



*BYLAWS OF THE*  
**TEA BASEBALL ASSOCIATION, INC.**

**ARTICLE I — Name**

The name of this Corporation shall be the:

TEA BASEBALL ASSOCIATION, INC.

The Tea Baseball Association, Inc., shall hereinafter be referred to as the “Tea Baseball Association” or the “Association” or “TBA”.

**ARTICLE II — Address**

The mailing office of the Association shall be the City of Tea, 600 E. 1<sup>st</sup> St. / P.O. Box 128, Tea, South Dakota, 57064.

**ARTICLE III — Governing Structure**

The Corporation will be governed by Board of Directors (herein after “Board of Directors” or “Board”), which shall consist of a President, Vice President, Secretary, Treasurer, and League Representatives from each league, as well as At-Large members and a Community Relations member. The Board of Directors shall be the governing body of the Corporation and have the power to transaction all business of said Corporation.

Members of the Board of Directors shall be members and reside within the Tea Area School District, have children who attend school in the Tea Area School District, own a business interest in Tea, or be employed by a Tea business. There shall be no fewer than nine (9) Board Members and no more than 11 Board Members.

The Officers of the Board shall be the President, Vice President, Secretary, and Treasurer. No two Officer positions shall be held by the same person. Each Officer shall serve a term of one (1) year and is eligible for re-election unless the Officer resigns or is removed as provided herein.

The Board of Directors shall be elected by the Association Members at the Annual Meeting of Members. To vote for Board Members, Association Members must be present at the Annual Meeting of Members.

The Annual Meeting of Members will be held the last quarter of each calendar year. A Nominating Committee, appointed by the President, shall provide the Board with a slate of candidates at least one (1) week prior to the date of the Annual Meeting of Members. The Board of Directors shall be voted on from the listed candidates and nominations from the floor made during the Annual Meeting of Members. Each member present shall have one vote on each matter submitted to a vote at a meeting of Members, including, but not limited to, the election of the Board of Directors. Any Member action requiring a vote shall be by majority of the Members attending the meeting. A Member may not vote by proxy.

#### **ARTICLE IV — State Requirements**

The Board of Directors may adopt such Bylaws as it deems necessary and fit for the proper government of this Corporation and managing the property and business thereof and amend the same, which Bylaws shall be recorded by the Corporation's Treasurer. The Corporation shall at all times have a registered agent and office within the State of South Dakota, either of which may be changed at any time in a manner as provided by law.

#### **ARTICLE V — Board Duties and Responsibilities**

The Officers shall control and manage the funds, property, and business affairs of the Association. Funds of the Association shall be deposited in checking and savings (e.g., regular, certificates of deposit, etc.) accounts. Funds shall be withdrawn from these accounts only by signature of one of the following Directors: President or Treasurer. The Directors shall control, manage, and disperse the funds, property, and business affairs of the Tea Baseball Association. The President may designate others to manage and disburse funds with the consent of the Board. Except as provided above, funds will only be dispersed with the direction and approval of the Officers.

The Board of Directors shall have the following duties and responsibilities:

- a) The Board shall work with the City of Tea regarding game and practice schedules; baseball fields, upkeep, and postponement of games due to weather and maintenance;
- b) Any Board member shall have the power to suspend play at any and all playing areas at any time that he/she sees fit due to the safety of the Association membership, the

maintenance of Association equipment or playing area and damage to the surrounding property.

- c) In addition to the following duties, the Officers shall perform such duties as naturally pertain to their respective offices and positions and in addition such duties as the Board of Officers or Members may from time to time impose upon them and including:
1. **President:** The President shall conduct and schedule Board meetings, help and advise Committees, be responsive to questions and concerns of Members, shall present at each Annual Meeting of Members a report of the business of the Association for the preceding fiscal year, and promote the Tea Baseball Association with the City of Tea and to outside organizations.
  2. **Vice President:** The Vice President shall conduct and schedule Board meetings in the absence of the President and shall assist the President with his/her duties as the President directs.
  3. **Treasurer:** The Treasurer shall have custody of funds of the Association. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects of the Association in the name and credit of the Association in a depository designated by the Board of Directors. The Treasurer shall disburse funds of the Association and shall render to the President or the Members, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. If required by the Members, the Treasurer shall furnish a bond payable to the Association, satisfactory to the Members. The Treasurer shall control the purchase order forms, which must be signed by the President, Vice President, or Treasurer to be valid.
  4. **Secretary:** The Secretary shall attend all meetings of the Board of Directors. The Secretary shall take and maintain a true and complete record of the proceedings of each Board meeting, timely mailing or electronically providing the minutes to each Board Member and update the Bylaws with any amendments and distribute a copy to each Board Member. The Secretary shall give, or cause to be given, notice of all meetings of the Members.
  5. **League Representatives:** There shall be one League Representative from each of the following leagues, who shall serve on the Board of Directors: (1) High School/Legion/Junior Legion; (2) 13u-16u; and (3) 3<sup>rd</sup>-6<sup>th</sup> grades. The League Representatives are responsible for reporting concerns relating to the Association regarding the league that they represent, for communicating with the coaches in their respective leagues about rule changes and current events, helping to initiate new coaches to the league and shall perform additional duties as prescribed by the President.

6. Community Relations Representative: This director shall oversee sponsorships, manage communication with local businesses, and coordinate media/public relations.
7. At-Large Representatives: Board Members not assigned a specific role and title shall be referred to as “At-Large” members.

## **ARTICLE VII — Financial Management**

The Board shall approve an annual budget, prepared by the Treasurer and President.

The Board shall appoint an independent reviewer or committee annually to review the Treasurer’s report and financial records.

## **ARTICLE VII — Vacancies**

Vacancies in the Board of Directors or Officer positions may be filled at any meeting of the Board of Directors and shall require an affirmative vote of a majority of the Board of Directors at the time of any such election to fill any vacancy or vacancies.

In case of a vacancy in the office of the President, the Vice President shall become President and serve as President until the next regular annual election of Officers. In case of a vacancy of both the President and the Vice President, a President and Vice President shall be elected by the Board of Directors at the next regular scheduled meeting following the vacancy.

## **ARTICLE VIII — Quorum**

A majority of the Board of Directors will constitute a quorum for conducting business. Any Board action requiring a vote shall be by majority of the quorum, unless otherwise provided herein. Each Board Director shall have one vote on all Board issues.

## **ARTICLE IX — Meeting Notice and Voting**

In addition to the Annual Meeting of Members, the Board shall hold periodic Association meetings as needed. The Board will determine the time and place of each meeting. Meetings may be postponed and rescheduled by the Board. Special meetings may be called at any time when called for by two or more Board Directors. The format is as follows: the first 5 minutes will be open to Association Members for comments to the Board of Directors. If further discussion is needed after this time, the Board will add it to the agenda for a subsequent meeting. All Board of Directors meetings are open to the public.

Notice of all meetings of the Board of Directors shall be given at least five days prior by written notice delivered electronically to each Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting unless specially required by law or by these Bylaws. Remote attendance via Zoom, Facetime, phone call or some other technology is acceptable for quorum and voting purposes.

Notice of all meetings of the Members shall be given at least one week prior thereto by publication through the local media, social media, or other methods of distribution. The attendance of a Member at any meeting shall constitute a waiver of public notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Members need to be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

## **ARTICLE X — Resignations and Expulsions**

Any Board Director may resign at any time by giving written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the President.

Any Director may be expelled from the Association when he/she participates in an activity deemed detrimental to the Association. Upon receipt of a formal written complaint signed by three Directors, the President shall present such complaint to the entire Board of Directors for consideration. The President shall then, upon direction by the Board of Directors, notify the Officer or Director of the charges and set a date and time for a hearing of these charges and presentation of whatever evidence is deemed proper in front of the Board of Directors. Immediately following this hearing, the Board of Directors shall then act on such a complaint. Approval to expel shall be by a two-thirds vote of those Board of Directors in attendance at the special meetings. The Board of Directors shall also determine the appropriate length of time for the expulsion to remain in effect. The Director who is the subject of the expulsion proceedings will not be allowed to vote. If the President is the one being considered for expulsion, the Vice President shall fulfill those duties.

If a Board Member or Officer no longer meets the requirements to serve, that individual will be asked to resign. The resignation shall take effect upon receipt by the President unless otherwise specified in the notice. If the President is the one resigning, the Vice President shall

fulfill those duties. The open Director position will be filled at the future Board or Member meeting, whichever is scheduled first.

### **ARTICLE XI — Committees**

The Board may establish Committees as necessary to further the purpose of the Corporation. All Committees shall report to and be under the direction of the Board of Directors. The Committees may be standing or ad hoc, as determined by the Board. Committees shall be made up of Members of the Association.

### **ARTICLE XII — Membership**

Members are defined as:

- Adults who meet any of the following criteria are considered members and have voting rights:
  - Any parent or guardian affiliated with a registered player.
  - Any volunteer of the Association, including coaches, board members and other volunteers.
  - Other adults who are actively interested in furthering the Association's objectives who meet the criteria to serve as a Board Member as defined in Article III.
- All Members will be extended rights and privileges as defined in the Bylaws. All Members will assume the responsibility to abide by the guidelines, rules and regulations defined in these Bylaws and in the Code of Conduct.
- Players may attend any and all meetings, as well as the Annual Meeting of the Members, but do not have voting rights.

### **ARTICLE XII — Purpose**

The Corporation exists for the benefit of the Participants. The personal achievements of the individual coaches are secondary.

Each Participant on a team shall be registered and shall submit a fee for the privilege of participating in the program. The Board will set the fees and may waive fees for any individual due to hardship or other extenuating circumstances.

### **ARTICLE XIII — Policies and Guidelines**

Policies, regulations, guidelines, and philosophical spirit under which the programs will be conducted include:

a) Participants:

1. Eligibility: All youth residing in Tea and/or attending the Tea Area School District may register to play on a team organized by the TBA. Special exceptions may be made by the Board.
2. Registration: Registrations will be accepted during time periods determined by the Board of Directors. The Association shall publicize registration through local media, social media, the Tea Area School District, and other electronic communications. Late registration will be managed at the discretion of the Board.
3. Registration Fees: Except as otherwise provided herein, all participants registering with the TBA will be required to pay a participation fee according to the schedule set by the Board.

b) Team Coaches:

1. Coaches for teams organized under the Association will be selected through expression of interest to the Board. The Board will resolve any conflicts arising over the selection of coaches.
2. Coaches for older age groups (High School, Legion, Jr. Legion, 13u-16u) shall be led by paid head coaches with volunteer assistants whenever possible.

c) Team Organization:

1. League teams shall consist of no fewer than 11 and no more than 15 players unless the number registered makes it impossible to meet this requirement. League teams in each age group will have as close to the same number of players as possible.
2. Each team shall include one head coach and one assistant coach, unless otherwise approved by the Board.
3. A player whose parent coaches a league team within his/her age group will be assigned to that team. However, no league team will be allowed to invoke this guideline for more than one head coach and one assistant coach.
4. Requests by a parent to be placed on a specific league team will be evaluated and decided by the Board on a case-by-case basis.
5. Corporation reserves the right to establish travel teams.

d) Corporation Funding:

1. Corporation revenues will be generated by the following mechanisms and by other mechanisms approved by the Board:

- i. Fees: registration fees shall be collected from all players according to guidelines previously outlined by these Bylaws. The funds generated through registration cover league fees, field maintenance for standard games (not tournaments) and umpires for standard games (not tournaments). Off-season training is also covered under these fees unless otherwise specified by the Board.
  - ii. Fundraisers and Tournaments: Corporation may generate additional revenue by conducting specific fundraising activities and by hosting baseball tournaments during the playing season. All fundraising activities shall be approved by the Board.
  - iii. Community Support: Corporation recognizes that to successfully accomplish its objectives and goals, financial support from the community will be required. Annually the Corporation may solicit financial contributions from businesses, service organizations, and individuals. These include but are not limited to sponsorships of events, advertising and other donations.
- e) Uniforms and Equipment:
- 1. Corporation will supply basic equipment for all teams organized under the Corporation.
  - 2. Players must supply their own white pants, belt, socks and TBA-approved jerseys. Players are required to supply their own gloves, cleats and white batting helmets.
- f) Misconduct:
- 1. Any Member or Coach guilty of conduct contrary to the spirit of these Articles of Incorporation or subsequent Bylaws is subject to removal from the Corporation by a majority of the Board. Participants, parents/guardians, and coaches are required to review and sign the TBA Code of Conduct prior to each season.

#### **ARTICLE XIV — League Rules**

Prior to the commencement of each season, the Board shall adopt for each league the rules of play. The TBA is a member of Class A and follows their rules for league play and tournaments for appropriate age groups.

#### **ARTICLE XV — Grievances**

TBA policy is to provide a forum for its membership to voice grievances, express concerns or ask questions about its personnel, policy or procedures, to respond to those

grievances promptly, and to make remedial action where warranted. Any Member may file a written grievance with the Board.

1. Procedure: Members wishing to file a grievance shall follow the process outlined in the Policy and Code of Conduct document.
2. TBA shall establish a grievance committee to hear disputes among its membership regarding league personnel (coaches, board members, etc.), policies, procedures or other members.
3. The committee shall be responsible for reviewing any grievance brought to the league's attention and for recommending action to the Board of Directors. The committee should determine if all actions have been taken to resolve the problem and may solicit input from various parties involved.
4. In no way shall the league issue sanctions against a player for the actions of his or her parent or manager.
5. When a written complaint has been submitted to the Board, the Board will convene a quorum of members within 72 hours to develop a plan for handling the complaint. Board Meetings to discuss complaints/grievances shall not be attended by any Board Member who is involved in the situation or who manages/coaches or has players in the Division affected. The President or appropriate Board Member liaison will notify the individual of the plan of action, unless they are involved in the situation. All Board discussions regarding grievances/complaints shall be held in confidence by the Board members.
6. Recommendations of the grievance committee shall be made in writing and must be approved by the Board of Directors. Grievances shall be made part of the TBA record.

#### **ARTICLE XVI — Liability**

No Director, Officer, Agent or Employee of the Corporation, as such, shall be liable on its debts or obligations and no Director, Officer, Agent or Employee serving without compensation, consistently with SDCL 47-23-2.1, shall be personally liable as such for any claim based upon an act or omission of such person performed in the discharge of such person's duties, unless such act involves willful or wanton misconduct. The Board of Directors members shall not have any personal liability for any of the Corporation's obligations or activities.

Corporation may indemnify any person, who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative in nature, pursuant to the terms found in SDCL 47-2265.1, 47-23-27, and any other statutes as provided in Chapter 47, as those statutes may now appear or be hereinafter enacted and/or modified.

## **ARTICLE XVII — Fiscal Year**

The fiscal year of the Corporation shall be the January 1 through December 31.

## **ARTICLE XVIII — Amendments**

The Board shall have the power to make, alter, amend, and repeal the Bylaws by a majority vote of two-thirds of the Board of Directors, provided that notice of the proposed amendment(s) shall have been given to the directors ten (10) days in advance of the meeting. Board members are permitted to vote remotely by phone or other communication technology. Proxy votes are not permitted.

## **ARTICLE XIX — Dissolution**

Upon dissolution of the Corporation, all assets remaining after payment of debts and obligations shall be distributed to another nonprofit organization with a similar purpose, or to the City of Tea Parks and Recreation Department for the continued benefit of youth baseball.

## **ARTICLE XX — Definitions**

As used in these Bylaws, the following terms have the following meanings:

- a) “Association” means Tea Baseball Association.
- b) “Corporation” means Tea Baseball Association.
- c) “Board of Directors” or “Board” means the Board of Directors of the Association.
- d) “Bylaws” means the Bylaws of the Corporation.
- e) “Committees” shall hold the meaning as set forth in Article XI.
- f) “Members” shall hold the meaning as set forth in Article XII.
- g) “Participants” shall hold the meaning as set forth in Article XIII.

## **ARTICLE XXI**

The undersigned being the Board of Directors of the above-named Corporation, to-wit Tea Baseball Association, Inc., do hereby certify that the above and foregoing Bylaws were duly adopted at an incorporator meeting on \_\_\_\_\_, 2023 and do now constitute the Bylaws of the Tea Baseball Association, Inc.

Date Adopted:

Date Amended: Nov. 16, 2025

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Date

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Rob Schramm, President

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Date

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Rick Willemsen, Vice President

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Date

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Attest: Amy Smolik, Secretary

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Date

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Kevin McIntyre, Treasurer

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Date

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Mark Jelen, Member

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Date

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Mitch Smith, Member

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Date

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Cory Olson, Member