

# **Ocee Park Athletic Association, Inc. Constitution and Bylaws**

## **ARTICLE I – Name.**

The name of this organization is Ocee Park Athletic Association, Inc., hereinafter referred to as "OPAA" or as the "Local League".

## **ARTICLE II – Purposes.**

### **Section 1. Purposes.**

The purposes of OPAA shall be to impart to the children of our community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they may be well adjusted, stronger, and happier children and will grow to be good, decent, healthy, and trustworthy citizens.

### **Section 2. Achieving the Purposes.**

A. To achieve these purposes, OPAA will provide supervised programs in tee ball, baseball, and softball for children ages four (4) through sixteen (16) in conformity with and pursuant to the principles, rules, and regulations set forth by Babe Ruth League, Inc.

B. All OPAA Directors, OPAA Officers, OPAA Members, and OPAA volunteers shall bear in mind that the molding of future citizens is of prime importance and the attainment of exceptional athletic skill or the winning of games is secondary.

C. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, OPAA shall operate exclusively as a nonprofit tax-exempt educational organization providing supervised programs of tee ball, baseball, and softball games.

D. No part of the net earnings of OPAA shall inure to the benefit of any OPAA Director, OPAA Officer, OPAA Member, OPAA volunteer, or other individual. No substantial part of the activities of OPAA shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and OPAA shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

## **ARTICLE III – Affiliation.**

### **Section 1. Affiliation.**

OPAA shall be affiliated with Babe Ruth League, Inc., a New Jersey corporation, and OPAA shall be governed by, and shall comply with the published rules, regulations, and policies of Babe Ruth League, Inc. (“Babe Ruth Rules and Regulations”).

### **Section 2. Babe Ruth League Charters.**

OPAA shall apply for and maintain a current league charter from Babe Ruth League, Inc. for each OPAA tee ball league, each OPAA baseball league, and each OPAA softball league to be offered in OPAA’s primary season of operation known as the “Spring Season”. Requests by OPAA for Babe Ruth league charters may vary from year to year due to fluctuations in OPAA player registrations, which may affect the number of leagues and teams that are offered by OPAA. The number of leagues and teams chartered by OPAA will be commensurate with the number of players registered and will be determined periodically by the OPAA Board of Directors.

### **Section 3. Babe Ruth Baseball and Softball Rules and Regulations.**

A. The most current version of the Babe Ruth League Baseball Rules and Regulations and Official Playing Rules as published annually by Babe Ruth League, Inc. (“Babe Ruth Official Baseball Rule Book”) shall be utilized for the OPAA tee ball program and the OPAA baseball program.

B. The most current version of the Babe Ruth Softball Rules and Regulations and Official Playing Rules, as published annually by Babe Ruth League, Inc. (“Babe Ruth Official Softball Rule Book”) shall be utilized for the OPAA softball program.

### **Section 4. OPAA Local League Rules.**

A. In addition to the authority and powers expressly and implicitly conferred on the OPAA Board of Directors by applicable law, the OPAA Board of Directors shall have the authority and power to make and enforce OPAA Local League rules to govern OPAA tee ball programs and operations, OPAA baseball programs and operations, and OPAA softball programs and operations (“OPAA Local League Rules”) in a manner consistent with and not contrary to the published Babe Ruth Rules and Regulations.

B. Proposals for OPAA Local League Rules and amendments thereto shall be periodically recommended in writing by the OPAA Vice President of Baseball and/or the OPAA Vice President of Softball to the OPAA Board of Directors, and may be recommended by any member of the OPAA Board of Directors, at any OPAA Board of Directors’ meeting. Upon any recommendation for an OPAA

Local League Rule or amendment thereto, the OPAA Board of Directors shall thereafter consider, amend, defer consideration of, reject, and/or adopt such recommendation by majority vote of the OPAA Board of Directors.

C. If the OPAA Board of Directors determines that any OPAA Local League Rule conflicts, in any way, with any of the published Babe Ruth Rules and Regulations, the OPAA Board of Directors shall attempt to resolve such conflict in such a manner so as to fully comply with and implement the published Babe Ruth Rules and Regulations while respecting the OPAA Local League Rule, to the greatest extent possible. If the OPAA Board of Directors determines that such conflict can not be reconciled, then the OPAA Board of Directors may amend the OPAA Local League Rule or defer its enforcement in favor of the published Babe Ruth Rules and Regulations which shall, in all respects, control.

D. If the OPAA Board of Directors determines that any OPAA Local League Rule conflicts, in any way, with this Constitution and Bylaws, the OPAA Board of Directors shall attempt to resolve such conflict in such a manner so as to comply with and fully implement this Constitution and Bylaws while respecting the OPAA Local League Rule to the greatest extent possible. If the OPAA Board of Directors determines that such conflict can not be reconciled, then the OPAA Board of Directors may amend the OPAA Local League Rule or defer its enforcement in favor of this Constitution and Bylaws which shall, in all respects, control.

E. Unless the OPAA Board of Directors determines otherwise, the OPAA Local League Rules shall expire on December 31 of each calendar year. The same OPAA Local League Rules may be adopted by the OPAA Board of Directors, with or without amendment(s), for successive and multiple years.

F. If, for whatever reason, the OPAA Board of Directors shall fail or refuse to adopt OPAA Local League Rules for any OPAA Spring Season or any OPAA Fall Season, the OPAA Local League Rules in effect for the previous calendar year on December 31 shall serve as the OPAA Local League Rules until new or replacement OPAA Local League Rules are adopted by majority vote of the OPAA Board of Directors.

G. OPAA Local League Rules are not a part of this Constitution and Bylaws. OPAA Local League Rules may be published on the OPAA website and should be made available to all OPAA League commissioners, OPAA managers, and OPAA coaches as part of the training clinics conducted prior to the OPAA Spring Season and the OPAA Fall Season.

H. OPAA players, biological parents of OPAA players, adoptive parents of OPAA players, legal guardians of OPAA players, OPAA Officers, OPAA employees, OPAA contractors, OPAA League Commissioners, OPAA managers, OPAA coaches, and OPAA volunteers shall, in such respective capacities, have

no rights, duties, or obligations in the management of OPAA or interests in the property of OPAA.

#### **ARTICLE IV – Site of OPAA Principal Operations.**

A. The principal site for OPAA tee ball programs and operations, OPAA baseball programs and operations, and OPAA softball programs and operations shall be in and about the City of Johns Creek, Fulton County, Georgia.

B. In addition, OPAA tee ball teams, OPAA baseball teams, and OPAA softball teams may, from time to time, play games and participate in tournaments and other events at other sites.

C. OPAA tee ball programs and operations, OPAA baseball programs and operations, and OPAA softball programs and operations may extend into such other areas as provided by the OPAA Board of Directors, by the published Babe Ruth Rules and Regulations, and by other rules and regulations of the games, tournaments, and events that OPAA tee ball teams, OPAA baseball teams, and/or OPAA softball teams are participating in.

#### **ARTICLE V – OPAA Players.**

A. Except as set forth in Article V, Section C. below with respect to a suspended or terminated (dismissed) player, any player candidate who meets the age and residency requirements as set forth by Babe Ruth League, Inc., and by the OPAA Local League Rules and OPAA Local League Residency Boundary Rule shall be eligible for participation in the OPAA tee ball program, the OPAA baseball program, and/or OPAA softball program.

B. Residency requirements for eligible players are determined by the OPAA Local League Rules, and particularly by the OPAA Local League Residency Boundary Rule adopted by the OPAA Board of Directors and approved by and on file with the Georgia State Commissioner for Babe Ruth League, Inc.

C. The OPAA Board of Directors shall, by a majority vote, have the power to suspend and/or terminate (dismiss) the right of any player to participate in any OPAA tee ball program, any OPAA baseball program, and/or any OPAA softball program, including both current participation and future participation, which discipline may be for a specific period of time and may have conditions imposed, for any cause determined by the OPAA Board of Directors to be sufficient, including, without limitation, misconduct by such player or misconduct by such player's parent(s), guardian(s), grandparent(s), uncle(s), aunt(s), sibling(s), and/or other family member(s); and/or other conduct that the OPAA Board of Directors determines is detrimental to the best interests of OPAA and/or is detrimental to the best interests of Babe Ruth League, Inc.

D. The OPAA Board of Directors shall, in case of a player who is suspended and/or terminated (dismissed), give notice to the player and the player's parents (or the player's legal guardian, as applicable) of the suspension and/or termination (dismissal). Such player or such player's parents (or such player's legal guardian, as applicable) may, within ten (10) calendar days, request one (1) meeting with the OPAA President to discuss the matter further, and may thereafter, within ten (10) additional calendar days following the date of the meeting with the OPAA President, appeal the suspension and/or termination (dismissal) in writing to the OPAA Board of Directors and request immediate reinstatement of such player.

E. The OPAA Board of Directors may, in case of a player who is suspended and/or terminated (dismissed), also give notice to the OPAA manager of the team for which the player is on the team roster, who may provide information concerning such player or matter to the OPAA Board of Directors.

F. If an appeal is timely filed and immediate reinstatement is requested, the player, the player's parents (or the player's legal guardian, as applicable), and the player's OPAA manager, may appear in person on a date and at a time and place determined by the OPAA Board of Directors before the OPAA Board of Directors or before a committee comprised of members of the OPAA Board of Directors appointed by the OPAA Board of Directors to handle player discipline and appeals ("Player Discipline Committee"), to request immediate reinstatement of such player and present information supporting such player's immediate reinstatement.

G. The OPAA Board of Directors or the OPAA Board of Directors' Player Discipline Committee, as the case may be, shall have full authority and power, by majority vote, to affirm the suspension and/or termination (dismissal) of any OPAA player for any cause determined by the OPAA Board of Directors or the Player Discipline Committee to be sufficient, or to impose additional conditions, and/or to modify, and/or to rescind, the suspension and/or termination (dismissal) of any player, which modification or rescission may be for a specific period of time and may be conditional, for any cause determined by the OPAA Board of Directors or by the Player Discipline Committee to be sufficient.

## **ARTICLE VI – OPAA Membership.**

### **Section 1. OPAA Members.**

A. Any adult who is over twenty-one (21) years of age and who is the biological parent, adoptive parent, or legal guardian of a child who is registered for and participating in either an OPAA Spring Season or an OPAA Fall Season OPAA tee ball program, OPAA baseball program, or OPAA softball program (and who is not currently suspended or terminated (dismissed) as an OPAA Member) is an OPAA Member for the calendar year ending on December 31 during which his or her child is registered and participating in an OPAA Spring Season or an OPAA Fall Season OPAA tee ball program, OPAA baseball program, or OPAA softball program. Children who are registered for and participating in either an OPAA Spring Season or an OPAA Fall Season OPAA tee ball program, OPAA baseball program, or OPAA softball program that share biological parent(s), adoptive parent(s), or legal guardian(s) are considered part of the same family. A family, regardless of the number of OPAA Members, shall be entitled to a single vote on any matter which vote may be cast by any OPAA Member in the family.

B. Any player candidate who is on an OPAA waiting list for registration or participation, and any player who, for whatever reason, has been suspended from or terminated (dismissed) from any OPAA tee ball team, any OPAA baseball team, or any OPAA softball team, is not considered to be registered for and participating in that respective OPAA Spring Season or Fall Season.

C. No person shall be required to affiliate with any organization or group other than OPAA in order to become or remain an OPAA Member.

D. Each OPAA Member shall complete and submit to OPAA as a part of the player registration process of his/her child such information as is set forth on the OPAA registration form. Each OPAA Member shall pay on an annual basis the required membership dues as outlined in Article VII of this Constitution and Bylaws.

E. The OPAA Secretary shall assimilate membership information and make such membership information available, as requested, to the OPAA Board of Directors and to the OPAA Board of Directors' Membership Committee appointed by the OPAA Board of Directors to handle membership matters ("Membership Committee").

F. The OPAA Board of Directors and the OPAA Board of Directors' Membership Committee, as the case may be, shall, by a majority vote, have the power to suspend or terminate (dismiss) the membership of any OPAA Member at any time for any cause determined by the OPAA Board of Directors or the OPAA Board of Directors' Membership Committee, as the case may be, to be sufficient, which discipline may be for a specific period of time and may be conditional. In the event of such a suspension or termination

(dismissal), such person shall no longer be an OPAA Member in good standing, and such person shall not have the right to attend OPAA Membership Meetings or the right to make motions, deliberate, and/or vote on any matter at any OPAA Membership Meeting.

G. Only OPAA Members in good standing are eligible to attend OPAA Membership Meetings and make motions, deliberate, and vote on matters coming before OPAA Membership Meetings.

H. The OPAA Secretary, in conjunction with the OPAA Registrar, shall maintain a current list of OPAA Members who are in good standing and are eligible to attend OPAA Membership Meetings and make motions, deliberate, and vote on matters coming before OPAA Membership Meetings.

I. Each OPAA Director is, during his or her term of service on the OPAA Board of Directors, automatically an OPAA Member in good standing for the entire calendar year during which he or she, at any time, serves on the OPAA Board of Directors, and such person is not required to remit the membership dues as established by the OPAA Board of Directors for such calendar year.

J. Each officially listed OPAA manager of each OPAA tee ball team, each OPAA baseball team, and each OPAA softball team, and each OPAA League Commissioner is, during his or her term of service as an OPAA manager or as an OPAA League Commissioner, automatically an OPAA Member in good standing for the entire calendar year during which he or she, at any time, serves as an OPAA manager of an OPAA tee ball team, an OPAA baseball team, and/or an OPAA softball team, or as an OPAA League Commissioner, and such person is not required to remit the membership dues as established by the OPAA Board of Directors for such calendar year.

K. As used herein, the term "member" is not intended to be a "member" as such term is defined in Section 14-3-140 of the Georgia Nonprofit Corporation Code.

## **ARTICLE VII – Dues for OPAA Members.**

### **Section 1. OPAA Membership Dues.**

Nonrefundable annual membership dues for OPAA Members shall, from time to time, be periodically fixed at any amount determined by a majority vote of the OPAA Board of Directors. Such membership dues shall be paid at the time of player registration.

### **Section 2. Delinquency.**

A. Except as set forth in Article VI, Section I. and Section J., any person who fails to remit his or her annual membership dues to OPAA prior to the OPAA Annual Membership Meeting is not an OPAA Member in good standing,

and may not attend OPAA Membership Meetings, make motions, deliberate, and/or vote on any matters coming before any OPAA Membership Meeting.

B. Further, such person may, by a majority vote of the OPAA Board of Directors or the Membership Committee, as the case may be, be suspended or terminated (dismissed) as an OPAA Member. Suspension or termination (dismissal) of an OPAA Member for failure to remit membership dues in a timely manner may be remedied at any time by the payment in full of the unpaid OPAA membership dues and thus does not preclude an otherwise qualified individual from OPAA membership for such calendar year.

### **Section 3. No Refunds.**

OPAA membership dues are, in all events, nonrefundable. In the event of suspension or termination (dismissal) of any OPAA Member, or resignation by any OPAA Member, there shall be no refund provided to such person.

## **ARTICLE VIII – OPAA Membership Meetings.**

### **Section 1. Definition.**

As used in these Constitution and Bylaws, the phrases “OPAA Membership Meeting” and “Membership Meeting” mean and include any meeting of the OPAA Members, and include the OPAA Annual Membership Meeting and any and all OPAA Special Membership Meetings.

### **Section 2. Notice of Meeting.**

A. Notice of each OPAA Membership Meeting may either be conspicuously posted at the OPAA site of principal operations, or delivered personally, telephonically (including by a telephone message left), by United States Postal Service mail, or by facsimile or email to each OPAA Member based on the most recent membership information for each OPAA Member, at least seven (7) calendar days in advance of the meeting, setting forth the place, date, time, and purposes of the meeting.

B. In lieu of the above methods, notice may be given in such form and manner as may be authorized by a majority vote of the OPAA Members voting at any OPAA Membership Meeting.

### **Section 3. Quorum.**

A. At any OPAA Membership Meeting, the presence in person or the participation by written executed proxy, and/or by representation by written absentee nomination, of not less than twenty-five (25) of the OPAA Members or ten percent (10%) of all OPAA Members, whichever is less, shall constitute a quorum of OPAA Members. If, at the Call to Order of any OPAA Membership Meetings, a quorum of the OPAA Members is not present, no business shall be

conducted and the OPAA Membership Meeting shall be recessed by the OPAA President, serving as the Chairperson of such OPAA Membership Meeting, until such time as a quorum of the OPAA Members is present and/or participating by written executed proxy, and/or representation by written absentee nomination, as the case may be.

B. If, at the Call to Order of any OPAA Membership Meeting, there is a quorum of OPAA Members present in person and/or participating by written executed proxy, and/or by representation by written absentee nomination ballot, then business may be conducted throughout such OPAA Membership Meeting, although OPAA Members (or proxy holders or persons holding written absentee nomination ballots) may subsequently leave such OPAA Membership Meeting so that a quorum is no longer later present at such OPAA Membership Meeting.

#### **Section 4. Voting.**

At OPAA Membership Meetings, only OPAA Members in good standing (whether present in person, or by written executed proxy, and/or representation by written absentee nomination ballot) shall be entitled to make motions, deliberate, and vote. However, the OPAA Board of Directors may invite, admit, and recognize any person(s) for presentations of information and/or comments at any time during any OPAA Membership Meeting.

#### **Section 5. Proxies and Absentee Nominations.**

A. For the express purpose of accommodating an OPAA Member in good standing who cannot be in attendance at a specific and particular OPAA Membership Meeting, a written executed and dated proxy, identifying the OPAA Member and the proxy holder and executed and dated by the absent OPAA Member within thirty (30) calendar days prior to such OPAA Membership Meeting, shall, immediately following the Call to Order of the OPAA Membership Meeting, be presented to the OPAA Secretary for verification, and, when verified by the OPAA Secretary, may be used by the proxy holder to make motions, deliberate, and vote such absent OPAA Member's vote on matters coming before that OPAA Membership Meeting. At the time of the Call to Order of the OPAA Membership Meeting, the proxy holder shall turn in the written executed and dated proxy to the OPAA Secretary for inclusion with the OPAA records of such OPAA Membership Meeting.

B. For the express purpose of accommodating an OPAA Member in good standing who cannot be in attendance at a specific and particular OPAA Membership Meeting at which new members of the OPAA Board of Directors will be nominated, a written executed and dated absentee nomination of a person to serve on the OPAA Board of Directors may be completed, executed, and dated by a an OPAA Member in good standing within twenty

(20) calendar days prior to such OPAA Membership Meeting, and submitted to the OPAA Secretary *prior to* the date of the OPAA Membership Meeting at which OPAA Board of Director nominations will occur. The OPAA Secretary shall maintain all such written executed and dated absentee nomination ballots and present same to the OPAA President at the time of the Call to Order of the OPAA Membership Meeting at which OPAA Board of Director nominations will occur. Such nominations will be placed before the OPAA Membership Meeting at the time other OPAA Board of Director nominations are made, for consideration by the OPAA Members.

## **Section 6. OPAA Annual Membership Meeting.**

A. The OPAA Board of Directors will schedule and conduct, with the OPAA President serving as the Chairperson, one (1) OPAA Annual Membership Meeting each calendar year.

B. The OPAA Annual Membership Meeting shall be held the first Saturday of October at 2:00 pm each year for the purposes of: (1) receiving and considering reports concerning OPAA; (2) reviewing and considering the OPAA Board of Directors' proposed amendments to this Constitution and Bylaws; (3) to allow Members to nominate persons to serve on the OPAA Board of Directors including by absentee nomination; and, (4) for the transaction of such business as may properly come before the OPAA Annual Membership Meeting.

C. By a majority vote of the OPAA Board of Directors present at an OPAA Board of Directors' meeting and by providing a minimum of thirty (30) calendar days' prior written notice to the OPAA Members, the date and/or time of the OPAA Annual Membership Meeting may be changed.

D. At the OPAA Annual Membership Meeting, the Members shall receive and consider reports from the OPAA Board of Directors, which are to be filed with the OPAA Secretary and maintained with the OPAA records of such OPAA Annual Membership Meeting, showing:

(1) the number of applicants and the number of players involved in the most recently completed OPAA Spring Season and the most recently completed OPAA Fall Season OPAA tee ball program, OPAA baseball program, and OPAA softball program;

(2) how OPAA is accomplishing its exempt purposes through the OPAA tee ball programs and operations, the OPAA baseball programs and operations, and the OPAA softball programs and operations;

(3) the status of the OPAA tee ball programs and operations, the OPAA baseball programs and operations, and the OPAA softball programs and operations;

(4) amendments by the OPAA Board of Directors to this Constitution and Bylaws and amendments proposed by the OPAA Board of Directors to this Constitution and Bylaws;

(5) changes proposed by the OPAA Board of Directors to the programs or operations of any future OPAA Spring Season(s) and/or future OPAA Fall Season(s), and/or changes proposed by the OPAA Board of Directors to the programs or operations of any OPAA tee ball programs or operations, any OPAA baseball programs or operations, and/or any OPAA softball programs or operations;

(6) a general summary of all funds received and expended by OPAA since the last OPAA Annual Membership Meeting and for the current calendar year to date, and a year-to-date financial report, including the current balances of all OPAA financial accounts and investments, the known liabilities of OPAA, the known expenses of OPAA, the property acquired since the date of the last OPAA Annual Membership Meeting report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and,

(7) information concerning the real and personal property currently owned by OPAA, and information concerning real and personal property that is anticipated to be needed by OPAA or that is anticipated to be acquired by OPAA prior to the next OPAA Annual Membership Meeting.

E. At the OPAA Annual Membership Meeting, the OPAA Nominating Committee shall provide its report to the OPAA Members. The OPAA Members shall, by majority vote, then nominate persons to serve as Directors on the OPAA Board of Directors, including by absentee nominations. The OPAA Members shall, by majority vote, nominate a sufficient number of persons to serve as OPAA Directors so that not less than nine (9) OPAA Board of Director positions are able to be filled, to ensure that the number of OPAA Directors elected by the OPAA Board of Directors shall not be less than the number of Directors required to maintain the minimum of nine (9) OPAA Directors.

F. After OPAA Director nominations by the OPAA Members are complete, including by absentee nominations, the OPAA Annual Membership Meeting shall be adjourned. Immediately thereafter, in accordance with this Constitution and Bylaws, the current OPAA Board of Directors shall immediately meet for the sole purpose of considering the nominees nominated by the Members, nominating additional OPAA Board of Director nominees by the Board of Directors, and then electing a sufficient number of persons as OPAA Directors to ensure that OPAA has not less than nine (9) OPAA Directors nor more than sixteen (16) OPAA Directors serving on the OPAA Board of Directors.

## **Section 7. OPAA Special Membership Meetings.**

OPAA Special Membership Meetings may be called by the OPAA Board of Directors or by the OPAA President, at his or her discretion. Upon the written request of not less than twenty-five (25) of the OPAA Members or ten percent (10%) of all OPAA Members, whichever is less, the OPAA President shall call an OPAA Special Membership Meeting to consider the business specified in the request. No business other than that specified in the notice of the OPAA Special Membership Meeting shall be transacted at any OPAA Special Membership Meeting. Such OPAA Special Membership Meeting shall be scheduled to take place not less than fourteen (14) days nor more than forty five (45) calendar days after the request is received by the OPAA President.

## **Section 8. Rules of Order for all OPAA Membership Meetings.**

The latest edition of Robert's Rules of Order shall govern the proceedings of all OPAA Membership Meetings, except where Robert's Rules of Order are in conflict with this Constitution and Bylaws, in which case this Constitution and Bylaws shall, in all respects, control.

## **ARTICLE IX – Board of Directors.**

### **Section 1. Authority.**

A. The management of all OPAA property and all of the affairs and business of OPAA, including, without limitation, all OPAA tee ball programs and operations, all OPAA baseball programs and operations, and all OPAA softball programs and operations, shall be vested in the OPAA Board of Directors.

B. The OPAA Board of Directors shall have the responsibility for the general control and supervision of all of the property, business, and affairs of OPAA, and all corporate powers and authority shall be exercised by or under the authority of the OPAA Board of Directors, and all business matters and affairs, policies, and operations of OPAA shall be managed pursuant to and under the direction of the OPAA Board of Directors.

C. The OPAA Board of Directors may delegate such responsibilities as it deems appropriate, including delegation to the OPAA President and to standing committees of the OPAA Board of Directors, provided that in the event of such delegation, the OPAA President and each such standing committee shall report to and shall be responsible to the OPAA Board of Directors as a whole. All powers and authority of the OPAA Board of Directors is vested in the OPAA Board of Directors as a body, not in any individual or individuals, as it is the OPAA Board of Directors as a body that

has full and final powers and authority with regard to all of the business matters and affairs, policies, and operations of OPAA.

D. The OPAA Board of Directors shall have all authority and powers granted by the Georgia Nonprofit Corporation Code.

## **Section 2. Number of OPAA Directors.**

The number of Directors serving on the OPAA Board of Directors shall be not less than nine (9) Directors nor more than sixteen (16) Directors, and the number shall be established (within the range of nine (9) Directors to sixteen (16) Directors), from time to time, by the OPAA Board of Directors.

## **Section 3. Eligibility to Serve on the OPAA Board of Directors.**

A. Any OPAA Member in good standing may seek a nomination and election to the OPAA Board of Directors.

B. In addition, in order to facilitate involvement of community members who have an interest in OPAA, up to three (3) persons who are not OPAA Members may seek a nomination and election to the OPAA Board of Directors.

C. Persons who serve on the OPAA Board of Directors should not be actively engaged in the promotion and/or operation of any other recreational baseball program or educational baseball program or any other recreational softball program or educational softball program, without prior and complete disclosure to and the consent of the OPAA Board of Directors.

D. Persons who serve on the OPAA Board of Directors who are actively engaged in the promotion and/or operation of any other recreational baseball program or educational baseball program or any other recreational softball program or educational softball program, without prior and complete disclosure to and without the consent of the OPAA Board of Directors may, by majority vote of the OPAA Board of Directors, be declared by the OPAA Board of Directors to be ineligible to be or remain an OPAA Director, and if already elected, may be immediately removed from the OPAA Board of Directors by majority vote of the OPAA Board of Directors.

## **Section 4. Term of OPAA Directors.**

OPAA Directors shall be elected to two (2) calendar year terms and OPAA Director terms should be staggered such that a minimum of four (4) OPAA Directors enter their first year of service on November 1 of the calendar year of the OPAA Board of Directors' Meeting at which he or she was elected, unless additional vacancies on the OPAA Board of Directors have been created through vacancies (see Article IX., Section 6.).

## **Section 5. Nomination and Election of OPAA Board of Directors.**

A. Nominations of persons eligible to serve on the OPAA Board of Directors shall be by majority vote of the OPAA Members taken at the OPAA Annual Membership Meeting, and such nominations shall be conveyed in writing by the OPAA Secretary to the OPAA Board of Directors for consideration at the OPAA Board of Directors' meeting convened immediately following the adjournment of the OPAA Annual Membership Meeting.

B. In addition, at such OPAA Board of Directors' meeting convened immediately following adjournment of the OPAA Annual Membership Meeting, the OPAA Board of Directors and any Director of the OPAA Board of Directors, may nominate additional persons eligible to serve on the OPAA Board of Directors.

C. At the OPAA Board of Directors' meeting convened immediately following the adjournment of the OPAA Annual Membership Meeting, which Board of Directors' meeting shall be for the sole purpose of the election of OPAA Directors, the OPAA Board of Directors shall consider each person nominated by the OPAA Members to serve on the OPAA Board of Directors and each person nominated by the OPAA Board of Directors and each person nominated by any Director of the OPAA Board of Directors. The OPAA Board of Directors may, as circumstances permit, ascertain each such nominated person's availability and willingness to serve, and consider each such nominated person's qualifications, prior service to OPAA, and the needs of OPAA. Based on such considerations, the OPAA Board of Directors shall elect a sufficient number of persons as Directors to ensure OPAA has not less than nine (9) Directors nor more than sixteen (16) Directors.

D. On November 1 of the calendar year of the OPAA Board of Director elections, the newly elected OPAA Directors shall assume the office of OPAA Director and commence the performance of his or her OPAA Board of Director duties. Each OPAA Director's term of service on the OPAA Board of Directors shall commence on November 1 of the calendar year of the OPAA Board of Director elections and continue until the earlier of two (2) calendar years, the date he or she becomes incompetent to serve, dies, resigns, or the date his or her qualified successor is duly elected in accordance with this Constitution and Bylaws.

E. The number of OPAA Directors serving on the OPAA Board of Directors may be increased or decreased (within the range of nine (9) Directors to sixteen (16) Directors) at any time and from time to time as determined by majority vote of the OPAA Board of Directors present or participating at a duly called meeting of the OPAA Board of Directors at which a quorum is present or participating, without the necessity of any amendment to this Constitution and Bylaws. Any OPAA Director position to be filled by reason of an increase in the number of OPAA Directors shall be filled by another person recommended, considered, and elected by the OPAA Board of Directors. The elimination of

any OPAA Director position (not below nine (9) Director positions) by reason of a decrease in the number of OPAA Directors (not below nine (9) Directors) shall be effective at such time as is determined to be appropriate by the OPAA Board of Directors then serving, but in no event any earlier than: (1) the date of the resignation or removal of such OPAA Director; or, (2) the expiration of the full term of service for which the person then occupying such OPAA Director position was elected to serve.

#### **Section 6. Vacancies.**

If any vacancy occurs on the OPAA Board of Directors, as a result of incompetency to serve, death, resignation or otherwise, such vacancy may be left open or may be filled by a majority vote of the remaining OPAA Directors at any OPAA Board of Directors' meeting. OPAA Directors elected to fill a vacancy shall serve out the original term of the OPAA Director he or she has been elected to replace.

#### **Section 7. Board Meetings; Notice and Quorum.**

A. A regular meeting of the OPAA Board of Directors shall be held immediately following the adjournment of the OPAA Annual Membership Meeting for the sole purpose of the election of OPAA Directors.

B. Other regular meetings of the OPAA Board of Directors shall be held on such dates and at such times and places as are approved by the OPAA Board of Directors. Notice of the particular date, time, and place of the regular meetings of the OPAA Board of Directors shall be given to all OPAA Directors not less than ten (10) days nor more than sixty (60) days prior to such meeting. Such notice may either be conspicuously posted at the OPAA site of principal operations, or delivered personally, telephonically (including by a telephone message left), by United States Postal Service mail, or by facsimile or email to each OPAA Director based on the most recent information on such OPAA Director. Such notice may be waived in writing by any Director. Except as otherwise expressly provided by statute, or by the OPAA Articles of Incorporation, or by this Constitution and Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting or orientation meeting, need be specified in a notice of such meeting or in a waiver of notice of such meeting.

C. The OPAA President may, whenever he or she deems it advisable, and the OPAA President shall at the request in writing of a majority of the OPAA Board of Directors, call a Special OPAA Board of Directors' meeting. The notice of such Special OPAA Board of Directors' meeting shall include the purpose of the meeting and matters that are not so stated in such notice of the Special OPAA Board of Directors' meeting may be acted upon at that meeting.

D. Special OPAA Board of Directors' meeting shall be held upon not less than three (3) calendar days prior notice to the OPAA Directors. Each Special

OPAA Board of Directors' meeting shall be held on such date and time and at such place as is established by the OPAA President or as is specified in the written request from a majority of the OPAA Board of Directors to the OPAA President. The particular date, time, place and purpose of any such Special OPAA Board of Directors' meeting shall be specified in the notice of such meeting or in the waiver of notice of such meeting signed by the OPAA Directors.

E. The presence or participation by telephone conference, video conference, consent in lieu of meeting, or any other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting, of a majority of the OPAA Directors shall constitute a quorum for the transaction of OPAA business at any OPAA Board of Directors' meeting. If a quorum is not present, no business, other than a notice of the recess of such meeting, shall be conducted until a quorum is present or participating by telephone conference, video conference, consent in lieu of meeting, or any other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting. If a quorum is present or participating by telephone conference, video conference, consent in lieu of meeting, or any other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting, when an OPAA Board of Directors' meeting is called to order, and subsequently during such meeting, a quorum is no longer present or participating by telephone conference, video conference, consent in lieu of meeting, or any other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting, no further business shall be conducted unless and until a quorum is present or participating by telephone conference, video conference, consent in lieu of meeting, or any other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting.

F. Only members of the OPAA Board of Directors may make motions and vote at OPAA Board of Directors' meetings. However, any OPAA Director and the OPAA Board of Directors may invite, admit and recognize guests for presentations or comments during any OPAA Board of Directors' meetings.

G. Any action required or permitted to be taken at any meeting of the OPAA Board of Directors may be taken without a meeting, and may be held by any other means by which all OPAA Directors desiring to participate may simultaneously hear and participate in such meeting, such as teleconferencing, video conferencing, written consents in lieu of meeting, and other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting. In the event of action taken or approved in lieu of an actual meeting of the OPAA Board of Directors, a written consent describing the action taken or approved shall be signed by a majority of all OPAA Directors. Such consent shall have the same force and effect as an affirmative vote of a majority of the OPAA Directors present or participating at a duly called meeting of the OPAA Board of Directors at which a quorum is

present or participating. The signed consent, or a duplicate thereof, shall be kept by the OPAA Secretary as a part of OPAA's records.

H. All OPAA Directors are expected to personally attend or participate, as provided in this Constitution and Bylaws, in all meetings of the OPAA Board of Directors unless providentially hindered. In the event that an OPAA Director anticipates not personally attending any called meeting of the OPAA Board of Directors or any OPAA committee meeting, such Director should, if possible, notify the OPAA Secretary or the OPAA President in advance of such anticipated absence. The OPAA President, and the OPAA Board of Directors, shall have the authority to grant excused absences. Any OPAA Director who is absent, without an excused absence, from more than one-half (1/2) of all regular meetings of the OPAA Board of Directors during any one (1) calendar year, without being excused from such meetings by the OPAA President or by the OPAA Board of Directors, shall immediately forfeit his or her membership on the OPAA Board of Directors.

I. At all meetings of the OPAA Board of Directors, the presence or participation (without the necessity of being physically present at the meeting), by teleconferencing, by video conferencing, by written consents in lieu of meeting, or by any other lawful means by which the OPAA Directors can simultaneously hear and participate in such meeting, of a majority of the number of OPAA Directors then serving shall constitute a quorum for the transaction of business by the OPAA Board of Directors. If a quorum is not present or participating at a meeting of the OPAA Board of Directors, the OPAA President, serving as the Chairperson of the OPAA Board of Directors, may recess the Board meeting, from time to time, without notice other than announcement at the Board meeting, until such time as a quorum is present or participating, and the OPAA President, serving as the Chairperson of the OPAA Board of Directors, may reconvene such meeting at any time in accordance with the recess announcement.

J. The affirmative vote of a majority of the OPAA Directors present or participating at a duly called meeting of the OPAA Board of Directors at which a quorum is present or participating shall be the act of the OPAA Board of Directors.

K. The OPAA Secretary shall keep regular and accurate minutes of the meetings of the OPAA Board of Directors and minutes of the meetings of OPAA committees as a part of OPAA's records.

### **Section 8. Rules of Order for all OPAA Board of Director Meetings.**

The latest edition of Robert's Rules of Order shall govern the proceedings of all OPAA Board of Director meetings and all OPAA committee meetings, except where Robert's Rules of Order are in conflict with this Constitution and Bylaws, in which case this Constitution and Bylaws shall, in all respects, control.

## **ARTICLE X – Officers of the OPAA Board of Directors.**

### **Section 1. Appointments.**

A. The Officers of the OPAA Board of Directors shall be the OPAA President, the OPAA Executive Vice President, the OPAA Vice President of Baseball, the OPAA Vice President of Softball, the OPAA League Information Officer, the OPAA Treasurer, the OPAA Secretary, the OPAA Player Agent, and the OPAA Safety and Equipment Officer, and such other Officers as the OPAA Board of Directors may, from time to time, appoint or elect.

B. The OPAA Board of Directors may appoint or elect such other Officers as it deems necessary or desirable, and may, to the extent not in conflict with this Constitution and Bylaws, prescribe the powers and duties of each such Officer. Such Officers shall have no authority to bind OPAA to any contract or liability of any nature unless specifically approved, in advance, by the OPAA Board of Directors.

C. OPAA Officers, in such capacity, shall have no right to attend OPAA Board of Directors' meeting, or participate in or vote on any actions taken by the OPAA Board of Directors, unless such individual has been duly elected to the OPAA Board of Directors or has been elected to fill a vacancy on the OPAA Board of Directors by the OPAA Board of Directors.

### **Section 2. OPAA President.**

The OPAA President, who is also the Chief Executive Officer of OPAA, shall:

A. Oversee the conduct of the affairs of OPAA and the policies established by the OPAA Board of Directors;

B. Present the OPAA Board of Directors' report at the OPAA Annual Membership Meeting;

C. Communicate to the OPAA Board of Directors such matters as he or she deems appropriate, and make such suggestions to promote the welfare of OPAA;

D. Oversee, recommend, and facilitate the OPAA Board of Directors' enforcement of OPAA Local League Rules, the OPAA Local League Residency Boundary Rule, the Babe Ruth Rules and Regulations, the Babe Ruth Charters, the Babe Ruth Official Baseball Rules, and the Babe Ruth Official Softball Rules, as the particular situation may require;

E. Take the lead in investigating complaints, irregularities, and conditions that may create liabilities for or otherwise be detrimental to OPAA and report thereon to the OPAA Board of Directors;

F. Work with the OPAA Finance Committee in preparing and submitting to the OPAA Board of Directors an annual budget for OPAA, and work with the OPAA Treasurer in the implementing such budget following approval of such budget by the OPAA Board of Directors;

G. Work with the OPAA Player Agent to examine the application and support proof of residency and proof of age documents of every OPAA player candidate and certify to residence and age eligibility before the player is accepted for OPAA tryouts and team selection;

H. Serve as an "ex officio" member, with a vote, of all OPAA committees, whether standing or advisory, of the OPAA Board of Directors;

I. With the consent and approval of the OPAA Board of Directors, remove and/or replace any OPAA committee member at any time, with or without cause; and, with the consent and approval of the OPAA Board of Directors, alter or abolish any OPAA committee at any time; and,

J. Serve as the OPAA President for the lesser of no more than two (2) calendar years (or twenty four (24) months) in succession.

### **Section 3. OPAA Executive Vice President.**

The OPAA Executive Vice President shall:

A. Perform the duties of the OPAA President in the absence or disability of the OPAA President, provided he or she is authorized by the OPAA Board of Directors to do so; and at all times when acting as the OPAA President, the OPAA Executive Vice President shall have all the powers of the OPAA President;

B. Perform such duties as are specifically set forth in this Constitution and Bylaws and perform such other duties as are, from time to time, assigned by the OPAA Board of Directors or by the OPAA President; and,

C. Obtain, on an annual basis, appropriate liability, accident, and Director and Officer liability insurance coverage either through the Babe Ruth League Charter process and/or through and from an independent insurance source.

### **Section 4. OPAA Secretary.**

The OPAA Secretary shall:

A. Be responsible for maintaining the OPAA corporate seal, sealing documents with the OPAA corporate seal, recording and maintaining minutes and records of the activities of OPAA, and maintaining appropriate files for business records, financial records, tax returns and supporting records,

mailing lists, and other necessary and appropriate records of OPAA;

B. Perform such duties as are specifically set forth in this Constitution and Bylaws, and such other duties as are customarily incident to the office of secretary and as are, from time to time, assigned to the OPAA Secretary by the OPAA Board of Directors or by the OPAA President;

C. Maintain a list of all OPAA Members, all OPAA Directors, and all OPAA committee members, and give notice of all meetings of OPAA, including, without limitation, all OPAA Board of Directors' meetings and all OPAA committee meetings, and all OPAA Membership Meetings;

D. Prepare and maintain the minutes of all OPAA Membership Meetings, all OPAA Board of Directors' meetings, all OPAA Executive Committee meetings, and maintain such minutes in OPAA's record book kept for that purpose;

E. Prepare, process, and transmit all correspondence not otherwise specifically delegated in connection with any OPAA Members, and concerning or with respect to OPAA, and work with the OPAA Board of Directors to carry out all votes and resolutions of the OPAA Members and the OPAA Board of Directors not otherwise provided for;

F. Notify OPAA Members of matters relating to their OPAA membership, and notify OPAA Directors, OPAA Officers, and OPAA committee members of their election or appointment;

G. Assist the OPAA Vice President of Baseball and the OPAA Vice President of Softball in their duties with respect to performing background checks on OPAA volunteers;

H. Conduct all business necessary for OPAA to maintain its good standing with the Georgia Secretary of State and with other local, state, and national governmental agencies as required including but not limited to renewing the corporate registration on an annual basis and updating the registered agent for the corporation on an as-needed basis; and,

I. Verify, on an annual basis, that the OPAA Executive Vice President has obtained appropriate liability, accident, and Director and Officer liability insurance coverage either through the Babe Ruth League Charter process and/or from an independent insurance source.

#### **Section 5. OPAA Treasurer.**

The OPAA Treasurer shall:

A. Perform such duties as are specifically set forth in this Constitution and Bylaws and such other duties as are customarily incident to the office of

Treasurer and as assigned by the OPAA Board of Directors or the OPAA President;

B. Receive and verify the source and purpose of all monies and securities, and deposit same in a depository for OPAA approved by the OPAA Board of Directors;

C. Prepare and maintain records for the receipt and disbursement of all monies and securities of OPAA; review all requests for payment and approve all payment requests from allotted OPAA funds, and draw OPAA checks for such payments in accordance with the financial management guide policies established and approved by the OPAA Board of Directors;

D. Work with the OPAA Finance Committee to prepare an annual budget for submission to the OPAA Board of Directors for revision and approval, and for submission as information at the OPAA Annual Membership Meeting;

E. Work with the OPAA Finance Committee to prepare an annual OPAA financial report for submission to the OPAA Board of Directors for revision and approval prior to dissemination to any local entities such as the City of Johns Creek, or Fulton County, Georgia;

F. Work with OPAA's accountants and tax preparers in preparing and submitting annual Federal and State of Georgia information returns, and, if necessary, annual tax returns, as required by law; and,

G. Oversee all financial activities of OPAA to ascertain that same are in compliance with applicable laws and regulations so as not to jeopardize OPAA's recognition as a tax-exempt Section 501(c)(3) organization.

## **Section 6. OPAA Player Agent.**

The OPAA Player Agent shall:

A. Record all OPAA player transactions and maintain an accurate and up-to-date record thereof;

B. Conduct player registration for the purpose of determining the OPAA player candidates; and the responsibility for OPAA player registration may be delegated to a separate individual or individuals who act as the OPAA Registrar, subject to oversight by the OPAA Player Agent (and the OPAA Player Agent may also act as the OPAA Registrar);

C. Appoint, as necessary, an Assistant Player Agent(s) charged with the responsibility to handle OPAA Player Agent duties for a particular division or league. All Assistant Player Agents are subject to the oversight by the OPAA Player Agent;

- D. Receive and review applications for OPAA player candidates and assist the OPAA President in verifying residence and age eligibility;
- E. Conduct OPAA tee ball, baseball, and softball tryouts; conduct player drafts, and conduct all other player transactions and chair all player selection meetings;
- F. Prepare the OPAA Player Agent's list or master roster of team assignments at the conclusion of all drafts and maintain the master roster during the course of the OPAA Spring Season and the OPAA Fall Season to reflect any and all player transactions;
- G. Organize and administer player pools for all OPAA divisions and leagues, and work in conjunction with OPAA League Commissioners to provide pool players to teams that require them in order to avoid the forfeiture of games;
- H. Prepare the tournament team eligible player list, define the selection criteria by which OPAA tournament teams will be selected, and oversee the tournament team selection process in conjunction with the Vice President of Baseball and Vice President of Softball; and,
- I. Prepare for the OPAA President's signature and submission to Babe Ruth League, Inc. headquarters, all team rosters, including players claimed, and the tournament team eligibility affidavits.

#### **Section 7. OPAA Vice President of Baseball.**

The OPAA Vice President of Baseball shall:

- A. Provide oversight for all OPAA tee ball programs and operations, all OPAA baseball programs and operations, including pre-season, regular season, end of the season playoffs, and the OPAA Select Program teams and OPAA Tournament teams; and such oversight responsibilities include the responsibility for all aspects of the OPAA tee ball programs and operations and the OPAA baseball programs and operations, except those specifically related to player registration, tryouts, drafts, all-star and tournament team selection, and other functions specifically delegated to the OPAA Player Agent and the OPAA Registrar;
- B. Select all OPAA League Commissioners for all OPAA tee ball leagues and all OPAA baseball leagues;
- C. Review and approve the list of proposed OPAA managers as submitted by the OPAA League Commissioners for OPAA tee ball and OPAA baseball and submit the approved list of OPAA manager candidates to the OPAA Board of Directors for final approval prior to the start of any season;

- D. Represent OPAA managers and OPAA coaches in the OPAA tee ball program and operations and in the OPAA baseball programs and operations;
- E. Propose a managers' and coaches' training budget to the OPAA Board of Directors;
- F. Seek support and funds necessary to implement a league-wide training program;
- G. Order and distribute training materials to OPAA players, OPAA coaches, and OPAA managers;
- H. Coordinate coaching clinics as necessary;
- I. Coordinate the ordering of baseball team uniforms;
- J. Schedule practices and games for all baseball leagues and work with the Vice President of Softball and the Select Program Coordinators to develop and maintain a master field allocation schedule; and,
- K. Initially attempt to address and resolve OPAA player, OPAA coach, OPAA manager, and OPAA player parent issues associated with the OPAA tee ball programs and the OPAA baseball programs, making recommendations to the OPAA Board of Directors or the OPAA Board of Directors' Player Discipline Committee for the adoption of any disciplinary measures to be undertaken in any circumstance.

#### **Section 8. OPAA Vice President of Softball.**

The OPAA Vice President of Softball shall:

- A. Provide oversight for all OPAA softball programs and operations, including pre-season, regular season, end of the season playoffs, and the OPAA Select Program teams and OPAA Tournament teams; and such oversight responsibilities include the responsibility for all aspects of the OPAA softball programs and operations, except those specifically related to player registration, tryouts, drafts, all-star and tournament team selection, and other functions specifically delegated to the OPAA Player Agent and the OPAA Registrar;
- B. Select OPAA League Commissioners for all OPAA softball leagues;
- C. Review and approve the list of proposed OPAA managers as submitted by the OPAA League Commissioners for OPAA softball and submit the approved list of OPAA manager candidates to the OPAA Board of Directors for final approval prior to the start of any season;

- D. Represent OPAA managers and OPAA coaches in the OPAA softball programs;
- E. Propose a managers' and coaches' training budget to the OPAA Board of Directors;
- F. Seek the support and funds necessary to implement a league-wide training program;
- G. Order and distribute training materials to OPAA players, OPAA coaches, and OPAA managers;
- H. Coordinate coaching clinics as necessary;
- I. Coordinate the ordering of softball team uniforms;
- J. Schedule practices and games for all softball leagues and work with the Vice President of Baseball and the Select Program Coordinators to develop and maintain a master field allocation schedule; and,
- K. Initially attempt to address and resolve OPAA player, OPAA coach, OPAA manager, and OPAA player parent issues associated with the OPAA softball programs, making recommendations to the OPAA Board of Directors or to the OPAA Board of Directors' Player Discipline Committee for the adoption of any disciplinary measures to be undertaken in any circumstance.

#### **Section 9. OPAA Safety and Equipment Officer.**

Each OPAA Safety Officer shall:

- A. Seek to create awareness, through education and information, of the opportunities to provide a safer environment for players and other participants of OPAA tee ball, OPAA baseball, and OPAA softball;
- B. Act as a contact point between OPAA players and other participants and the OPAA Board of Directors in matters involving potential liability and accident insurance issues that arise in the course of participation in the OPAA tee ball program, the OPAA baseball program, and/or the OPAA softball program;
- C. Provide information, forms, guidance, and administrative assistance to the OPAA Board of Directors concerning timely reporting of injuries and the filing of insurance claims resulting from injuries sustained by OPAA players, OPAA Directors, OPAA Officers, OPAA managers, OPAA coaches, OPAA umpires, OPAA volunteers, and other persons while participating in the OPAA tee ball programs, and/or the OPAA baseball programs, and/or the OPAA softball programs, and/or the OPAA Auxiliary;

D. Provide forms for filing with OPAA's insurance carrier to OPAA players, parents of OPAA players, and guardians of OPAA players, OPAA Directors, OPAA Officers, OPAA managers, OPAA coaches, OPAA umpires, and OPAA volunteers for filing claims for injuries sustained while participating in the OPAA tee ball programs and operations, the OPAA baseball programs and operations, the OPAA softball programs and operations, the OPAA Select Programs, the OPAA Tournament Team Programs, the OPAA Auxiliary, and other OPAA activities approved by the OPAA Board of Directors, and Babe Ruth League activities approved by the OPAA Board of Directors, in accordance with this Constitution and Bylaws and the OPAA Local League Rules.

E. Recommend to the OPAA Board of Directors, to the OPAA Vice President of Baseball, and to the OPAA Vice President of Softball the adoption of new OPAA Local League Rules or amendments or changes in implementation to existing OPAA Local League Rules in response to safety related issues;

F. Maintain and distribute playing equipment for all baseball and softball leagues including, but not limited to, batting helmets, catcher equipment, tees, baseballs and softballs. Recommend to the OPAA Board of Directors the purchase of replacement equipment and/or new equipment as needed;

G. Maintain OPAA field maintenance and field equipment including, but not limited to, tractors, golf carts, and pitching machines and recommend to the OPAA Board of Directors the purchase of new or replacement equipment and/or the repair of existing equipment;

H. Order and maintain adequate supplies of baseballs and softballs for OPAA league use;

I. Develop and implement a plan for increasing safety of OPAA activities, OPAA owned equipment, and OPAA facilities through education, compliance and reporting; and,

J. In order to implement a safety plan for OPAA, the OPAA Safety Officer may use education, compliance, and reporting, including meetings to distribute information to and among the OPAA Board of Directors, OPAA Officers, OPAA managers, OPAA coaches, OPAA umpires, OPAA players, OPAA Members, and OPAA volunteers; and, the OPAA Safety Officer may promote safety and compliance leadership by increasing awareness of the safety opportunities.

#### **Section 10. OPAA League Information Officer.**

The OPAA League Information Officer shall:

A. Manage OPAA's website and email forwarding system;

- B. Ensure that OPAA news, tee ball schedules, baseball schedules, softball schedules, standings, and scores are updated on OPAA's website on a regular basis as appropriate;
- C. Collect and publish important information on OPAA activities;
- D. Maintain OPAA Board of Director and OPAA Officer contact pages on the OPAA web site with appropriate email forwarding capabilities to facilitate ease of communication between the OPAA Board of Directors and OPAA Officers, and OPAA Members;
- E. Be the primary contact point for event cancellation due to weather so timely updates can be made to OPAA's website and the weather information hotline as a convenience for OPAA Members and players;
- F. Ensure that the OPAA's internet domain website, [www.oceepark.com](http://www.oceepark.com), is registered and maintained on an annual (or longer) basis; and,
- G. Obtain professional assistance, subject to prior approval by the OPAA Board of Directors, with respect to the implementation and operation of the OPAA website on matters that are of a specialized technical nature.

## **ARTICLE XI – OPAA Board of Director Committees.**

### **Section 1. Nominating Committee.**

- A. The OPAA Board of Directors may appoint an OPAA Nominating Committee consisting of three (3) OPAA Directors then currently serving on the OPAA Board of Directors and up to two (2) OPAA Members in good standing. The OPAA Nominating Committee shall investigate and consider eligible candidates and provide a report to the OPAA Members at the OPAA Annual Membership Meeting, which report may include a proposed slate of candidates for the OPAA Board of Directors.
- B. The OPAA Nominating Committee may also submit to the OPAA Board of Directors for consideration a proposed slate of OPAA Officers and a proposed slate of OPAA committee members.

### **Section 2. Finance Committee.**

- A. The OPAA Board of Directors shall appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors then currently serving on the OPAA Board of Directors. The OPAA Treasurer shall be an ex-officio member of the Finance Committee, with a vote, and shall be the Chairperson of the OPAA Finance Committee.

B. The OPAA Finance Committee shall investigate ways and means of financing OPAA operations, including team sponsorships, and submit such recommendations to the OPAA Board of Directors.

C. The OPAA Finance Committee shall, on an annual basis at least sixty (60) calendar days prior to the OPAA Annual Membership Meeting, prepare and submit to the OPAA Board of Directors for revision and approval, an annual budget, which, when approved by the OPAA Board of Directors, shall be presented to the OPAA Members at the next OPAA Annual Membership Meeting.

### **Section 3. Building and Property Committee.**

A. The OPAA Board of Directors may appoint an OPAA Building and Property Committee consisting of three (3) OPAA Directors then currently serving on the OPAA Board of Directors and up to two (2) OPAA Members in good standing. The Building and Property Committee shall investigate and recommend available, suitable sites and plans for development, including ways and means for OPAA operations, the latter in cooperation with the OPAA Finance Committee.

B. The OPAA Building and Property Committee shall be responsible for implementing repair and improvement recommendations of the OPAA Board of Directors, other than normal maintenance, and for the supervision of other approved building and grounds projects approved by the OPAA Board of Directors.

### **Section 4. Grounds Committee.**

The OPAA Board of Directors may appoint an OPAA Grounds Committee which shall be responsible for the care and maintenance of the playing field(s), buildings and grounds. The OPAA Grounds Committee shall operate within the amount appropriated in the approved annual budget for that purpose by the OPAA Board of Directors.

### **Section 5. Umpire Committee.**

A. The OPAA Board of Directors may appoint an OPAA Umpire Committee consisting of the OPAA Executive Vice President, the OPAA Vice President of Baseball, the OPAA Vice President of Softball, and, when appointed by the OPAA Board of Directors, the Umpire in Chief for Baseball and the Umpire in Chief for Softball, as appointed by the OPAA Board of Directors. The OPAA Executive Vice President shall be the Chairperson of the OPAA Umpire Committee.

B. The OPAA Umpire Committee shall recruit, interview, and recommend to the OPAA Board of Directors for appointment a roster of umpires, including the Umpire in Chief for Baseball and the Umpire in Chief for Softball, and

replacements. When approved, the staff of umpires shall be under the personal direction of the OPAA Executive Vice President, assisted by the Umpire in Chief for Baseball and the Umpire in Chief for Softball, each of the latter of whom shall train, observe, and schedule the umpire staff. The OPAA Executive Vice President may delegate responsibility for baseball and softball umpires respectively to the Vice President of Baseball and the Vice President of Softball but overall responsibility shall remain with the OPAA Executive Vice President.

#### **Section 6. Auxiliary Committee.**

A. The OPAA Board of Directors may appoint an OPAA Auxiliary Committee consisting of the OPAA Treasurer, two (2) additional OPAA Directors then currently serving on the OPAA Board of Directors, and up to two (2) OPAA Members in good standing.

B. The OPAA Auxiliary Committee shall coordinate the activities of the OPAA Auxiliary. The OPAA Auxiliary Committee shall review and evaluate, and report to the OPAA Board of Directors with respect to all auxiliary projects for raising money and for the disposition of profits, and shall make recommendations to the OPAA Board of Directors. The OPAA Board of Directors shall approve in advance all projects and actions of the OPAA Auxiliary.

#### **Section 7. Auditing Committee.**

A. The OPAA Board of Directors may appoint an OPAA Auditing Committee consisting of three (3) OPAA Directors then currently serving on the OPAA Board of Directors. The OPAA President, the OPAA Executive Vice President, the OPAA Treasurer, and other persons who are signatories of OPAA checks are not eligible to serve on the OPAA Auditing Committee, but shall, as requested, provide information and documents to the OPAA Auditing Committee.

B. The OPAA Auditing Committee will review OPAA's books and records annually prior to the OPAA Annual Membership Meeting and append a statement of the OPAA Auditing Committee's findings and conclusions, if any, to the OPAA annual finance report; or the OPAA Board of Directors may secure the services of a Certified Public Accountant to accomplish such review and provide such statement.

#### **Section 8. Player Discipline Committee.**

A. The OPAA Board of Directors may appoint an OPAA Player Discipline Committee consisting of three (3) OPAA Directors then currently serving on the OPAA Board of Directors, which Player Discipline Committee shall have full authority and power to hear and decide, by majority vote, any and all matters relating to the suspension and/or termination (dismissal) of any OPAA player, and any and all matters relating to the imposition of existing or additional

conditions, and any and all matters relating to the modification, and to the rescission of any suspension or termination (dismissal) of any OPAA player.

B. The Player Discipline Committee shall have full authority and power, by majority vote, to suspend and or terminate (dismiss) any OPAA player for any cause determined by the Player Discipline Committee to be sufficient, to impose additional conditions, to modify, and/or to rescind the suspension and/or termination (dismissal) of any OPAA player, which rescission may be for a specific period of time and may be conditional, for any cause determined by the Player Discipline Committee to be sufficient.

### **Section 9. Membership Committee.**

A. The OPAA Board of Directors may appoint a Membership Committee consisting of three (3) OPAA Directors then currently serving on the OPAA Board of Directors to hear and decide, by majority vote, all matters relating to the suspension and/or termination (dismissal) of any OPAA Member, and any and all matters relating to the imposition of existing or additional conditions, and any and all matters relating to the modification, and/or to the rescission of any suspension or termination (dismissal) of any OPAA Member.

B. The OPAA Membership Committee shall have full authority and power, by majority vote, to suspend or terminate (dismiss) the membership of any OPAA Member at any time for any cause determined by the OPAA Membership Committee to be sufficient, to impose additional conditions, to modify, and/or to rescind the suspension and/or termination (dismissal) of any OPAA Member, which rescission may be for a specific period of time and may be conditional, for any cause determined by the OPAA Membership Committee to be sufficient.

## **ARTICLE XII – Financial and Accounting.**

### **Section 1. Authority.**

A. The OPAA Board of Directors shall decide all matters pertaining to the finances of OPAA and the financial operations of OPAA, including the OPAA Auxiliary.

B. The OPAA Board of Directors shall cause all income, revenues, and monies of OPAA, including all income, revenues, and monies of the OPAA Auxiliary, to be deposited into one or more OPAA deposit accounts of OPAA's common league treasury to the credit of and in the name of "Ocee Park Athletic Association, Inc." in a local financial institution selected by the OPAA Treasurer and approved by the OPAA Board of Directors.

C. The OPAA Board of Directors shall, in accordance with the OPAA annual budget, direct the disbursement and expenditure of OPAA funds in such manner

as will give no individual team an advantage over other teams in competition with such team.

## **Section 2. Contributions.**

A. The OPAA Board of Directors may, from time to time, approve the general solicitation of funds for OPAA's common league treasury, thereby discouraging favoritism among teams and endeavoring to equalize the benefits of OPAA to all OPAA leagues and all OPAA teams.

B. The OPAA Board of Directors may, from time to time, approve the general solicitation of funds and the designation of those OPAA funds for specific OPAA programs, such as the OPAA Select Programs and the OPAA Tournament Team Programs. Such solicitations and the designation of those OPAA funds shall be permitted provided that a portion of such funds is deposited into OPAA's common league treasury, in such amount as is determined by a majority vote of the OPAA Board of Directors.

## **Section 3. Solicitations in the Name of Babe Ruth League.**

The OPAA Board of Directors shall not permit the solicitation of funds in the name of Babe Ruth League, Inc. unless all of the funds so raised are to be deposited into OPAA's common league treasury.

## **Section 4. Disbursement of Funds.**

A. The OPAA Board of Directors shall not permit the disbursement of OPAA funds other than for expenses relating to the conduct of the OPAA tee ball programs and operations, the OPAA baseball programs and operations, the OPAA softball programs and operations, the OPAA Select Programs, the OPAA Tournament Team Programs, the OPAA Auxiliary expenses, and other OPAA activities approved by the OPAA Board of Directors, and Babe Ruth League activities approved by the OPAA Board of Directors, in accordance with this Constitution and Bylaws and the OPAA Local League Rules.

B. All OPAA disbursements shall be made by OPAA check. All OPAA checks shall be signed by the OPAA Treasurer, or by the OPAA President, or by the OPAA Executive Vice President, or by such other OPAA Officer(s) as the OPAA Board of Directors shall, from time to time, designate in writing.

## **Section 5. No Compensation; Reimbursement of Approved Expenses.**

A. No OPAA Director, no OPAA Officer, and no OPAA Member shall receive, directly or indirectly, any salary, compensation, or emolument from OPAA for services rendered as an OPAA Director, an OPAA Officer, or an OPAA Member.

B. OPAA may reimburse an OPAA Director, an OPAA Officer, and/or an OPAA Member for properly documented and approved expenses incurred by such

OPAA Director, OPAA Officer, and/or OPAA Member for and on behalf of OPAA in the conduct of the OPAA tee ball programs and operations, the OPAA baseball programs and operations, the OPAA softball programs and operations, the OPAA Select Programs, the OPAA Tournament Team Programs, the OPAA Auxiliary, and other OPAA activities approved by the OPAA Board of Directors, and/or Babe Ruth League activities approved by the OPAA Board of Directors, in accordance with this Constitution and Bylaws and the OPAA Local League Rules; *provided, however*, that all such reimbursements shall require approval by a majority vote of the OPAA Board of Directors and shall be properly documented as required by the OPAA Board of Directors.

### **Section 6. Deposits.**

A. All OPAA income, revenues, and monies received, including all OPAA Auxiliary funds, shall be deposited into one or more deposit accounts to the credit of and in the name of "Ocee Park Athletic Association, Inc." in a local financial institution selected by the OPAA Treasurer and approved by the OPAA Board of Directors.

B. Signatories for any and all OPAA financial accounts in the name of "Ocee Park Athletic Association, Inc." shall include the OPAA Treasurer, the OPAA President, and the OPAA Executive Vice President. The OPAA Board of Directors may, from time to time, designate other signatories to the OPAA financial accounts by a majority vote of the OPAA Board of Directors.

### **Section 7. Fiscal year.**

The fiscal year of OPAA shall begin on December 1 and shall end on November 31. The fiscal year may be changed by a majority vote of the OPAA Board of Directors.

### **Section 8. Distribution of Property upon Dissolution.**

Upon dissolution of OPAA and after all outstanding debts and claims have been paid and satisfied, the OPAA Board of Directors shall direct that all remaining property of OPAA shall be distributed to another or other qualified Federal tax-exempt Section 501(c)(3) organizations, which maintain similar objectives as OPAA, as set forth in Article II, Section 1. of this Constitution and Bylaws, which are entitled to exemption under Section 501(a) of the Federal Internal Revenue Code as an organization described in Section 501(c)(3) of the Federal Internal Revenue Code. Preference shall be given to other local youth baseball and softball organizations that meet the above criteria including, but not limited to, such baseball and softball organizations that are affiliated with Babe Ruth League, Inc.

## **ARTICLE XIII – Indemnification and Witness Fees.**

### **Section 1. Indemnification.**

A. The provisions of Section 14-3-850 through Section 14-3-858 of the Official Code of Georgia are incorporated herein by reference, in accordance with the provisions of Section 14-3-858(f) of the Official Code of Georgia; *provided further, however*, that except for the mandatory indemnification as set forth in Article XIII, Section 6. of this Constitution and Bylaws and except for Court ordered indemnification in accordance with Section 14-3-854 of the Official Code of Georgia or any amendment thereto, no provision of Section 14-3-850 through Section 14-3-858 of the Official Code of Georgia or any amendment thereto (except Section 14-3-852 of the Official Code of Georgia or any amendment thereto and Section 14-3-854 of the Official Code of Georgia or any amendment thereto) shall, in any way, limit or restrict the right, power, and authority of the OPAA Board of Directors in each and every case to determine whether or not indemnification, partial indemnification, and/or advancement of costs and expenses will be provided or will not be provided and to determine all matters relating thereto.

B. The OPAA Board of Directors shall have the right, power, and authority, but not the obligation, to provide that OPAA may, but shall not be obligated to, indemnify or partially indemnify any person or entity who was, is, or is threatened to be made a party, as defined in Section 14-3-850(7) of the Official Code of Georgia, or a named defendant or respondent in any proceeding because the person is or was an OPAA Director, or an OPAA Officer, or an OPAA Member, OPAA manager, OPAA coach, or an OPAA employee or other authorized agent or representative of OPAA, including against any expense, as defined in Section 14-3-850(4) of the Official Code of Georgia, and against any liability, as defined in Section 14-3-850(5) of the Official Code of Georgia, to the fullest extent that a corporation may grant such indemnification under the Georgia Nonprofit Corporation Code as same exists or may hereafter be amended.

C. Except for the mandatory indemnification as set forth in Article XIII, Section 6. and except for Court ordered indemnification in accordance with Section 14-3-854 of the Official Code of Georgia or any amendment thereto, in every other case, the OPAA Board of Directors shall have the right, power, and authority determine whether or not to provide any such indemnification, partial indemnification, and/or advancement of costs and expenses; the amount of such indemnification, partial indemnification, and/or advancement of costs and expenses; and the timing of the disbursements of any such indemnification, partial indemnification, and/or advancement of costs and expenses, and every such determination by the OPAA Board of Directors shall be final and binding on all persons and entities seeking such indemnification, partial indemnification, and/or advancement of costs and expenses, for all purposes.

## **Section 2. Advancement of Costs and Expenses.**

A. If the OPAA Board of Directors determines to provide indemnification or partial indemnification to any person or entity, the OPAA Board of Directors may, but shall not be obligated to, authorize the advancement of costs and expenses to such person or entity.

B. If the OPAA Board of Directors determines to provide indemnification, partial indemnification, and/or advancement of costs and expenses to any person or entity, the OPAA Board of Directors may require that the person or entity seeking indemnification, partial indemnification, and/or advancement of costs and expenses submit to the OPAA Board of Directors a written request for indemnification, a release and waiver of any and all claims against OPAA and the OPAA Board of Directors, the OPAA Officers, and the OPAA Members, and such other information and documents as the OPAA Board of Directors may require to review and approve such request for indemnification, partial indemnification, and/or advancement of costs and expenses.

C. No person or entity seeking indemnification, partial indemnification, and/or advancement of costs and expenses shall be entitled to institute any action to seek to require OPAA to provide indemnification, partial indemnification, and/or advancement of costs and expenses, or to seek to recover amounts not indemnified or advanced by OPAA. It shall be a complete defense by OPAA to any such action that such indemnification, partial indemnification, and/or advancement of costs and expenses has not been approved by the OPAA Board of Directors. The determination by the OPAA Board of Directors to provide or not to provide indemnification, or partial indemnification, and/or advancement of costs and expenses, or to provide or not to provide for the amount of indemnification, or partial indemnification, and/or advancement of costs and expenses requested in any circumstance shall be final and binding on the person or entity seeking such indemnification, partial indemnification, and/or advancement of costs and expenses.

## **Section 3. Indemnification for Heirs and Personal Representatives.**

A. If the OPAA Board of Directors determines to provide any indemnification, or partial indemnification, and/or advancement of costs and expenses to any natural person under the foregoing provisions, then in the event of the death of any natural person for whom such indemnification, or partial indemnification, and/or advancement of costs and expenses has been approved under the foregoing provisions, the OPAA Board of Directors may, but shall not be obligated to, provide such indemnification, partial indemnification, and/or advancement of costs and expenses for the benefit of such deceased natural person's heirs, executors, administrators, or personal representatives.

B. No deceased natural person's heirs, executors, administrators, or personal representatives seeking indemnification, partial indemnification, and/or advancement of costs and expenses shall be entitled to institute any action to seek to require OPAA to provide indemnification, partial indemnification, and/or advancement of costs and expenses, or to seek to recover amounts not indemnified or advanced by OPAA. It shall be a complete defense by OPAA to any such action that such indemnification, partial indemnification, and/or advancement of costs and expenses has not been approved by the OPAA Board of Directors. The determination by the OPAA Board of Directors to provide or not to provide indemnification, or partial indemnification, and/or advancement of costs and expenses, or to provide or not to provide for the amount of indemnification, or partial indemnification, and/or advancement of costs and expenses requested in any circumstance shall be final and binding on the deceased natural person's heirs, executors, administrators, or personal representatives seeking such indemnification, partial indemnification, and/or advancement of costs and expenses.

#### **Section 4. Exclusivity.**

A. Except for the mandatory indemnification as set forth in Article XIII, Section 6. and except for Court ordered indemnification in accordance with Section 14-3-854 of the Official Code of Georgia or any amendment thereto, the indemnification, partial indemnification, and advancement of costs and expenses provisions set forth hereinabove, all of which may be granted or withheld in the sole discretion of the OPAA Board of Directors, shall be exclusive and shall supercede any other rights which any person or entity may have or hereafter acquire under any statute or under the Georgia Nonprofit Corporation Code, or otherwise. Except for the mandatory indemnification as set forth in Article XIII, Section 6. and except for Court ordered indemnification in accordance with Section 14-3-854 of the Official Code of Georgia or any amendment thereto, the OPAA Board of Directors may, in its sole discretion, determine that the grant of permissive indemnification, partial indemnification, and/or advancement of costs and expenses to any natural person(s) pursuant to this Constitution and Bylaws may extend to proceedings involving the negligence of any natural person(s).

B. Notwithstanding any of the foregoing, no person or entity shall be indemnified pursuant to the foregoing provisions of this Constitution and Bylaws in relation to any tax, excise tax, or penalty assessed or asserted against such person or entity under Section 4958 of the Federal Internal Revenue Code or the regulations promulgated pursuant thereto, unless such indemnification is expressly approved by the OPAA Board of Directors.

#### **Section 5. Meaning of the term "Proceeding".**

As used herein, in accordance with the definition set forth in Section 14-3-850(8) of the Official Code of Georgia, the term "proceeding" means any

threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal; and the term "proceeding" also means and includes any appeal of any such action, suit, or proceeding, and means and includes any official inquiry or investigation that could lead to such an action, suit, or proceeding.

## **Section 6. Mandatory Indemnification.**

In accordance with Section 14-3-852 of the Official Code of Georgia, OPAA shall indemnify any OPAA Director who was successful, on the merits or otherwise, in the defense of any proceeding to which the OPAA Director was a party because the OPAA Director was a director of OPAA against reasonable expenses incurred by the OPAA Director in connection with the proceeding.

## **Section 7. Exculpation of Directors and Officers For Good Faith Actions.**

A. To the fullest extent permitted by the Georgia Nonprofit Corporate Code, no OPAA Director and no OPAA Officer shall be liable to OPAA or to any OPAA Director, or to any OPAA Officer, or to any OPAA Member, or to any OPAA player, or to any OPAA coach, or to any OPAA manager, or to OPAA umpire, and/or to any OPAA volunteer for monetary damages for any act undertaken in good faith and in the best interests of OPAA in such OPAA Director's capacity as an OPAA Director or in such OPAA Officer's capacity as an OPAA Officer; *provided however*, that this provision shall not eliminate or limit the liability of any OPAA Director or any OPAA Officer for:

- (1) any breach of such OPAA Director's or OPAA Officer's duty of loyalty to OPAA;
- (2) any breach of such OPAA Director's or OPAA Officer's fiduciary duty to OPAA;
- (3) any misappropriation of OPAA's funds or OPAA's property, or any misappropriation of any business opportunity of OPAA;
- (4) any act or omission which involves criminal conduct, intentional misconduct, intentional sexual harassment, or an intentional knowing violation of the law by such OPAA Director or by such OPAA Officer;
- (5) any act or omission not undertaken in good faith by such OPAA Director or OPAA Officer, or any act or omission not undertaken in the best interests of OPAA by such OPAA Director or by such OPAA Officer; and/or,

- (6) any agreement, contract, transaction or business arrangement entered into by such by such OPAA Director or by such OPAA Officer from which such OPAA Director or such OPAA Officer, directly or indirectly, received any excess benefit, any private benefit, or any other illegal benefit.

B. In every event, the OPAA Board of Directors shall have the right and authority to determine that any person or entity shall be exculpated and absolved of monetary damages or other sums owed to OPAA.

### **Section 8. OPAA Director's and OPAA Officer's Expenses as a Witness.**

The OPAA Board of Directors shall authorize the payment of or reimbursement of all properly documented expenses incurred by an OPAA Director or OPAA Officer in connection with such OPAA Director's or OPAA Officer's appearance as a witness in a proceeding involving OPAA or in a proceeding involving such individual's performance of duties involving OPAA, whether or not such individual is or is not a named defendant or respondent to the proceeding.

### **ARTICLE XIV - Resignations.**

Any OPAA Director, any OPAA Officer, any OPAA committee member, and any OPAA Member may resign at any time by giving written notice to the OPAA President or to the OPAA Secretary. The resignation shall take effect at the time specified therein, or immediately if no time is specified therein. The acceptance of such resignation shall not be necessary to make it effective.

### **ARTICLE XV – Amendments to this Constitution and Bylaws.**

A. Provided that such amendment, alteration, or repeal does not affect any rights of the OPAA Members, any provision of this Constitution and Bylaws may be amended altered, or repealed by a majority vote of the OPAA Board of Directors, and additions to this Constitution and Bylaws may be adopted by a majority vote of the OPAA Board of Directors provided that such additions to this Constitution and Bylaws do not affect any rights of the OPAA Members.

B. With respect to any amendment, alteration, or repeal of any provision of this Constitution and Bylaws and with respect to any addition to this Constitution and Bylaws that adversely affects any rights of the OPAA Members, any such amendment, alteration, or repeal of such provision of this Constitution and Bylaws, and any such addition to this Constitution and Bylaws, as the case may be, must first be approved by a majority vote of the OPAA Board of Directors, and then approved by a majority vote of the OPAA Members at any duly called OPAA Membership Meeting, provided notice of the proposed amendment, alteration, or repeal of such provision of this

Constitution and Bylaws, or addition to this Constitution and Bylaws, is included in the notice of such OPAA Membership Meeting.

## **Approval and Adoption of this Constitution and Bylaws**

This Constitution and Bylaws was approved and adopted by the Ocee Park Athletic Association, Inc. Board of Directors and referred to the OPAA Members on the following date:

Date of Approval and Adoption: January \_\_\_\_, 2007

This Constitution and Bylaws was approved and adopted by the Ocee Park Athletic Association, Inc. Members on the following date:

Date of Approval and Adoption: \_\_\_\_\_, 2007

## **Certification of Approval and Adoption of this Constitution and Bylaws**

The undersigned Secretary of Ocee Park Athletic Association, Inc. hereby certifies that this Constitution and Bylaws is a true and correct copy of the Constitution and Bylaws approved and adopted by the Board of Directors of Ocee Park Athletic Association, Inc. on January \_\_\_\_, 2007, and approved and adopted by the Members of Ocee Park Athletic Association, Inc. on January \_\_\_\_\_, 2007.

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Secretary of Ocee Park Athletic Association, Inc.