

2025
BYLAWS OF
THE IDAHO AMERICAN LEGION
BASEBALL ORGANIZATION

Bylaws of the Idaho American Legion Baseball Organization are hereby written
to regulate the Idaho American Legion Baseball Organization.

ARTICLE I: OFFICES

The principal place of business of this Organization is Boise, in Ada County, State of Idaho. Its registered office is 901 Warren, Boise, ID, 83706-3825.

ARTICLE II: MEMBERS

Section 1. Class of Members. The organization shall have one class of members.

Section 2. Membership. All paid up members of the American Legion, Department of Idaho, and all paid up members in good standing of the Sons of American Legion and Auxiliary, Department of Idaho, may be members of the organization.

Section 3. Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Transfer of Membership. Membership in this organization is not transferable or assignable.

Section 5. Termination of Membership. The Board of Directors or members, by affirmative vote of a majority of the Board of Directors or of the members, may suspend a member or terminate his/her membership, for cause, after an appropriate hearing.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of any obligation to the organization, incurred prior to such resignation.

ARTICLE III: MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the time and place of the annual convention of the American Legion for the Department of Idaho.

Section 2. Special Meeting. Special Meetings of the members may be called at any time by the Board of Directors, or by the Chairman, or by not less than five members.

Section 3. Place of Meeting. The place of meeting of the members shall be the registered office of the organization in the State of Idaho. (Unless designated elsewhere within the State of Idaho by appropriate notice of meeting).

Section 4. Notice of Meeting. Notice of the time, place, and purpose of meeting of members, including annual meeting, shall be given by the secretary or other person authorized to do so to all members at least five (5) days prior to the day named for the meeting by written notice delivered personally or mailed to each member at his last known post office address, or by electronic mail to members' last known e-mail address.

Section 5. Informal Action by Members. Any action required by law taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing, setting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof. Such signatures may be electronic.

Section 6. Quorum. A membership meeting duly called may be organized for the transaction of business when a quorum is present. A majority of the members shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine.

Section 7. Proxies. Proxies shall not be recognized at any meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Organization shall be managed by a Board of Directors of the Organization. Directors, whether District or Area Directors, must be members in good standing of the American Legion, Department of Idaho, or members of the Sons of American Legion and Auxiliary, Department of Idaho.

Section 2a. Appointment of Directors. Area and District Baseball Directors are appointed by the Idaho American Legion Baseball Chairman.

Section 2b. Fall Election. Election of the Baseball Organization officers will be at the Department mid-winter convention or sooner if needed to continue with organization business.

Section 3. Election Terms. The election of Baseball Organization Officers will be for three years. Appointments of Baseball Organization Directors will be effective until such Director resigns and until a replacement Director is appointed.

Section 4. Director Vacancies. If there is a Baseball District Director vacancy, a replacement shall be appointed by the Idaho American Legion Baseball Chairman.

Section 5. Area Directors. If there is a Baseball Area Director vacancy, a replacement shall be appointed by the Idaho American Legion Baseball Chairman.

Section 6. Baseball Chairman (or Representative) Duty. The Chairman of the Idaho American Legion Baseball Organization or the appointed representative, shall be present, at the annual American Legion Baseball Organization annual meeting at the Department Convention.

**ARTICLE V: DUTIES AND RESPONSIBILITIES OF DIRECTORS, IDAHO
AMERICAN LEGION BASEBALL, ORGANIZATION.**

Section 1. General.

- i. It is the duty and responsibility of Directors to ensure that teams in their respective jurisdictions comply with the state and national rules of the American Legion Baseball Program. Directors must also work cooperatively with other directors where mutual interests and concerns are shared. Collectively, the Directors are responsible for formulating rules and procedures for the operation of American Legion Baseball in Idaho.
- ii. District Directors' primary responsibility is the AA teams; secondary responsibility is to help the Area Directors.
- iii. Primary duty of Area Directors is A and B division teams; secondary responsibility is helping District Directors with AA teams.
- iv. The Board of Directors shall make any rule changes as necessary. Compliance with the National Baseball rules is mandatory. Any changes authorized by the Board of Directors shall be reported to the Baseball Organization at each annual meeting. Changes to the Bylaws must be approved at the annual meeting of the members by a majority vote of those members at the meeting.

Section 2. Essential Duties and Responsibilities.

- i. Directors must check proof of age and form #2s of all players listed on team rosters by June 25, or earlier if possible, so that any unacceptable proofs of age can be corrected prior to tournament times.
- ii. Directors must ensure that Hosts for state and in-state regional tournaments are designated in a timely manner and that rules for participation in these tournaments, such as seedings, are fully understood by all baseball teams eligible to participate.
- iii. A Director or their designee must always attend state and in-state regional tournaments; must ensure that tournament managers are fully informed in advance of the requirements for conducting an American Legion tournament; and confirm that all requirements are met during the tournament.
- iv. District and Area Directors shall report at the semi-annual district meetings to keep members informed on the activities of the program. Reports in person

- are, preferably, accompanied by a written report.
- v. Directors must investigate claims of inappropriate recruiting of players by teams in their respective jurisdictions.
 - vi. Directors must attend the annual meetings of the Board of Directors and contribute to the formulation of policy and procedures for the management of the Idaho American Legion Baseball program.
 - vii. Directors must make themselves available to promote and assist with the development of new American Legion Baseball organizations and establish programs with new managers and administrators.
 - viii. Directors should make sure that teams are aware when they are eligible to host a state or regional tournament. If one or more teams wish to bid on such tournaments but representatives cannot attend the Board of Directors meeting, Directors should be prepared to submit the bid checks and make recommendations to the Board.

Section 3. Optional Duties and Responsibilities.

- i. Directors for each league may want to call a meeting of all teams in the league prior to the annual Board of Directors meeting. This meeting will be for the purpose of identifying problems or the need for specific changes for consideration in Idaho Directors meeting. This meeting is also an opportune time to let teams in the league bid for tournaments and to decide rules for participation in the tournaments and in league play.
- ii. Directors may want to call a second meeting of teams in the league after the annual meeting of the Board of Directors for the purpose of discussing rule changes or other actions by the Board.
- iii. District/Area Directors may want to share responsibilities of meeting with local team organizations, checking proofs of age, attending tournaments, presenting trophies and such other activities that are more convenient for some than others.

Section 4. Number, Tenure and Qualifications. The number of Directors of this Organization shall not be less than ten (10) or more than fifteen (15), the number to be fixed at any annual meetings of the members; provided that if a number less than the (10) is fixed at any annual membership meetings the number may be increased at a later special meeting of the members and additional Directors may be elected there at, so long as the total number shall not exceed fifteen (15). Each Director shall hold office until his successor is duly elected and qualified, except that any Director who misses two (2) successive annual meetings of the Board of Directors shall be dropped as a Director and shall not be allowed to vote on any matters being considered by the Board of Directors.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of January at the annual Department mid-winter meeting in Boise. Other regular meetings of the Board of Directors may be held at such times and places as may, from time to time, be fixed by the Board of Directors. These bylaws constitute notice of the annual meeting, and no further notice thereof need be given. Directors shall be duly notified

by the Secretary of the time, place, and agenda of any other regular annual meetings. Any business which may be lawfully transacted by the Board of Directors of the Organization may be transacted at such regular meetings.

Section 6. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chairman or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place thereof.

Section 7. Notice. ~~The Secretary shall give Notice of special meetings of the Board of~~ Directors at least fourteen (14) calendar days previously thereto by written notice delivered personally or sent by mail to each Director at their address as shown by the records of the organization, by telephone, or email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid. Any attendance of a Director at any meeting shall constitute a waiver of notice to such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The principal business to be transacted at a special meeting shall be specified in the notice of such meeting. Any business proposed to be transacted at a special meeting but not specified in the notice of meeting must be approved by unanimous consent of the Directors present.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at such meeting, then a majority of the members present at said meeting may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Each Director will vote on all matters submitted to a vote of the Board of Directors. The Chairman will only vote to break a tie.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any Director to be filled by reason of an increase in the number of directors, shall be filled by the Baseball Chairman.

Section 11. Compensation. Directors or Organization Officers shall not receive compensation for his/her services as directors. The Board of Directors may, however, by resolution entered in the minutes reimburse a director out of Organization funds for actual expenses incurred in the performance of duties as director.

ARTICLE VI: OFFICERS

Section 1. General. The officers of the Organization shall be a Chairman, one or more Vice Chairmen (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer who will be elected in accordance with the provisions of this article. The Board of Directors may elect such, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such other officers to have the authority to perform the

duties prescribed, from time to time, by the Board of Directors. Any two (2) offices, except the office of Chairman, may be held by the same person. Officers must be members in good standing of the American Legion, Department of Idaho, or members of the Sons of American Legion or Auxiliary, Department of Idaho.

Section 2. Election and Term of Office. The officers of the Organization shall be elected every three years by the Board of Directors at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Organization would be served thereby. An affirmative vote of the majority of the Directors shall be required to remove an officer.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Chairman of the Board of Directors for the unexpired portion of the term.

Section 5. Chairman.

- i. The Chairman shall be the principal executive officer of the Organization and shall in general supervise and control all the business and affairs of the Organization, and shall preside over all meetings of the members and the Board of Directors.
- ii. The Chairman may sign, with the Secretary, or any other proper officer of the organization, as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws, or by statute to some other officer or agent of the organization;
- iii. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chairman.

- i. In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.
- ii. The Vice Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

Section 7. Treasurer.

- i. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may determine.
- ii. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipt for moneys due and payable to the organization from any source whatsoever, and deposit all such money in the name of the organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article IV of these bylaws.
- iii. In general, the Treasurer performs all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.
- iv. The Treasurer has a duty to keep complete records of how the organization's funds have been used.
- v. The following are some of the major duties and responsibilities of the Treasurer:
 - Keep a checking account in the organization's name where all receipts are promptly deposited.
 - Prepare an expense voucher form and insist that all expenses are documented before paying.
 - Prepare an annual financial report for presentation to the Board of Directors at the annual meeting.
 - Keep a file of all incidental expenses such as phone calls, postage, copying office supplies.
 - Pay such other bills and debts as authorized by the Board of Directors or the Chairman including:
 - A. Travel expenses of Directors and Chairman to annual meeting
 - B. Travel expenses of Chairman or his designee to State Tournaments
 - C. Travel expenses of Chairman or his designee to Regional Tournaments
 - D. Travel expenses of Chairman to National meeting of State Chairmen
 - E. Umpire fees State Tournaments
 - F. Travel assistance to team traveling to Northwest Regional A tournament.
 - G. Dues to Host of Northwest Regional A Tournament.
 - H. Trophies for State Tournaments.

Section 8. Secretary.

- i. The Secretary shall keep the minutes of the meetings of the members and of the Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws and as required the bylaws;
- ii. The Secretary shall be the custodian of the organization's records.
- iii. The Secretary will keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and
- iv. The Secretary shall perform all duties incident to the office of Secretary and other duties

as from time to time may be assigned by the Chairman or by the Board of Directors.

v. The Secretary is the primary communicator of the organization and is responsible for the following activities:

- Record the minutes of the annual meeting of the Board of Directors, make copies and distribute copies to all who attend the annual meeting, all Directors, all teams, the Department Adjutant and to such other Legion officials who are interested.
- Report to the Board of Directors at the annual meeting on activities of the organization as may be pertinent.
- Have the Idaho American Legion Baseball rule book updated with rule changes from the annual meeting. Have the rulebook published by late March, or as soon as dates for tournaments are reported to the Secretary.
- Prepare an annual registration form and distribute copies to all who receive copies of the minutes of the annual meeting, plus others who inquire about registering under the Idaho American Legion Baseball program.
- Keep a file of teams who submit registration forms and keep the Chairman and local Directors informed of who has and has not registered.
- Create a listing of key people with such a local baseball program.
- Distribute to each registered team one (1) copy of the following together with a memo explaining what is to be done with each, if appropriate:
 - In cooperation with the Chairman, and the Host of the annual meeting, select a time and place for the annual meeting.
 - In cooperation with the Chairman, prepare and distribute an agenda and a memo to all teams and Directors announcing the time and place of the annual meeting, and explain the significance of any special agenda items. This should be done three (3) weeks prior to the meeting.
 - Maintain the files of the organization, including a historical record of minutes, registration forms, Organization papers, bylaws changes, state rulebooks, and other information of future value.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurer shall give bonds for faithful discharge of their duties in such sum and with such sureties as the Board of Directors may determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the Treasurer or by the Secretary or by the Chairman or by the Board of Directors.

Section 10. Qualification of Officers. Before being elected Baseball Chairman or Vice Chairman, the individual must have served as an Area or District Director for 3 consecutive years prior.

Section 11. Compensation. The officers of the Organization shall receive no compensation for their services; however, may receive reimbursement for expenses properly documented in performance of duties of said officer as the Board of Directors shall determine.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any office or officers, agent, or agents of the organization, in addition to the officers, so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Organization shall be signed by Chairman or the Treasurer. Any checks or draft that exceeds \$500 requires the signatures of the Treasurer and either the Chairman or Vice-Chairman.

Section 3. Deposits. All funds of the organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Treasurer may select unless directed otherwise by the Board of Directors.

Section 4. Gifts. The Board of Directors may accept on behalf of the organization any contribution, bequest, or device for the general purpose or any purpose of the organization.

ARTICLE VIII: LEAGUE PLAY

Section 1. Participation of teams and players shall follow the rulebook published annually by the Board of Directors, copies of which will be distributed by the Secretary to all Directors and to all teams registered each spring. Copies will also be available on the Idaho American Legion webpage (idalb.org).

Section 2. The Board of Directors shall consider the need for and make such revisions, additions, deletions or other changes to the rulebook at its annual mid-winter meeting.

ARTICLE IX: BOOKS AND RECORDS

The organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and executive committee having authority of the Board of Directors and shall keep at the residence of the Secretary giving the name and addresses of the Directors. All books and records of the organization may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X: DUES

The dues shall be the annual dues for membership in the American Legion, Sons of the American Legion, and Auxiliary of the Department of Idaho that each respective Post normally charges. Upon payment of said dues, the dues in this organization shall be considered paid.

ARTICLE XI: INDEBTEDNESS

No indebtedness shall be contracted in the name of the organization unless authorized by resolution of the Board of Directors.

ARTICLE XII: PRESUMPTION OF ASSENT

A member or Director of the organization who is present at a meeting of the members or of the Board of Directors, as the case may be, at which action on any organizational matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to any Director who voted in favor of such action.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given any member or Director of the organization under the provisions of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, and filed with or entered upon the records of the meeting either before or after the holding thereof shall be deemed equivalent to the giving of such notice. Whenever all persons entitled to vote at any meeting, whether of Directors or members, consent either by writing on the records of the meeting or filed with the Secretary or by presence at the meeting, and oral consent entered in the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meeting shall be valid as if had at a meeting regularly called and noticed, and at such meetings any business may be transacted, which is not excepted from the written notice or by the consideration of which no objection for want of notice is made at the time, and if such meeting be irregular for want of notice or of such consent, provided a quorum was present at the meeting, the proceedings of such meeting may be ratified and approved and rendered likewise valid and the irregularity or defect waived by a writing signed by all parties having a right to vote at such meeting.


ARTICLE XIV: AMENDMENTS

These bylaws may be repealed or amended, or new bylaws may be adopted, at any annual meeting of the members, or at any special meeting of the members, or at any special meeting of the members called for that purpose, by the affirmative vote of two-thirds of the members present at such meeting, provided a quorum is present, or by the written consent duly acknowledged in the same manner as conveyances of real property are required to be acknowledged of two-thirds of the members, which written consent may be in one or more instruments. No rule, amendment or bylaw adopted by the organization shall be contrary to the rules of the National American Legion Baseball rules and regulations. In the event of any differences, the National American Legion rules and regulations shall prevail.

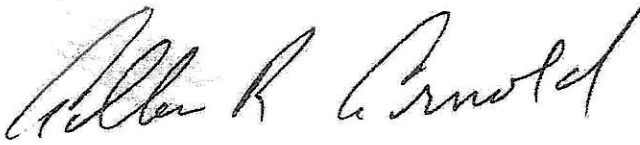
ARTICLE XV. NON-PROFIT ORGANIZATION

This organization is not organized for pecuniary profit. The rights and interests of all members of this organization shall be equal, and no member shall have or acquire a greater interest in the organization than another member. This organization shall not issue any capital stock.

END BYLAWS OF IDAHO AMERICAN LEGION BASEBALL ORGANIZATION

Approved By: 
Greg T. Stultz
Idaho American Legion
Baseball Chairman

Dated: 6-21-2025



07/08/2025

Judge Advocate
Dept of ID