

# Farmington Amateur Baseball Congress

## Bylaws

Adopted and approved May 16<sup>th</sup>, 1972

Amended May 19<sup>th</sup>, 2004

Amended & Approved by Membership January 11<sup>th</sup>, 2022

Amended & approved by Board of Directors March 19<sup>th</sup>, 2025

## Article I. Name

The name of this corporation shall be Farmington Amateur Baseball Congress, any business of this corporation shall be conducted as Farmington Amateur Baseball Congress or FABC.

## Article II. Purposes and Legal Powers

### **2.1 Purpose**

Farmington Amateur Baseball Congress is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code. The corporation shall promote and govern the game of baseball, provide character development, behavior guidance, and other recreational outlets for the youth of the community as well as aid and train those who supervise such activities and events. This corporation shall offer its baseball program without restrictions to race, creed or ability.

### **2.2 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The legal powers of the corporation may include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.3 Nonprofit Status and Exempt Activities Limitation**

#### **2.3.1 Nonprofit legal status**

- Farmington Amateur Baseball Congress is a New Mexico nonprofit corporation, recognized as tax exempt under Section 501 (c) (3) of the United States Internal Revenue Code.

#### **2.3.2 Exempt Activities Limitation**

- Notwithstanding any other provisions of these Bylaws, no director, board member, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as it now exists or may be amended.

- No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, board member, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- No substantial part of the activities shall be used for carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

### **2.3.3 Distribution Upon Dissolution**

- Upon termination or dissolution of the Farmington Amateur Baseball Congress, any assets, and resources lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501 (c) (3) of the 1986 Internal Revenue Code which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to this organization.
- The organization that is to receive the assets of this organization hereunder shall be selected at the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Farmington Amateur Baseball Congress, by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of New Mexico.
- In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose similar to this organization then the courts shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New Mexico to be added to the general fund.

## Article III. Membership and Voting Membership

The membership of Farmington Amateur Baseball Congress shall be composed of the following persons, all of whom shall be residents of San Juan County, or upon board approval reside within 70-mile radius of San Juan County, or who have a family member that currently reside within San Juan County or the 70-mile radius, i.e. mother, father, grandparent, brother, sister, aunt, uncle or a court ordered permanent guardian. The following are considered voting members of the membership:

- Current league participants
- Board members are automatically voting members of the organization
- Team Manager or Coach, entitled to one vote per team
- Parent representative, entitled to one vote per family

## Article IV. Dues

Every team in each division shall pay an annual fee as set by the board of directors of the organization, and each youth participant shall also pay a player registration fee which will also be set by the board of directors. All team fees shall be due on or before the season begins, players fees are due at the time of registration.

## Article V. Board of Directors

### **5.1 Directors**

Farmington Amateur Baseball Congress shall have a board of directors, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. The current board of directors are as follows:

- President
- Treasurer (Appointed)
- Secretary
- Umpire In Chief (UIC) (Appointed)
- VP 18U
- VP 16U
- VP 14U
- VP 12U
- VP 10U
- VP 7U/8U
- VP 6U

### **5.2 Powers**

All corporate legal powers shall be exercised by or under the authority of the board and the affairs of the Farmington Amateur Baseball Congress shall be managed under the director of the board, except as otherwise provided by law.

All members of the board shall be voting members with the exception of the president who shall vote only in the case of a tie.

### **5.3 Qualifications and Terms**

- The governing board, hereafter to be known as the board of directors, shall be elected by the membership at the annual fall meeting as follows, Vice Presidents and Secretary.
- The duly elected board of directors shall elect the President
- The president cannot serve more than one two-year term unless extenuating circumstances arise and then it must be taken to membership to vote upon.
- The president must have served on the board of directors for two years prior to becoming president
- The board of directors shall appoint the treasurer and UIC
- All directors shall be elected and/or appointed to serve a two-year term, all positions terms may be extended upon membership approval except president.

#### **5.4 Vacancies**

The board of directors may fill vacancies due to the resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position. Such vacancies may be filled by the board members for the balance of the term of the director being replaced.

#### **5.5 Removal of Directors**

A director may be removed by two-thirds vote of directors then in office, if:

- the director is absent and unexcused from four or more board meetings in a twelve-month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the treasurer shall excuse the president. Or:
- for cause or no cause, if before any meeting of the members at which vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting.

#### **5.6 Board of directors' meetings**

Meeting minutes will be kept for each meeting.

- Regular Meetings. The board of directors shall have regular monthly meetings during the league season. These meetings shall be held upon four days' notice by electronic format.
- Special Meetings. Special meetings may be called by any board member. A special meeting must be preceded by at least two days' notice to each director.
- Annual Meeting. The president shall call an annual meeting of the membership after the conclusion of the season and prior to the end of that seasonal year for the purpose of disposing of any old business, election of officers, bylaw changes and organizing the league for the upcoming season.
- Coaches Meetings. The president and/or VPs shall call an annual pre-season coaches meeting, it will be mandatory that one representative from each team participating in the league attend.

#### **5.7 Manner of Acting**

- Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at a meeting. No business shall be considered by the board at any meeting at which a quorum is not present.
- Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- Hung decisions. On the occasion that directors are unable to make a decision base on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, virtual or telephonic.

- Proxy. In the event a director is not able to participate he/she may designate another member of the board to cast their vote by proxy; provided however, the president shall have advance notice of such proxy vote that is going to be cast.
- Voting may be done by electronic means.

### ***5.8 Compensation for Board Members***

Directors shall receive no compensation for performing their duties as directors except for the UIC when providing umpire or umpire scheduling services refer to Article V 5.9.

### ***5.9 Compensation for Professional Services by Directors***

Directors are not restricted from being reimbursed for professional services provided to the corporation. Such reimbursement shall be reasonable and fair to the corporation and must be reviewed and approved by the board and in accordance with State law. Reimbursement requests must include any and all receipts and an expense reimbursement form unless a previous contract has been approved by the board for services.

### ***5.10 Duties of the Board of Directors***

- President: Shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties required to the office or properly required by the board. He or she shall set the agenda for all meetings.
- Secretary: Shall keep or cause to be kept the minutes of all meetings and actions of directors and committee directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The secretary shall provide notice of all meetings of directors, special meetings and committee meetings as required by the bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board president.
- Treasurer: Shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. The treasurer shall keep accurate records and manage all financial transactions. In conjunction with other directors, the treasurer shall oversee the budget preparation and shall ensure that appropriate financial reports are made available to the board. The treasurer will collaborate with any designated agents managing payroll and/or tax filings. The treasurer will provide quarterly reports to the board that will include the following:
  - Balance Sheet
  - Balance Sheet Detail
  - General Ledger
  - P&L
  - P&L Detail
  - Trial Balance
- Division Vice President's: Shall assist the President in any way that they may be called upon. The Vice President's shall represent his/her leagues on the board and be the liaison

between the coaches in his/her league and the board. Vice Presidents will also be responsible for the following:

- Division playing rules
- Collaborating with coaches to identify, correct and prevent risks
- Putting teams together
- Finding Coaches
- Conducting coaches meeting

## Article VI. Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors and/or volunteers not on the board, to serve at the request of the board. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- take any decisive action on matters which also requires board members approval or approval of majority membership.
- fill vacancies on the board of directors or in any committee which has the authority of the board.
- amend or repeal Bylaws or adopt new Bylaws
- amend or repeal any resolution which by its express terms is not so amendable or repealable;
- appoint any other committees or the members of these committees.
- expend corporate funds to support a nominee for director; or
- approve any transaction.
  - to which the corporation is a party, and one or more directors have a material financial interest; or
  - between the corporation and one or more of its directors or between the corporation or any person which one or more of its directors have a material financial interest.

The following committees shall be formed at minimum:

- Financial Review Committee. This committee will have two volunteers not currently serving in a board position
- Disciplinary Committee.

Meetings and actions of the committees shall be governed by and held and taken in accordance with the provisions of Article V, 5.6. Any actions required or permitted to be taken by the board of directors can be done via email correspondence.

## Article VII. Contracts, Checks, Debit/Credit Cards, Loans, Indemnification and Related Matters

### **7.1 Contracts and other Writings**

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the president or other persons whom the corporation has delegated authority to execute such documents in accordance with policies and approved by the majority of the board.

### **7.2 Checks, Debit/Credit Cards**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent, or agents, of the corporation and in such manner as shall from time to time be determined by a resolution or approved budget. If such indebtedness exceeds the approved budget and/or \$250 it must be approved by the board of directors.

### **7.3 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

### **7.4 Loans**

No loans shall be contracted on behalf of the corporation and evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

### **7.5 Indemnification**

- **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by the law.
- **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of (1) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in the article, and (2) and undertaking by or on behalf of the director, officer, employee or agent to repay such

amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

- Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with New Mexico law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## Article VIII. Miscellaneous

### **8.1 Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.2 Fiscal Year**

The fiscal year of the corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year and operate on cash basis accounting.

### **8.3 Conflict of Interest**

The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **8.4 Nondiscrimination Policy**

The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is this policy of Farmington Amateur Baseball Congress not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veterans' status, political service or affiliation, color, religion, or national origin.

## Article IX. Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, the corporation shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practices for U.S.-Based Charities" is not mandatory, Farmington Amateur Baseball Congress willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate, and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.



Farmington Amateur Baseball Congress shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## Article X. Document Retention Policy

### **10.1 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Farmington Amateur Baseball Congress's records.

### **10.2 General Guidelines**

Records will not be kept if they are no longer needed for the operation of the business or required by law.

### **10.3 Exception for Litigation Relevant Documents**

FABC expects all officers and employees to comply fully with any published records retention or destruction policies and schedules, provided that all directors and employees should note the following general exception to any stated destruction schedule: If you believe, or FABC informs you, that corporate records are relevant to litigation, or potential litigation then those documents must be preserved until it is determined that the records are no longer needed.

### **10.4 Minimum Retention Periods**

- Permanent
  - Articles of Incorporation
  - Bylaws
  - Audit Reports, from independent audits
  - Corporate Resolutions
  - Checks
  - Determination Letter from IRS
  - Year End Financial Statements
  - Insurance Policies
  - Minutes of Board Meetings and annual meetings of membership
  - Real estate deeds, mortgages, bills of sale
  - Depreciation Schedules
  - Accident reports
  - Tax Returns
- 7 years
  - Accounts payable ledgers and schedules
  - Contracts, notes, and leases (expired)
  - Expense Analysis
  - Invoices
  - Payroll records and summaries
  - Personnel files (terminated employees)
  - Timesheets
  - Withholding tax statements

- 3 years
  - Bank Statements
  - Employment Applications
  - Internal Audit records
  - Inventory records
- 2 years
  - Bank reconciliations
  - Correspondence (general)
  - Duplicate deposit slips

## Article XI. Transparency & Accountability

### **11.1 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, FABC practices and encourages transparency and accountability to the public.

This policy will:

- Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- Indicate which documents and materials produced by the corporation are presumptively close to staff and/or the public
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

### **11.2 Policy Detail**

The details of the policy are as follows:

- Financial and IRS documents (the form 1023 and form 990)
- Audited financial statements
- Balance Sheet
- Income Statement (P&L)
- General Ledger
- Trial Balance
- Meeting minutes

### **11.3 Means and Conditions of Disclosure**

- A request must be made in writing to FABC
- Must be a current member as outlined in Article III
- FABC will provide the requested information within 7 days of request

### **11.4 IRS Annual Information Return (Form 990)**

FABC shall submit the form 990 to the board of directors prior to the filing of the form 990.

### **11.5 Staff Records**

- Staff records shall be available for consultation by the staff member concerned or by their legal representative

- No staff records shall be made available to any person outside the corporation except the authorized government agencies
- With the FABC board of directors, staff records will be made available only to those persons responsible for that staff member.

### **11.6 Donor Records**

- All donor records shall be available for consultation by the members and donors concerned or by their legal representative
- No donor records shall be made available to any person outside the corporation except the authorized government agencies
- With the FABC board of directors, donor records will be made available upon request.

## Article XII. Code of Ethics and Whistle-Blower Policy

### **12.1 Purpose**

Farmington Amateur Baseball Congress requires and encourages members, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities to comply with all applicable laws and regulations. It is the intent of FABC to adhere to all laws and regulations that apply to the corporation and the purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff and board members is necessary to achieving compliance with various laws and regulations.

### **12.2 Reporting Responsibility**

This Whistleblower Policy is intended to encourage and enable employees, volunteers, and others to raise serious concerns internally so that FABC can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees, and volunteers to report concerns about violations of FABC's code of ethics or suspected violations of law or regulations that govern FABC's operations.

### **12.3 No Retaliation**

It is contrary to the values of FABC for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of FABC. Anyone who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or removal from the organization.

### **12.4 Reporting Procedure**

FABC has an open-door policy and suggests that employees, board members and volunteers share their questions, concerns, suggestions, or complaints with president. If you are not comfortable speaking with the president or you are not satisfied with the president's response, you are encouraged to speak with another officer of the board. Board members, supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in

writing to the president, who has the responsibility to investigate all reported complaints. Anyone with concerns or complaints may also submit their concerns in writing directly to the entire board of directors.

#### **12.5 President**

The FABC President is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The President will advise the Board of Directors of all complaints and their resolution.

#### **12.6 Account and Auditing Matters**

The FABC Treasurer shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

#### **12.7 Acting in Good Faith**

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

#### **12.8 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **12.9 Handling of Reported Violations**

FABCs President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

## Article XIII. Amendments to Bylaws & Articles of Incorporation

#### **13.01 Amendments to the Articles of Incorporation**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the voting membership present at the annual meeting.

#### **13.02 Amendments to the Bylaws**

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the membership present at the annual meeting, provided, however,

- that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as a tax-exempt corporation under Section 501 (c) (3) if the Internal Revenue Code of 1986, or the corresponding section of any future tax code; and,

- that an amendment does not affect the voting right of directors or membership. An amendment that does affect the voting rights of directors or members further requires ratification by a two-thirds vote of a quorum.
- that all amendments be consistent with the Articles of Incorporation.