

BY-LAWS

of the

COLORADO VINTAGE BASE BALL ASSOCIATION

[Approved at the Annual Meeting, February 24, 2001]

Article I: Name

The name of the organization shall be the **Colorado Vintage Base Ball Association**, a Colorado non-profit corporation.

Article II: Purpose

The purpose of the **Colorado Vintage Base Ball Association** (herein referred to as "CVBBA") is the study, preservation and public presentation of the history of base ball, especially that which occurred in the Territory and State of Colorado during the nineteenth century; and all related and supporting activities which further this purpose permitted a Colorado Nonprofit Corporation and a not-for-profit, tax-exempt organization recognized under Internal Revenue Code, Section 501(c)(3).

Article III: Membership and Dues

Section 1: Membership is open to anyone interested in the history of base ball, and who has completed a membership application, liability release and payment of applicable dues; both the membership application and liability release must be dated and submitted to the association.

Section 2:

- a) “**Regular Membership**” is granted on an individual or a "family basis", defined as all participating persons at a single mailing address,
- b) Membership is on a calendar-year basis, from January 1 to December 31.
- c) Acceptance of membership status, signed liability release and payment of applicable dues entitles the individual member to one vote.
- d) Family memberships are entitled to one vote for every member 18 years of age or older.

Section 3: The Board shall establish an "**Associate Membership**," with appropriate dues, for people wishing to receive the newsletter. Associate Members may attend meetings open to the regular membership but are not entitled to vote.

Section 4: Dues shall be set prior to January 1st of each year for the next. Dues are payable at any time during the calendar year, for the entire year and are not pro-rated. Dues are non-refundable and are non-transferable. When, in any year, any person or persons having completed the regular membership process, as defined above in Article II, Section 2, on or before the date of the General Membership Meeting, but after December 31st of the preceding year, said membership having been accepted by the association, shall be retroactive to January 1, of the current year, for the purpose of granting all membership entitlements in that year, including voting and nomination rights and the right to hold office and shall not be construed so as to disenfranchise the members from the exercise of such entitlements. All other membership applications made at any time, during the calendar year, and accepted by the association shall carry the same membership entitlements as those made on or before the General Membership Meeting date.

Section 5: Payment of dues entitles Regular Members to attend all meetings, cast votes on all issues brought before the membership at large and for elected offices, to serve on committees, to hold elected office, to receive membership card(s), the organization's roster, newsletter and any other communications.

Section 6: Membership may be revoked, either for an entire family, or for select individuals, for conduct unbecoming of gentlemen and/or ladies, or in any way detrimental to the CVBBA,

by a majority vote of the Board of Directors. A reversal of such revocation may be had by a 2/3 vote of the membership-at-large.

Article IV: Nominations and Elections

- Section 1:** Nominations for **Board Members** and **Captains** shall be entertained during the months of January and February, either in person, by regular mail, by e-mail or by phone. All regular members may make nominations for any and all offices to the existing Commissioner, or the Commissioner's appointee, and all nominations shall be accepted, compiled and published to the membership no later than Feb. 7th. Persons may nominate themselves and may also accept nominations for both Board Member and one or more Captaincies.
- Section 2:** Elections shall be held at the annual membership meeting held after Feb. 14th, and no later than Feb. 28th. Ballots may be cast absentee, but proxy voting shall not be allowed. No nominations shall be accepted "from the floor". Election shall be by simple majority of those members voting. Any ties shall be broken by an immediate vote of those in attendance, only among those nominees that are tied. If there continues to be a tie after one such tie-breaking vote, the election shall be determined by a single coin toss.
- Section 3:** Every member in good standing, of or beyond the age of 18 years, shall be allotted one vote per office/issue. Family memberships may have one vote per qualifying member. Votes may not be split into partial votes.
- Section 4:** The seven persons receiving the greatest number of votes for the office of Board Member shall constitute the Board of Directors of the corporation. The seven Board Members shall then decide among themselves, by simple majority, who shall assume the offices of Commissioner, Deputy Commissioner, Secretary and Treasurer; the remaining three persons shall be designated Board Members-at-Large. Any ties for such designations shall be resolved as in Section 2 above.
- Section 5:** The term of all offices shall be two years, beginning with acceptance of election results, and ending with the acceptance of the each year's election results. If a vacancy is to be filled at the regularly scheduled annual meeting, the individual[s] receiving the greatest number of votes will fill the remaining year of that term of office.
- Section 6:** Vacancies in offices shall be filled as follows:
- a) The offices of Commissioner, Deputy-Commissioner, Secretary or Treasurer, as needed, shall be filled by the remaining Board Members at its earliest possible convenience as in Section 4 above;
 - b) If the vacancy results from an officer simply resigning or being removed from that office, and not from the Board itself, the seven members of the Board shall continue unaltered;
 - c) If the vacancy results in a person leaving the Board, that Board opening shall be filled by a vote of the whole membership, at the earliest possible meeting;

Article V: Officers

- Section 1:** The officers shall be: Commissioner, Deputy Commissioner, Secretary, Treasurer and (3) Members-at-Large.
- Section 2:** Officers must be members in good standing with the organization. No member may serve in more than one office at a time. There is no limitation on consecutive terms, either in the same or different offices.
- Section 3:** Duties of the Officers:
The Commissioner shall:
- a) Preside at all general membership and Board meetings;
 - b) Be an ex-officio member of all committees;

- c) Be the primary contact person for all outside organizations, and the official spokesperson;
- d) Conduct all necessary business of the CVBBA between Board meetings;
- e) Appoint all non-elected positions, and Board members to oversee committees, as needed;
- f) Sign checks (but not those to the Commissioner) in the absence of the Treasurer;
- g) Transfer records of the office to a successor as soon as possible, but in no longer than 14 days;
- h) Perform such other duties as may be required or directed by the Board of Directors.

The Deputy Commissioner shall:

- a) Preside at meetings or other public appearances in the absence or at the request of the Commissioner;
- b) Assist the Commissioner in any area requested;
- c) Transfer records of the office to a successor as soon as possible, but in no longer than 14 days;
- d) Perform such other duties as may be required or directed by the Board of Directors.

The Treasurer shall:

- a) Maintain a checking account at a widely accessible bank for all **CVBBA** funds;
- b) Present a Treasurer's Report at monthly Board meetings, and at other times as may be requested by the Board;
- c) Be the primary check-writer for the organization; and make disbursements as directed by the Board;
- d) Develop an annual budget in cooperation with the Board;
- e) Prepare any financial report which may be required by law;
- f) Transfer records of the office to a successor as soon as possible, but in no longer than 14 days;
- g) Perform such other duties as may be required or directed by the Board of Directors.

The Secretary shall:

- a) Record and read minutes (if requested) for all general membership and Board meetings;
- b) Write correspondence as necessary;
- c) Transfer records of the office to a successor as soon as possible, but in no longer than 14 days;
- d) Perform such other duties as may be required or directed by the Board of Directors.

The Members-at-Large shall:

- a) Serve as the Disciplinary Board;
- b) Serve as Board-Coordinators of committees as appointed by the Commissioner;
- c) Transfer records of the office to successors as soon as possible, but no longer than 14 days;
- d) Perform such other duties as may be required or directed by the Board of Directors.

Section 4: The above seven elected Officers shall constitute the voting members of the Board of Directors, and the Directors shall be empowered to transact necessary business between Board meetings.

Section 5: Persons may vacate their office in one of four ways:

- a) By submitting a written Letter of Resignation to the Board;
- b) Expiration of term and non-reelection.
- b) By majority vote of the Board for cause (see III, 6 above);
- c) By Recall Vote of the membership:

Any five members in good standing may request a recall vote by the membership by submitting such request in writing to the Commissioner, at least 14 days previous to any meeting where such a vote may be taken. A 2/3 majority of the voting membership is required for a successful recall.

Article VI: Meetings

Section 1: There shall be two kinds of meetings, General Membership Meetings and Board Meetings.

Section 2: There shall be a General Membership Meeting each year, between the 15th and 28th of February, for the purpose of general elections and outgoing Commissioner's report on the state of the **CVBBA**. Other General Membership meetings may be called as needed.

Section 3: There shall be quarterly Board Meetings, or more often as deemed necessary by the Board. All members in good standing may attend Board Meetings (i.e. "executive sessions" of the Board are not allowed). Non-member visitors are also generally welcome, however, the Board may restrict non-members from an upcoming meeting, or at their discretion, from a portion of a meeting already in progress.

Section 4: The time and location of meetings shall be determined by the Commissioner, taking care to make them as accessible to as many members as possible. The Commissioner shall also call a Board meeting within ten days of such a request by three or more Board members.

Section 5: For the conduct of business at meetings, three Board members present shall constitute a quorum. Only Board members shall be eligible to vote at Board meetings.

Article VII: Committees

Section 1: Only the Board shall have the authority to create a committee or appoint committee chairpersons, or to disband a committee or remove chairpersons.

Section 2: Only members may serve as committee chairpersons; however, non-members may be appointed to serve on committees.

Section 3: Committees shall be created to study anything of interest to the **CVBBA** as deemed necessary by the Board. The scope of work, including deadlines and/or termination, is at the discretion of the Board, or the Chairperson, if so designated. Committees may not make external commitments for the **CVBBA**, but will report its findings to the Board for action.

Section 4: All committees shall keep minutes of every meeting, and a brief written or oral report of each meeting should be made to the Commissioner within seven days. A report by the Chairperson shall be made to the Board if requested, and at a minimum, upon the conclusion of the committee's work.

Section 5: Committee chairpersons are responsible for setting the time and location of committee meetings, and should endeavor to have particulars published in the newsletter, for the convenience of those wishing to attend. All committee meetings are open to all members, but visitors are welcome only at the discretion of the Chairperson.

Article VIII: Disciplinary Board

- Section 1:** The **Disciplinary Board** (DB) shall consist of the three Board Members-at-Large.
- Section 2:** The DB is charged with dealing with behavior by members unbecoming of the image desired by the **CVBBA**, short of actual revocation of membership.
- Section 3:** Penalties levied by the DB may include:
- a) Probation (ranging from one month up to one year): places the member on notice that his/her behavior was unacceptable, and a further transgression during the probation could result in suspension or revocation;
 - b) Suspension (ranging from one month up to one year): forbids the member from attendance at any **CVBBA** public function, but does not affect meeting attendance, and violation could result in revocation;
 - c) Recommend revocation of membership to the full Board (see III, 6 above).
- Section 4:** Penalties may be appealed to the full Board of Directors only if penalty is imposed by a 2-1 vote of the DB (a 3-0 vote is non-appealable); an appeal is successful on a simple majority vote of the full Board. The Commissioner may request a reconsideration of a penalty by the DB after 50% of the penalty's time has passed, if he/she deems the circumstances warrant; a majority vote of the DB will "pardon" the penalty.

Article IX: Teams and Captains

- Section 1:** Captains shall be elected annually, and as needed for replacement(s), in the same manner as for the Board, as in IV above. They shall be considered non-voting members of the Board (if they are not otherwise Board members), and shall act as the primary advocate for the member-group they represent. They shall also have primary responsibility for scheduling such things as meetings and practices for their group, and for participants at public events.
- Section 2:** The following Captain positions shall be created:
- a) a **Crank Captain**, who shall represent the interests of, and be voted on only by those portraying a costumed Crank at least three times during the immediately preceding season;
 - b) a **Captain of Officials**, who shall represent the interests of and be voted on only by those portraying a costumed Official at least three times during the immediately preceding season;
 - c) a **Team Captain** (or Captains), who shall represent the interests of and be voted on only by those portraying a Ballist at least three times during the immediately preceding season AND with ownership of a complete uniform for that Captain's team; There shall be one Captain per established and costumed team recognized by the Association.
 - d) if a member qualifies under a), b) and c) above to vote for multiple Captaincies, they may do so (a "primary" impression need not be designated).
- Section 3:** Each Captain shall appoint one Assistant to act in their absence.
- Section 4:** The Board shall reserve the right of ultimate veto power over Captains' decisions; Captains may be replaced at any time by majority vote of their member-group or majority vote of the Board.
- Section 5:** The Board shall have the right to create and disband teams, and their captaincies, appropriate to the existing membership level and the goals of the organization, and establish rules for the participation of all teams.

Article X: Official Use

- Section 1:** The official name, trade names and symbols used by the **CVBBA** are the property of the organization, and may not be used by members or non-members without written approval of the Board or the Commissioner.
- Section 2:** The roster of the organization is considered proprietary, and may not be used for any other purpose than the conduct of official business without written approval of the Board or the Commissioner.
- Section 3:** Images of members of the **CVBBA** in historic costume, whether on film, video or still photography, are the property of the **CVBBA**, and may not be used for any commercial purpose without the written approval of the Board or the Commissioner.

Article XI: Amendment of By-Laws

- Section 1:** Amendments may be proposed by any member in writing to the Board of Directors. It shall be the majority judgment of the Board to place the amendment, unaltered or itself amended, before a vote of the whole membership. Amendments brought before the membership shall be published in the newsletter at least 14 days prior to the meeting where it is voted on. This 14-day requirement intends that whenever such amendments have been duly published and brought before the general membership for a vote, that alterations to the proposed language of the amendment change, can be made from the floor, at such a meeting of the whole membership, called for the purpose of making such amendments to the By-Laws.
- Section 2:** An amendment shall be adopted or rejected by a majority show of hands.

Article XII: Dissolution of Corporation

In the event of the dissolution of the **Colorado Vintage Base Ball Association**, all assets of the corporation, both real and personal, will be distributed to a not-for-profit, tax-exempt corporation, as defined by Internal Revenue Code, Section 501(c)(3), chosen by the Board of Directors. A vote for dissolution of the Corporation, in order to pass, shall require approval by three-quarters [3 / 4's] of all eligible members of the association.

COMMISSIONER [1 Elected]

150 Hours Per Season

Conduct all necessary business of the CVBBA between Board meetings; Primary spokesperson for the organization and contact with outside groups and individuals; Preside at all general membership and Board meetings; Appoint committee chairs and all non-elected positions; directly supervise all Captains and Event Managers. Negotiate and sign all contracts. Has authority to sign checks.

DEPUTY COMMISSIONER [1 Elected]

100 Hours Per Season

Preside at meetings or other public appearances in the absence or at the request of the Commissioner; Assist the Commissioner in any area requested; Coordinate efforts to increase membership and send out initial mailings; Directly supervise Team Captains, Event Managers. Has authority sign checks.

SECRETARY – COMMUNICATIONS DIRECTOR [1 Elected]

100 Hours Per Season

Record and read minutes (if requested) for all general membership and Board meetings. Maintain accurate membership records and maintain Association records and archives. Prepare correspondence as needed. Work with Commissioner, Deputy Commissioner, Media Publicist, Newsletter Editor and Web Master to design publicity, promotion strategy, materials for web site and newsletter publication and promotion. Maintain the Association’s Annual Filing Status with the Secretary of State. Maintain Association’s Sales Tax Exempt Status.

TREASURER – DIRECTOR OF DEVELOPMENT [1 Elected]

100 Hours Per Season

Maintain accurate financial accounts and prepare a Treasurer’s report for each Board meeting and the Annual meeting. Act as primary signer and check-writer; develop the annual budget, prepare and file financial reports as required by law. Maintain Association’s 501[c]3 status. Develop and implement fundraising plans; Work with Deputy Commissioner and Commissioner on Development issues.

BOARD MEMBER AT-LARGE / EQUIPMENT DIRECTOR [1 Elected]

100 Hours Per Season

Supervise Equipment Managers. Work with Team Captains and Ass’t Team Captains. Serve as member of the Disciplinary Board and as chair of committees as requested by the Commissioner; Oversee care, repair, replacement and transport of all equipment and care of the Fort Logan field.

AT LARGE BOARD MEMBER – UNIFORM DIRECTOR [1 Elected]

100 Hours Per Season

Supervise Uniform Managers, RepairPersons, Work with Captain of the Cranks, Serve as member of the Disciplinary Board and as chair of committees as requested by the Commissioner; Oversee care, repair, replacement and transport of all traveling uniforms. Explore avenues for new uniform styles, materials, suppliers and tailors for consideration by the Board.

AT LARGE BOARD MEMBER – PUBLIC RELATIONS [1 Elected]

100 Hours Per Season

Work with Commissioner, Deputy Commissioner, Secretary and Web Master on Recruitment, Media Relations and Long Range Planning. The Board Member in this position, in 2002, needs to develop a job description for a new role in Public Relations and further definition for his position. The CVBBA has had little in the way of event publicity, media relations and recruiting efforts over the last few years. Serve as member of the Disciplinary Board and as chair of committee as requested by the Commissioner.