

NYBSA



BY-LAWS

*Last Updated:
January 2026*

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Norcross Youth Baseball and Softball Association, Inc.

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NORCROSS YOUTH BASEBALL AND SOFTBALL ASSOCIATION, INC.

Norcross Youth Baseball and Softball Association, Inc. (NYBSA) was established to provide a recreational baseball and softball program and travel baseball program for the youth of our community, regardless of race, sex, religion, or national origin. The program strives to promote the spiritual, mental, emotional, and physical development of all program participants through supervised competitive sports.

The governing body of NYBSA is the Executive Board of Directors (the “Board”). The Board works closely with the Gwinnett County Parks and Recreation Department (GPR) to ensure that recreational baseball and softball are available to our community and to maximize public use of county resources.

Softball teams will follow the guidelines established by the American Softball Association (ASA) for all groups. Baseball teams will follow guidelines established by the official National Federation of State High School Associations (NFHS) Baseball Rules Book, with modifications for age divisions younger than high school determined by the Baseball Board.

ARTICLE I MEMBERSHIP

The membership of NYBSA consists of all persons at least 18 years of age who: (i) have a child or dependent who participated in the most recent spring or fall baseball, softball, or travel baseball programs; or (ii) have served in an officially recognized volunteer position as described in these bylaws.

- A) Annual Meeting:** An annual meeting of the membership shall be held in November each year, or on any other date determined by the Board, to elect the Executive Board of Directors for the upcoming year.
- B) Special Meetings:** Special meetings of the membership may be called by the President or upon the written request of a majority of the members of the Board then in office or a majority of the membership. The written request should specify the purpose of the meeting.
- C) Time and Place of Meetings:** Meetings of the membership may be held at the time and place specified by the President or the Board.
- D) Notice of Meeting:** Notice of each membership meeting shall be communicated to each member not less than ten (10) nor more than sixty (60) days prior to the meeting. The notice shall specify the purpose for which the meeting is called and set forth the date, time, and place where the meeting will be held.
- E) Quorum:** At any meeting of the membership, the members attending the meeting shall constitute a quorum for the transaction of any business unless otherwise provided in these bylaws.
- F) Voting:** Members must attend any meeting of the membership in person in order to vote. Action to be taken by the membership vote shall be authorized by a majority of the votes cast at the meeting of the membership, unless otherwise specified in these bylaws.

ARTICLE II EXECUTIVE BOARD OF DIRECTORS

Section 1 – Number and Designations

The business and affairs of NYBSA shall be managed by the Executive Board of Directors (the “Board”). The Executive Board of Directors shall consist of nine elected and four appointed positions.

The elected positions shall include the following:

President	Treasurer	Softball Commissioner
Vice President	Player Agent	Travel Baseball Commissioner
Secretary	Baseball Commissioner	Safety & Maintenance Director

The appointed positions shall include the following:

Corporate Sponsorship Director	Public Relations Director
Equipment Director	Uniform Director

Section 2 – Election & Term of Office

- A) Elected Positions:** The elected positions of the Board shall be filled in the following manner: the President will appoint a Nominating Committee consisting of three people from the membership and two people from the current Board who will select nominees for each elected position. The Nominating Committee will conduct a background check on each nominee to confirm eligibility. All nominees must pass the background check to be eligible for election to the Board. Selected nominees will be listed in writing and submitted to the Secretary at least ten (10) days prior to the annual membership meeting. The names of all selected nominees for each office will be entered on a single ballot and submitted to the membership present at the annual meeting for voting. Those nominees for each office getting the greatest number of votes will be deemed elected to the Executive Board of Directors for the upcoming year. A minimum of two-thirds (2/3) of the Executive Board of Directors must reside within Gwinnett County.
- B) Eligibility:** To be eligible for nomination, election, or appointment to any official position with NYBSA, a person shall:
- a. be of good moral reputation;
 - b. have no record of conviction for any felony, crime of moral turpitude, or crime involving abuse, molestation, or sexual misconduct; and,
 - c. have no personal or business interest that conflicts with the interests of NYBSA.
- C) One Nominee:** When there is only one nominee for any director's position, the President shall declare the nominee elected.
- D) Term:** Each director shall serve a term of one-year consisting of a spring and fall season.
- E) Transitional Board Meeting:** The new Board's term of office begins after the annual election, but the prior year's Board shall continue until the present fall season has closed. A transitional Board meeting shall be held in November consisting of the incoming and outgoing Boards. The outgoing Board shall have no voting privilege, as they are present only to provide transitional information.
- F) Vacancies:** Vacancies on the Board shall be filled by presidential nomination and approval by a majority vote of the Board membership.
- G) Appointed Executive Board Positions:** The appointed board positions shall be filled by presidential nomination and approval by a majority vote of the Board membership at the first meeting or as soon as practical thereafter.

Section 3 – Authority

The Board shall have the ultimate authority and responsibility for running the baseball, softball, and travel baseball programs. Specifically, the responsibilities of the Board shall include, but are not limited to:

- 1) Maintaining and updating these bylaws and the General Operating Procedures as necessary;
- 2) Assuring that the league operates according to these bylaws, the General Operating procedures, and other applicable laws, rules, and regulations as may pertain;

- 3) Setting the calendar of significant events;
- 4) Approving expenditures of league funds;
- 5) Approving all playing rules and operating procedures submitted by the Baseball, Softball, and Travel Baseball Boards;
- 6) Approving all policies pertaining to concessions;
- 7) Approving all policies pertaining to public relations; and,
- 8) Maintaining all facilities and equipment owned by the organization.

Section 4 – Quorum and Manner of Acting

The Board shall conduct their meetings according to Robert’s Rules of Order. A majority of the members of the Board in office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, the directors present must adjourn the meeting until a quorum is present.

Section 5 – Meetings

Regular or special meetings of the Board may be called by the President or by a majority of the Board members. Board meetings are not open to the public and shall be held where designated in the notice of the meeting.

Section 6 – Removal of Directors

- A) Removal of Directors:** Any director may be removed at any time: (a) with or without cause, by a vote of not less than fifty percent (50%) of the membership; or (b) with cause, by a two-thirds (2/3) vote of the remaining Board members.
- B) Vacancies:** Any vacancies on the Board may be filled for the remainder of the term by presidential nomination and approval by a majority vote of the Board membership.

ARTICLE III BASEBALL BOARD

The Baseball Board shall be determined by the Executive Board. The Baseball Board shall consist of the Baseball Commissioner (who shall serve as its Chairperson) and two other directors from the Executive Board with children presently participating in the recreational baseball program. In the event that not enough executive Board directors that qualify, the Baseball Commissioner will recommend non-director members for approval by the Executive Board. The Baseball Board members shall have the following authority and responsibilities:

- 1) Proposing changes to the playing rules;
- 2) Proposing League Commissioners;
- 3) Approving Managers and Assistant Coaches proposed by the Commissioners for each league;
- 4) Approving the number of players per team proposed by the Commissioners in each league;
- 5) Approving the organization and conducting of player evaluations proposed by the Commissioners of each league;
- 6) Approving the All-Star Managers and coaching staff for each All-Star team;
- 7) Approving the organization and conducting of All-Star evaluations and player selection proposed by the Commissioners in each league;

- 8) Approving the number of All-Star teams proposed by the Commissioners in each league; and,
- 9) Resolving all disputes in the recreational baseball program, and when appropriate, reporting the disputes to the full Executive Board for resolution.

Any action taken by the Baseball Board is subject to approval of the Executive Board of Directors.

ARTICLE IV SOFTBALL BOARD

The Softball Board shall be determined by the Executive Board. The Softball Board shall consist of the Softball Commissioner (who shall serve as its Chairperson) and two other directors from the Executive Board with children presently participating in the softball program. In the event that not enough executive Board directors that qualify, the Softball Commissioner will recommend non-director members for approval by the Executive Board. The Softball Board members shall have the following authority and responsibilities:

- 1) Proposing changes to the playing rules;
- 2) Proposing League Commissioners;
- 3) Approving Managers and Assistant Coaches proposed by the Commissioners for each league;
- 4) Approving the number of players per team proposed by the Commissioners in each league;
- 5) Approving the organization and conducting of player evaluations proposed by the Commissioners of each league;
- 6) Approving the All-Star Managers and coaching staff for each All-Star team;
- 7) Approving the organization and conducting of All-Star evaluations and player selection proposed by the Commissioners in each league;
- 8) Approving the number of All-Star teams proposed by the Commissioners in each league; and,
- 9) Resolving all disputes in the recreational baseball program, and when appropriate, reporting the disputes to the full Executive Board for resolution.

Any action taken by the Softball Board is subject to approval of the Executive Board of Directors.

ARTICLE V TRAVEL BASEBALL BOARD

The Travel Baseball Board shall be determined by the Executive Board. The Softball Board shall consist of the Travel Baseball Commissioner (who shall serve as its Chairperson) and two other directors from the Executive Board with children presently participating in the travel baseball program. In the event that not enough executive Board directors that qualify, the Travel Baseball Commissioner will recommend non-director members for approval by the Executive Board. The Travel Baseball Board members shall have the following authority and responsibilities:

- 1) Selecting Managers for each travel team;
- 2) Approving the organization and conducting of player evaluations and player selection proposed by the Managers for each travel team;
- 3) Approving the number of travel teams; and,
- 4) Resolving all disputes in the recreational baseball program, and when appropriate, reporting the disputes to the full Executive Board for resolution.

Any action taken by the Travel Baseball Board is subject to approval of the Executive Board of Directors.

ARTICLE VI OFFICERS AND RESPONSIBILITIES

Section 1 – Executive Board Members

President

- 1) Serves as the primary Executive Officer of NYBSA;
- 2) Presides at all meetings of the Executive Board of Directors;
- 3) Ensures that the policies and procedures of NYBSA are followed by fellow Board members and all volunteers;
- 4) Represents or arranges for NYBSA to be represented at all county, district, state, and other meetings or functions where an NYBSA representative is required; and,
- 5) Communicates with all other members of the Executive Board of Directors to maintain awareness of all league activities and developments.

Vice President

- 1) Assists the President at all times and assumes the duties of the President in his absence;
- 2) Maintains awareness of actions taken by the President and the Board;
- 3) Reviews the bank statements and reconciliation on a monthly basis;
- 4) Manages the keys to county and NYBSA facilities; and,
- 5) Assumes special responsibilities assigned by the President as necessary.

Secretary

- 1) Manages correspondence for the league;
- 2) Maintains insurance for the players, the Board, and the facilities as necessary;
- 3) Serves as intermediary between insurance carriers and claimants;
- 4) Records and maintains detailed minutes of all meetings of the Board when requested; and,
- 5) Distributes minutes to Board members for amendment and approval when requested.

Treasurer

- 1) Manages all NYBSA funds and pays all bills and invoices submitted to NYBSA;
- 2) Handles all financial matters required by NYBSA;
- 3) Keeps up-to-date records of all receipts and expenditures on behalf of NYBSA;
- 4) Ensures that financial controls and procedures are adequate for protecting league funds;
- 5) Prepares the tax returns for NYBSA; and,
- 6) Prepares monthly financial statements for approval by the Board.

Player Agent

- 1) Manages the registration of all players and the draft;
- 2) Maintains a computer record of all active players;

- 3) Ensures compliance with all franchise rules concerning team selection and eligibility;
- 4) Prepares official rosters and tournament affidavits;
- 5) Works with league Commissioners on filling team vacancies; and,
- 6) Reports out-of-county registrants to the Gwinnett County Parks and Recreation Department

Baseball Commissioner

- 1) Serves as the Chairperson for the Baseball Board;
- 2) Ensures the NYBSA baseball operations are in accordance with league and franchise rules;
- 3) Coordinates the scheduling of umpires;
- 4) Serves as a liaison between the Baseball Board and league Commissioners;
- 5) Selects player trophies;
- 6) Reports any child-related dispute and/or problems to the Baseball Board, the Player Agent, and the President; and,
- 7) Reports all disputes in the recreational baseball program to the Baseball Board for resolution.

Softball Commissioner

- 1) Serves as the Chairperson for the Softball Board;
- 2) Ensures the NYBSA softball operations are in accordance with league and franchise rules;
- 3) Coordinates the scheduling of umpires;
- 4) Serves as a liaison between the Softball Board and league Commissioners;
- 5) Selects player trophies;
- 6) Reports any child-related dispute and/or problems to the Softball Board, the Player Agent, and the President; and,
- 7) Reports all disputes in the recreational baseball program to the Softball Board for resolution.

Travel Baseball Commissioner

- 1) Serves as the Chairperson for the Travel Baseball Board;
- 2) Ensures that all travel operations are in accordance with league rules;
- 3) Verifies that 100% of the players are eligible and approved to participate in our travel baseball organization;
- 4) Reports any child-related dispute and/or problems to the Travel Baseball Board, the Player Agent, and the Executive Board; and,
- 5) Reports all disputes in the travel baseball program to the Travel Baseball Board for resolution.

Safety & Maintenance Director

- 1) Ensures that all facilities used by NYBSA teams are well maintained and safe for practice or play;
- 2) Arranges for work to be done on NYBSA owned facilities as necessary;
- 3) Arranges for the county have work done on county fields; and,
- 4) Follows up on all accident/safety reports.

Section 2 – Appointed Positions

Corporate Sponsorship Director

- 1) Maintains records showing league sponsors and an accounting of fees received;
- 2) Provides a list of the sponsors and the fees received to the Treasurer;
- 3) Orders, installs, and maintains field advertising signs;
- 4) Establishes sponsorship programming and pricing subject to the review and approval of the Executive Board.

Equipment Director

- 1) Determines league equipment purchasing needs;
- 2) Manages the distribution of equipment (catcher's gear and game balls) to all teams;
- 3) Keeps records of the location and condition of all equipment;
- 4) Determines the replacement schedule for equipment; and,
- 5) Ensures the league equipment is returned to the league.

Public Relations Director

- 1) Organizes and schedules team pictures;
- 2) Organizes fund raising activities on behalf of NYBSA;
- 3) Promotes the league and disseminates league information to prospective registrants;
- 4) Prepares and disseminates league information to league teams; and,
- 5) Organizes league activities

Uniform Director

- 1) Serves as the liaison between the uniform vendor and our park;
- 2) Assists players with uniform sizing at registration;
- 3) Orders uniforms for all teams;
- 4) Manages the distribution of uniforms to teams;
- 5) Assists teams with exchanges; and,
- 6) Coordinates All-Star uniform selection, sizing, and ordering, as applicable.

Section 3 – Volunteer Positions

League Commissioners

- 1) Attends all meetings required by the Baseball or Softball Boards.
- 2) Organizes and runs player evaluations for their respective leagues;
- 3) Prepares the final player ratings for the draft day subject to approval by the Baseball and Softball boards;
- 4) Resolves scheduling conflicts between teams and assists in rule interpretation;
- 5) Reports conflicts of any type to the Baseball or Softball Commissioners within 24 hours, stating the parties involved, any actions taken, and any actions needed;
- 6) Reports field condition concerns to the Baseball or Softball Commissioner;
- 7) Distributes practice and game schedules to team Managers;

- 8) Reschedules games cancelled due to inclement weather; and,
- 9) Reports umpire conflicts to the Baseball or Softball Commissioner

Managers

- 1) Selects the players for his or her team;
- 2) Manages their teams during practices and games;
- 3) Follows all league rules;
- 4) Follows the NYBSA Code of Conduct and promotes good sportsmanship at all times; and,
- 5) Secures all equipment after practice and games.

ARTICLE VII COMMITTEES

Section 1 – Committees

The President or the Board may create committees with such duties, powers, and authority as the Board shall prescribe. There shall be at least two members of the Board appointed to participate on any such committee.

Section 2 – Functioning of Committees

The Board shall approve the members of all committees. All actions taken by the committee shall be reported to the Board for approval.

ARTICLE VIII MISCELLANEOUS

Section 1 – Execution of Instruments

All members of the Board shall have the power to execute instruments on behalf of NYBSA (other than checks, drafts, and other orders drawn on NYBSA funds).

Section 2 – Purchasing

All checks, drafts, and other orders drawn on NYBSA funds over the amount of Five Thousand Dollars (\$5,000.00) must be approved by the President or Vice President and signed by the Treasurer. All other checks, drafts, and orders for amounts less than \$5,000.00 drawn on NYBSA funds need only be approved by the Treasurer as long as they are for routine business matters such as utilities, franchise fees, and similar type expenses.

Section 3 – Insurance for Directors and Officers

NYBSA shall secure and maintain insurance for its Directors and Officers as may be determined from time to time by the Board.

Section 4 – Conflicts

If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation of NYBSA and these Bylaws, the provisions of Georgia law, the Articles of Incorporation of NYBSA and these Bylaws (in that order) shall prevail.

Section 5 – Electronic Records, Signatures and Documents

To the extent permitted by Georgia law, the Articles of Incorporation of NYBSA and these Bylaws, NYBSA and its Members, officers and directors may perform any obligation or exercise any right by use of any technological means providing sufficient security, reliability, identification and verifiability, which technological means have been approved by the Executive Board in its sole discretion.

Section 6 – Books and Records

The NYBSA shall keep such books and records as by law provided and shall make same available for inspection by any Member and their respective agents and attorneys in accordance with applicable law or otherwise for any proper purpose at any reasonable time.

Section 7 – Indemnification

To the fullest extent allowed by the Nonprofit Code, and in accordance therewith, the NYBSA shall indemnify every current and former officer, director and committee member against any and all expenses, including, but not limited to, attorney's fees, imposed upon or reasonably incurred by any officer, director or committee member in connection with any action, suit or other proceeding (including settlement of any suite or proceeding, if approved by the then Executive Board) to which such officer, director or committee member may be a party by reason of being or having been an officer, director, or committee member. The officers, directors and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, misconduct or bad faith. The officers, directors and committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the NYBSA and the NYBSA shall indemnify and forever hold each such officer, director and committee member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or committee member, or former officer, director or committee member, may be entitled. The NYBSA shall maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such coverage is reasonably available.

Section 8 – No Discrimination

No action shall be taken by the NYBSA or the Executive Board or officers thereof which would discriminate against any person on the basis of race, creed, color, national origin, religion, sex, familial status or disability.

Section 9 – Amendment

These Bylaws may be amended upon the affirmative vote, written consent, or any combination thereof, of at least 51% of the members of the Executive Board. Upon adoption, any amendment to these Bylaws shall be evidenced in records of the NYBSA and made available to its Members pursuant to Section 6 of these Bylaws.