

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### IDAHO STATE BABE RUTH LEAGUE INCORPORATED

was filed in the office of the Secretary of State on the **Fifth** day of **August**, A. D. One Thousand Nine Hundred **Sixty-three** and is duly recorded on Film No. **124** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Wallace** in the County of **Shoshone** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **August**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO STATE BABE RUTH LEAGUE INCORPORATED

We, the undersigned persons, all of whom are residents of the State of Idaho, and citizens of the United States, do hereby associate ourselves for the purpose of forming a corporation pursuant to Chapter 30, Title 11, Idaho Code, and for that purpose execute these Articles of Incorporation.

Article I

NAME OF ORGANIZATION

The name of this association shall be Idaho State Babe Ruth League Incorporated.

Article II

OBJECT

The purpose for which this association is organized is as follows:

- A. This corporation is formed for benevolent purposes, especially to finance, support, manage and operate Babe Ruth Leagues in the State of Idaho.
- B. To develop and operate a baseball program in affiliation with Babe Ruth League, Inc., a New Jersey Corporation, in conformity with and pursuant to the principles, rules and regulations enunciated by said Babe Ruth League, Inc.
- C. In conjunction with such purpose the objective of this association is that through the medium of a supervised, competitive baseball program, guided and governed by said Babe Ruth League, Inc. this association will seek to implant in the youth of this State and its Communities ideals

of good sportsmanship, honesty, loyalty, courage and reverence, so that they may be finer, stronger and happier youth who will grow to be good, clean, healthy adults.

### Article III

#### STATEMENT OF AFFILIATION

This association shall be affiliated with Babe Ruth League, Inc., a New Jersey Corporation, and shall be governed by, and shall comply with, the principles, rules and regulations enunciated and decreed by Babe Ruth League, Inc., a New Jersey Corporation.

### Article IV

#### NON PROFIT

This corporation is a non-profit corporation organized solely for benevolent and eleemosynary purposes. There shall be no capital stock in this corporation nor shall any of its funds be used except for the purposes hereinbefore defined in Article II. The time of existence of this corporation shall be in perpetuity.

### Article V

#### PLACE OF BUSINESS

The principal place of business of this corporation shall be Wallace, Idaho.

### Article VI

#### POWERS

This association shall have the following powers in addition to the powers expressly or implicitly conferred on it by law.

- A. To make and enforce rules and regulations to govern itself on a state basis, but consistent with and not contrary to any rules and regulations promulgated by Babe Ruth League, Inc., a New Jersey Corporation, or by the Regional echelon of said Babe Ruth League, Inc., to which this association is subject.

- B. This association shall have the power to solicit contribution, enter into contracts, hold and own property.

#### Article VII

#### MEMBERSHIP - ELIGIBILITY

- A. The members of this association shall be the President (or his designated representative per association By-Laws) of each Babe Ruth League within the State of Idaho, providing said league is a member in good standing of Babe Ruth League, Inc., a New Jersey Corporation, and further, providing said league has complied with such Idaho State Babe Ruth League Association rules and regulations as hereafter set forth. This shall include an annual State fee per division of each league which fee shall be fixed by the Board of Directors.

#### Article VIII

#### OFFICERS

The officers of this association shall be a State Director, Assistant State Director, and a Secretary-Treasurer. The term of office shall be for one year. Time of election shall be at the annual meeting of the association, to be held not later than the 31st day of / October of each year. It shall be required that any candidate for the office of State Director shall have had at least one full calendar year's experience as a State Babe Ruth League official or two calendar years' experience as League officer or as a Director in the Babe Ruth Program (area, district). It shall be required that any candidate for any of the other state offices shall have had at least one full calendar year's experience as a League officer or as a Director in the Babe Ruth Program (area, district).

## Article IX

### GOVERNMENT, BOARD OF DIRECTORS, AND EXECUTIVE COMMITTEE

The government of this association shall be invested in the Executive Committee.

- A. The Executive Committee shall consist of the duly elected state officers, and the state Tournament director. The State Director shall serve as chairman.
- B. The Board of Directors shall consist of the Area and District Directors in addition to the Executive Committee. Such directors to have a minimum of one year's experience in the Babe Ruth Program in an official capacity. The State Director shall serve as chairman. The term of office, specific number of directors and other requirements to be as depicted in the Association By-Laws.
- C. The individual leagues making up the state Association will participate in the policy making and operation of the association through their area and district directors and at the annual membership meeting. Said leagues to be represented by their respective presidents or designated representative.

## Article X

### STANDINGS COMMITTEES

Standing committees may be appointed by the State Director; however, membership on a committee does not, in itself, constitute membership in the association.

## Article XI

### MEETINGS AND QUORUM

- A. Membership Meetings - There shall be a minimum of one annual meeting of the association members, to be held not later than 31 October of each

year. The specific date, time and site to be scheduled by the Executive Committee and such schedule to be given in writing to all association members 15 days prior to the scheduled date. The annual election of State officers shall be held at this meeting.

2. Special meetings of the association membership may be called by the State Director. Five days' notice to be given in writing to all association members of the specific date, time and place,

B. Board of Directors Meetings

1. There shall be a minimum of three annual regular meetings of the Board of Directors. The first meeting shall be held on any date during the period 1 Nov. to 1 April. The second meeting shall be held on any date during the period 1 April to 1 July. The third meeting to be held on any date during the period 1 July to 1 Nov. The specific date, time and place shall be scheduled by the Board of Directors during a prior meeting, and such schedule to be given in writing to all members of the Board of Directors thirty days prior to the scheduled date.

2. Special meetings of the Board of Directors may be called by the State Director. Five days' notice is to be given in writing to all members of the Board of Directors.

C. Executive Committee Meetings

1. The Executive Committee shall hold regular monthly meetings, the specific date, time and place to be scheduled by them and proper notice given each member five days prior to meeting.

2. Special meetings of the Executive Committee may be called by the State Director upon proper notice as to date, time and place given to

each member five days prior to meeting.

- D. 1. A quorum for meetings of the membership of the association shall not be less than 30% the eligible association membership.
2. A quorum for the Board of Directors shall not be less than 50% of the Board of Directors.
3. A quorum for the Executive Committee - State Director and any other two members of Executive Committee.
- E. Association matters requiring approval by the association membership, Board of Directors of Executive Committee will require a majority vote of a quorum for approval.

#### Article XI

##### DISSOLUTION

In the event of dissolution of the Corporation, either voluntarily or involuntarily, any assets belonging to the Corporation will be distributed by the Board of Directors and/or any authority having jurisdiction of this Corporation upon such dissolution, to either a successor non profit corporation exempt and qualified as a non-taxable educational, benevolent or charitable organization, or in event there is no successor organization, then to any organization serving a public purpose, not organized for private interests and which is qualified or can qualify as a non-taxable organization under the provisions of the internal Revenue Code as it may be amended from time to time.

#### Article XII

##### FIRST BOARD OF DIRECTORS

The directors hereinafter named were duly elected at a meeting called pursuant to the requirements of Section 30-1102 Idaho Code, to-wit; by publication for two weeks in the North Idaho Press, a paper of daily publication, Wallace, Idaho, and held on the 8th day of July, 1963, at the Elks Temple, Wallace,

Fred Quinn	189 King Street	Wallace, Idaho
Roger L. Robertson		Silverton, Idaho
Ewing H. Little	211 W. Elder Ave.	Kellogg, Idaho
D. W. Morehouse	Box 378	Wallace, Idaho
Donald F. McIntyre	203 Presley	Kellogg, Idaho

Fred D. Quinn  
Erving H. Little  
C. W. Warner

On this 8th day of July, 1963, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared Fred Quinn, Ewing H. Little, and D. W. Morehouse known to me to be the person whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

Clara Lee  
Notary Public in and for the State  
of Idaho, Residing at Wallace, Idaho.



## Article XII

STATE OF IDAHO )  
 ) ss.  
County of Shoshone )

Fred Quinn and Ewing H. Little

being first duly sworn depose and say as follows:

That they were the presiding officer and secretary, respectively, of a meeting of the membership of Idaho State Babe Ruth League Incorporated, held on Monday, the 8th day of July, 1963, at the hour of 7:30 o'clock P.M. (MST) at the Elks Temple, Wallace, Shoshone County, Idaho, pursuant to the Notice and in the manner and form required by Section 30-1102, Idaho Code.

That at said meeting a majority of the members of the Idaho State Babe Ruth League Association were present, voted to adopt these Articles of Incorporation and to elect to the Board of Directors those persons whose names and addresses appear in Article XII hereof.

Fred D. Quinn  
Ewing H. Little

Subscribed and sworn to before me this 8th day of July, 1963.

Allen Lane  
Notary Public in and for the State  
of Idaho, Residing at Wallace, Idaho