per year of service.

Commissioner --4 points per year of Service.

Board of Governor Member --6 points per year of service.

Commissioner and Board of Governor points will be awarded in addition to any accumulated manager/coach points in a given year.

2) If further consideration is required after applying point 1 above, managerial candidates returning to the same league in which they managed the previous year will be given next consideration to manage again in that same league.

3) If further consideration is required after applying points 1 and/or 2 above, managerial candidates returning from any league in which they managed the previous year will be given next consideration to manage in a league of their choice.

#### Section 3.

All candidates for in-house managerial positions will be presented to the Board of Governors in order described in Article VIII Section 2 at the February Executive meeting. Managers will then be selected by majority vote by the Board of Governors.

#### Section 4.

Removal --Managers may be removed for just cause after a hearing and with a majority vote by the Board of Governors.

#### Section 5.

Procedures for selection of in-town and traveling all-star managers will be prescribed annually in the BBSA Travel Policy. These procedures will be presented and approved by the Board of Governors no later than the January meeting of a given year.

## **ARTICLE IX** **VOTING RIGHTS**

Any member who attends three general membership meetings in a successive 12-month period is entitled to one vote on any matter brought by the Board of Governors to the general membership. The attendance sheet signed by attendees at general meetings shall serve as official proof of attendance.

## **ARTICLE X** **MEETINGS**

### Section 1.

Annual Meeting --An annual meeting of the members shall be held during the month of September each year for the purpose of electing and installing new officers and for the transactions of such business as may come before the meeting. All records, files and documents which are property of the Bloomington Baseball and Softball Association shall be passed on to the incoming Board of Governors members.

### Section 2.

General Meeting --A general meeting of the members shall be held on a specified day each month, except in December, unless otherwise directed by the Board of Governors.

### Section 3.

Place of Meeting --The place of meeting for any annual or general membership meeting shall be the place designated by the Board of Governors.

### Section 4.

Roberts Rules of Order shall govern the proceedings of all meetings except where it conflict with these by-laws.

### Section 5.

A majority vote will prevail at all general meetings where a call to vote is presented to eligible voters, as well as for the election of league officials.

### Section 6.

Minimum number of meeting-- A current BBSA manager and commissioner must attend a minimum of three general meetings during the course of the year in which he or she is actively managing to receive seniority points for that fiscal year and to remain eligible for future managerial consideration.

Section 7.

Voting Members --Voting members of the Board of Governors shall consist of all board positions. The President only has a vote for the purpose of breaking a tie vote.

Section 8.

Quorum of the Board -- Quorum of the Board shall consist of six members. A quorum is required for any board or general membership meeting to be considered official.

Section 9.

Special Board Meetings -- Special Meetings of the Board of Governors may be called by or at the request of the President or any member of the Board at any time. Minutes of said meeting will be made available at the next general membership meeting.

Section 10.

Manner of Acting --The Act of Quorum of the Board of Governors shall be an Act of the Board, except when otherwise provided by law or these by-laws.

## **ARTICLE XI** **FINANCIAL POLICY**

Section 1.

The Board of Governors shall decide on all matters pertaining to the finances of the league and it shall be a permanent policy to place all income in a league treasury. Purchasing policies will be developed and approved by the Board of Governors which directs the expenditures of league funds so as not to give an individual or team an advantage over others as to equipment, uniforms, insurance, etc.

Section 2.

- No purchases over \$2,000.00 shall be made without the approval of the Board of Governors.
- The President and the Vice President of Finance's written signatures must be on any and all checks totaling over \$600.00.

Section 3.

No solicitation of funds shall be made without the approval of the Board of Governors.

Section 4. The Board of Governors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer's so authorized by these by-laws, to enter into contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 5.

All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Governors may select. Only the Vice President of Finance, League Treasurer and/or President may deposit funds on behalf of the league.

Section 6.

The organizational year of the corporation for the purposes of organizational functions such as the terms of elected officers shall begin on the first day of October in each year and end on the thirtieth day of September of the succeeding year. For financial purposes and the filing of all regulatory reports with the federal, state and local agencies, the fiscal year shall be coincidental with the organizational year.

Section 7.

Compensation – The Board of Governors shall not receive any salaries or compensation for their services to the BBSA.

Section 8.

Conflict of Interest –The Board of Governors shall conduct the business of the board with a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board has the responsibility of administering the affairs of the corporation honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the corporation. The board shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the corporation or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

**ARTICLE XII**  
**AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds of the eligible voting membership present and voting at any meeting of the members, provided that at least seven days written notice is given each eligible voting member of such intention to alter, amend or repeal, or to adopt new by-laws at such meeting. Members meeting the rules of voting eligibility as outlined in Article IX have voting rights.

**ARTICLE XIII**  
**DISSOLUTION**

This organization or its successors may be dissolved by a two-thirds vote of the eligible general membership as outlined in Article IX after the Board of Governors has voted to dissolve the corporation. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the cooperation, dispose of all the assets of the cooperation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

**ARTICLE XIV**  
**INDEMNIFICATION OF OFFICERS, DIRECTORS,  
EMPLOYEES AND AGENTS**

The Board of Governors may authorize the corporation to indemnify any present or former member of the Board of Governors or officer, or employee, or agent of the corporation, against all expenses or costs actually and reasonably incurred by him or her in any action, suit or proceeding to which he or she is made a party by reason of his or her holding the position. This indemnification shall also cover expenditures incurred in good faith in anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good-faith settlement of any action, suit, or processing, whether formally instituted or not. No indemnification may be authorized for any member of the Board of Governors, officer, employee, or agent adjudicated to be liable for negligence or misconduct in the performance of his or her duties toward the corporation, unless and only to the extent that the court in which such action was brought determines, despite adjudication of liability, but in view of all circumstances, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.