

DIXIE BOYS BASEBALL
NATIONAL BY-LAWS & CONSTITUTION

Amended & Approved September 2015

PREAMBLE

The prime purpose of the organization is to instill in youth the ideals of good sportsmanship, honesty, loyalty, courage and reverence to the end that participants of the programs as carried on by this organization may be finer, stronger and happier youth and develop into responsible adults.

To accomplish this objective, the organization provides a supervised baseball program for youth. Tournament play is provided for all age groups. The program is the answer for players who have graduated from other youth baseball programs, as it permits them to continue in organized baseball. The By-laws, rules and regulations promulgated there under shall be interpreted as to be in concert with the above thoughts.

ARTICLE I

Section 1. The name of the corporation is Dixie Boys Baseball, Inc.

Section 2. The principal office of the corporation shall be located at the home city and mailing address of the Commissioner/CEO of Dixie Boys Baseball Inc.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may determine.

ARTICLE II

CORPORATE OFFICERS AND DIRECTORS

Section 1. The Officers and Directors shall manage the business and property of the corporation as herein listed.

Section 2. The Officers of the Corporation shall be:

- A. Deputy Commissioner Dixie Junior Boys
- B. Deputy Commissioner Dixie Boys
- C. Deputy Commissioner Dixie Pre-Majors
- D. Deputy Commissioner Dixie Majors
- E. Chief Financial Officer
- F. National Umpire-in-Chief
- G. General Counselor

Section 3. Each State affiliated with Dixie Boys Baseball Incorporated shall have representation on the Board of Directors. Representation shall be as listed below.

Dixie Majors

- 1-74 Teams one (1) State Director
- 75 or more one (1) Assistant State Director Dixie Boys

Dixie Boys

- 1-100 Teams one (1) State Director
- 101 or more one (1) Assistant State Director
- 401 or more one (1) additional Assistant State Director

If the combined total number of franchised teams for a state program (Boys & Majors) is less than 126, a state shall have representation on the Board of Directors as follows:

1-125 Total Teams within a state – one (1) State Director that serves both the Boys & Majors program.

Section 4. All State and Assistant State Directors will be elected by the affiliated leagues of their respective states. Each league shall be entitled to cast one vote for each State Director and each Board Member representing its state.

Section 5. The Directors' and Board Members' tenure shall commence at the time of election. Said election is to be held every two years at the State Meeting. A Director and Board Member shall continue in office until his successor has been duly elected and qualified. The term of office shall be two (2) years.

Section 6. Immediately after the election at the State Meeting, the State Director shall notify the Commissioner/National Office of the names and addresses of the newly elected Board Members.

Section 7. The Directors shall elect the officers of the Corporation at the biennial meeting. Any officer may be removed at any time by a two-thirds vote of a legally constituted meeting of the Board of Directors.

Section 8. Corporate Officers, State Directors, Assistant State Directors, and State District Directors of Dixie Boys/Dixie Majors Baseball shall not manage or coach a team in any organized youth summer baseball program. Exception; they may coach in local league play only, a Dixie Youth or Dixie Softball team, and Dixie Future Stars or Dixie Tournament of Stars teams, as long as it does not interfere with their official duties.

Section 9. Corporate Officers, State Directors, Assistant State Directors, and State District Directors of Dixie Boys and Dixie Majors Baseball shall not serve as a board member or officer of any other national youth baseball organization.

Section 10. Corporate officers, State directors, Assistant State Directors and State District Directors may not hold more than one office concurrently.

ARTICLE III

STATE ORGANIZATION

Section 1.A State affiliation with Dixie Boys Baseball Inc. shall be directed and governed by a State Director.

Section 2. When growth of a State meets or exceeds the team participation as listed in Article II of Section 3 an Assistant State Director shall be allowed.

Section 3. Each State affiliating with Dixie Boys Baseball Inc. shall be sub-divided into zones, regions or districts. A District Director shall supervise each zone, region or district. The District Director shall be responsible to the State Director.

ARTICLE IV

DUTIES AND RESPONSIBILITIES OF

CORPORATE OFFICERS

Section 1.The Officers tenure of office shall be for a period of 2 years, and shall hold office until their successors are duly elected and qualified. Officers shall serve without compensation.

Section 2.The Chief Financial Officer shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal, all written contracts of the corporation and shall perform such other duties incident to his office. The Chief Financial Officer shall have custody of all monies and securities of the corporation and shall give bond in such sum and with such sureties as the Directors may require,

conditioned upon faithful performance of the duties of his office. He shall provide the Commissioner/CEO with all financial records necessary for the preparation and administration of a comprehensive budget. He shall co-sign all checks with the Chairman of the Board, shall keep regular books of account and shall submit them together with all vouchers, receipts, records and other papers to the Directors for their examination and approval as they may require. He shall perform all other duties incident to his office including submitting an annual financial report to the Officers and Board Members.

Section 3. The Commissioner/CEO shall manage the day-to-day operations of Dixie Boys Baseball under the supervision of the Executive Board. He shall be charged with enforcing and interpreting the rules and regulations under which teams and leagues play. Such regulations and rules shall be substantially covered in the official rules of Dixie Boys Baseball. He shall issue notices of all meetings of the Board of Directors. The Commissioner/CEO will prepare the budget with assistance from the Executive Board. The budget will be a two-year document and shall be presented to the Board of Directors at the biennial meeting for adoption. Budget decisions and implementation will be the responsibility of the Commissioner/CEO with input from the Executive Board. He shall be authorized and empowered to do all things necessary and proper to discharge the duties of his office, including the employment of personnel, as approved by the officers of the corporation. He shall also be authorized to perform such other duties as may be placed upon him by the Board of Directors. He shall prepare a complete brochure of all franchised leagues, their officials and addresses, State Directors, and other pertinent information, each year as soon as all data are obtainable. Such data shall be sent to all persons acting in any official capacity in Dixie Boys and Dixie Majors Baseball. In case of the disability of the Commissioner or the vacancy of the office, the remaining officers shall fill the vacancy for the un-expired portion of the term of such office.

Section 4. The Deputy Commissioners shall assist the Commissioner. The Deputy Commissioners shall serve as Tournament Director of their respective World Series. They shall be responsible for all preparations required to execute a successful tournament. Each Deputy Commissioner shall submit a written report at the biennial meeting.

Section 5. The General Counselor shall advise the executive board and board of directors in all matters on which advice is sought.

Section 6. The National Umpire-in-chief will oversee the National Umpire Registration Program. All expenses incurred by the National Umpire-in-Chief and/or the umpire program will be reimbursed to the National organization from the account of the Umpire program.

Section 7. In the event a vacancy occurs for any reason in any office, the remaining officers shall fill the vacancy for the un-expired portion of the term of such office.

Section 8. The Executive Board shall consist of the officers of the corporation. They shall elect from their number a Chairman and Vice Chairman to conduct meetings & perform other duties herein enumerated. An Executive Board meeting may be called by the Chairman of the Board or by a majority of the officers of the corporation upon reasonable notice by either. A quorum of the Executive Board shall be established at five (5). The presiding officer at such a meeting shall not vote except in case of a tie vote.

Section 9. The Executive Board may remove any member of the Board for just cause. Just cause shall include failure to perform official duties or for misconduct in connection with official duties of this organization. Before any member may be removed, the member must receive 30-day notice of such intent as well as the grounds for such removal. A member of the board may be removed only upon the affirmative vote of four (4) members of the Executive Board. If a member is removed, the Commissioner/CEO of Dixie Boys Baseball shall appoint a replacement until an election is held to replace said member.

Section 10. The Commissioner/CEO or his designee shall have the duty and the authority, at his discretion, to visit the individual states to evaluate that state's progress and to identify its strengths and weaknesses. Should corrective measures be deemed necessary the Commissioner shall offer his assistance to the state leadership and make recommendations to the Executive Board for their approval and appropriate actions.

ARTICLE V

DUTIES AND RESPONSIBILITIES OF STATE OFFICIALS

Section 1. The State Director shall preside at all meetings of the state organization. He shall schedule all state meetings and give at least a month's notice on all annual meetings and as much notice as possible on any called meetings. He shall maintain a current list of league contacts.

List of Duties:

1. He shall attend the meetings of the National Board of Directors and shall participate and vote in all deliberation at this meeting as well as any special or called meetings. Serve on committees as assigned.
2. Attend the Annual Junior Boys, Dixie Boys, Pre-Majors, or Majors World Series tournament games he is assigned unless prevented from doing so by extenuating circumstances.
3. Inspect and prepare recommendations on all factors associated with bids for the State tournament. He further shall see that the awarding of the tournament follows his states' prescribed procedure.
4. Serve as the Tournament Director for the State Tournament and is to be in attendance at all meetings preparing for the tournament and at all games. Shall appoint and have announced the protest committee for each game. In his absence, he shall appoint his substitute to act in his behalf.
5. Correspond with his District Directors and the Commissioner/CEO on all matters of mutual concern. He shall issue state bulletins or memorandums concerning the program within his state as he sees fit.
6. Should the Assistant State Director's office become vacant, the State Director within the State shall appoint a person to fill the un-expired term unless otherwise stipulated by the State Constitution or By-laws.
7. The State Director with the cooperation of District and Sub-District Directors and the Commissioner shall arrange for the distribution of league supplies and forms.
8. Visit as many District meetings as possible and call on as many leagues as his schedule permits.
9. He shall visit prospective new leagues or inquiring groups to explain the program and shall furnish these with complete literature. He should advise the Commissioner/CEO of any such prospects.
10. He shall keep files of important date forms or records and have an up-to-boundary map of each league. He shall also have an up-to-date map showing the territory included in each district.
11. Act on any appeal carried to him that complies with Dixie Boys and Dixie Majors appeal procedure.
12. Receive from all state leagues any state fees authorized by the state organization.
13. The State Director is responsible for seeing that District Directors fully and properly carry out their duties.
14. The State Director shall furnish a financial statement no later than October 15th of each year. The financial statement shall be submitted to the Executive Board through its' Chief Financial Officer.
15. The State Director shall furnish a copy of the State Constitution and Bylaws to the Commissioner/CEO and keep him current on any amendments thereto.

ASSISTANT STATE DIRECTOR

Section 2. It is the primary responsibility of an Assistant State Director to assist the State Director and other officials of Dixie Boys and Majors Baseball in providing a supervised baseball program for youth. In addition, the Assistant State Director activities will be directed in providing a recreation outlet in his state for as many youth as possible with the emphasis on local league play rather than tournament play. The Assistant State Director should continually encourage all officials, workers and youth in his state to abide by the rules of good sportsmanship.

List of Duties:

1. Attend the biennial meeting of the National Board of Directors. He shall participate in all deliberation at these meetings as well as any special or called meetings of Directors.
2. Attend the Annual Jr Dixie Boys, Dixie Boys, Pre-Majors, or Majors World Series as assigned.
3. Serve as assigned by the Chairman of the Board or Commissioner/CEO on various committees and projects that assist in the management of the program.
4. Attend the annual state meeting and as many state tournament games as possible. He shall also attend as many district meetings as possible.
5. Assist, as required, the State Director in the conduct of all business in behalf of the State program and shall make every effort to further the policy adopted by this organization.
6. Engage in Dixie Boys, Dixie Majors baseball public relations activities, including appearances before civic groups, schools and other organizations that have an interest in Dixie Boys and Dixie Majors. This activity would also include assistance in the organization of new leagues as well as assisting existing leagues in the operation of their program.
7. Visit as many leagues as possible in an effort to keep familiar with their needs and to offer his services to them.
8. Should the State Director's office become vacant, the Assistant State Director within the state shall appoint a person to fill the un-expired term, unless otherwise stipulated by the State Constitution or By-laws.

DISTRICT DIRECTOR

Section 3. The District Director shall preside at all meetings of his zone, region or district. He shall maintain a current map showing zone, region or district boundaries and maintain a current roster of league contacts. He shall conduct all business in behalf of the zone, region or district and shall make every effort to further the policy adopted by the leagues in his district. He shall visit all leagues within his zone, region or district during the playing season. He is elected by vote of the franchised leagues of the zone, region or district with all leagues having an opportunity to nominate and vote.

List of Duties:

1. The District Director shall hold meetings in his zone, region, or district periodically throughout the year. All leagues shall be notified of all scheduled meetings either by mail or telephone seven days prior to the meeting. The following meetings are suggested:
 - A. Attend the State Bd. of Directors meeting and participate in any suggested changes in the State constitution and bylaws that are to be presented and voted on by the leagues at the State meeting.
 - B. Attend the State meeting and assist the State Director in conducting workshops and any other presentations scheduled.
 - C. Hold an organizational meeting in his zone, region, or district early in the year for the purpose of acquainting league officials with the forms necessary for running the Dixie Boys and Majors, Inc. program and the deadlines for submitting these forms. At this meeting, outline what tournaments will be conducted in the zone, region, or district in order that the leagues will be in a position to submit bids at the appropriate time. Attendance at the State meeting should be encouraged at this meeting.

D. Hold a second meeting during the early part of June to award zone, region, sub-district and district tournaments. Stress deadline for player registration forms.

E. Hold a credentials meeting prior to the first sub-district tournament to check birth records and player affidavits, stress all phases of tournaments.

2. The District Director shall determine how many sub-district tournaments are necessary and which leagues will participate in each sub-district. Care should be exercised to place leagues in the sub-district closest to their home to avoid excessive travel.

3. The District Director is the tournament director of the district tournament and shall appoint and approve all sub-district tournament directors.

4. The District Director with the concurrence of his leagues should establish a system for rotating tournament sites and establishing guidelines for qualifying to host a tournament. A good rotation system will assure each league an opportunity to host a tournament.

5. The District Director shall keep on file for a five (5) year period the following records:

A. League franchise forms

B. Player registration forms for each league

C. Player affidavit forms

D. Copies of all correspondence pertaining to district business including protests

E. Minutes of all meetings and financial reports

F. Complete records of all tournament games

G. Up-to-date boundary maps on all leagues

6. The District Director shall give a financial report to his zone, region, or district at least once a year, preferably at the credentials meeting when all leagues are required to have representation.

7. The District Director should always be alert to new league inquiries and arrange a meeting to present the Dixie Boys and Majors, Inc. story and follow-up for franchising.

8. Unless otherwise stipulated by the State Constitution and By-laws, the State Director shall appoint a District Director should the office become vacant. Such appointed District Director shall serve until a permanent District Director is elected.

9. The District Director shall act on any appeal carried to him, which complies with Dixie Boys and Dixie Majors appeal procedure.

10. District Directors shall keep on file copies of all birth certificates for all leagues until eligibility is finished in Dixie Boys and Dixie Majors.

ARTICLE VI

FINANCE

Section 1. The Board of Directors shall determine the amount of a franchise fee that is to be assessed each league affiliated with Dixie Boys Baseball Inc. Fee assessment shall be based on the unit of a team. Fees collected shall be used to defray the expenses of the corporation.

Section 2. Other means of raising revenue shall be left to the discretion of the Board of Directors.

Section 3. Each state may determine the fee to be assessed at the state level, with the approval of the executive committee. Such fees shall be used to defray expenses of the state.

Section 4. All Directors shall be reimbursed for reasonable expenses incurred in performing official business for Dixie Boys Baseball, Inc. Attendance at the biennial meeting and World Series shall be considered official business.

ARTICLE VII

MEETINGS

Section 1. The Board of Directors shall, as a minimum, hold a meeting once every two (2) years. The purpose of said meeting is to conduct the business of the Corporation. The Chairman of the Board shall establish the time and place for the meeting.

Section 2. A special meeting of the Board of Directors may be called by the Chairman of the Board or by any fifteen (15) voting members of the Board.

Section 3. The Commissioner/CEO shall mail notice of a Special meeting to each Director at least thirty days previous to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof. Only that business as is stated in said notice may be considered at such a meeting.

Section 4. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of one more than half the total voting members of the Board. No one may vote by proxy.

Section 5. Upon the request of any Board member the Executive Board may request that certain matters be considered by mail ballot. A majority of all eligible voting members of the Board of Directors must agree, in writing, to consider the issue before any vote is taken. Upon receipt of majority approval the matter then will be sent out as a mail ballot and must receive a majority vote of all eligible voting Board of Directors members.

Section 6. Each State affiliated with Dixie Boys Baseball, Inc. shall have as a minimum one (1) meeting per year for the purpose of conducting State Business.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these by-laws may be made by a majority vote of the members of the Board of Directors present at any biennial meeting or at any special meeting when the proposed amendment has been sent out in the notice of such meeting.

Section 2. Any subject can be brought up under new business for discussion and action at any regular board meeting by a two-thirds affirmative vote of the members present and voting at the meeting, a quorum being present.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1. June 15 of each year shall be the date for counting the number of franchised leagues for the purpose of determining the number of National Board Members to which a state is entitled.

Section 2. Voting on contested matters relating to election of officers and tournament sites shall be by paper ballot.

Section 3. All persons that have been voted lifetime members of the board of directors shall retain their position on the board.

Section 4. "No director shall be personally liable to the corporation or its leagues, teams, officials or players for monetary damages for any breach of fiduciary duty by such director as a director, except (1) for breach of the director's duty of loyalty to the corporation or its leagues, teams, officials or players, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, rules or policies, (3) pursuant to the appropriate section of the code of the state in which incorporated General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director prior to such amendments or repeal."

Section 5. Any member of the Board of Directors (National Officer, State Director, or Assistant State Director) may be designated as a life member by a 2/3 vote of the National Board. To be nominated for "Life Membership", the requirements as set forth in the Policies and Procedures manual must be followed. As a life member, they will be invited to attend any Dixie World Series each year. They will be invited to all social events given by host. Also, they will receive free passes to any Dixie Tournament or game. As a life member, they will be invited to sit in on all board meetings. Any expenses they incur will be their own.

For Additional Information About Dixie Boys & Majors, Write

J. Sandy Jones, Commissioner

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