

**FIRST AMENDED BY-LAWS OF
MANAKATO AREA YOUTH BASEBALL ASSOCIATION, INC.**

**SECTION 1
MEMBERSHIP, DUES AND PURPOSE**

Section 1.01 Non-Membership Corporation. This Corporation shall be a non-membership nonprofit corporation and shall have no members. The non-profit corporation shall be governed by the Board of Directors of the Corporation.

Section 1.02 Dues. This nonprofit corporation shall not charge dues for membership or participation in its regulated activities or for participation as a director, officer, or staff personnel.

Section 1.03 Purpose. This nonprofit corporation is organized for the purpose of providing services to youth by styling baseball to the mental and physical capacities of ages six (6) years old to eighteen (18) years old who reside within the boundaries of School District No. 77, Mankato, Minnesota.

**SECTION 2
DIRECTORS**

Section 2.01 Number; Qualifications. Except as authorized by the Articles of Incorporation or unanimous affirmative vote, the business and affairs of the nonprofit corporation shall be managed by or under the direction of a Board of not less than fifteen (15) directors. Directors shall be natural person who are 18 years of age or older.

Section 2.02 Term. Each director shall serve for a two year term, with each term year commencing October 1st and expiring September 30th. A director shall hold office until a successor is elected and has qualified or until the earlier death, resignation, removal or disqualification of the director.

Section 2.03 Vacancies. Subdivision 1. Vacancies on the Board of Directors resulting from the death, resignation, removal or disqualification of a director shall be filled by the affirmative vote of a majority of the remaining members of the Board, though less than a quorum.

Subdivision 2. Vacancies on the Board resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time such directorships are created.

Subdivision 3. Nominations for vacancies shall be filled pursuant to the procedures set forth in Section 3.03 herein.

Subdivision 4. Each person elected to fill a vacancy shall hold office until a qualified successor is elected by the Board of Directors at the next regular meeting or at any special meeting duly called for that purpose.

Section 2.04 Resignation and Removal of Directors. Subdivision 1. A director who is absent from two (2) consecutive meetings without cause will be removed from the Board of Directors, and the vacancy shall be filled as prescribed by these Bylaws

Subdivision 2. A director may be removed by a two-thirds (2/3) vote for any other reason deemed appropriate by the remaining directors.

Section 2.05 Place of Meetings. Each meeting of the Board of Directors shall be held at the principal executive office of the nonprofit corporation or at such other place as may be designated from time to time by a majority of the members of the Board or by the President. A meeting may be held by conference among the directors using any means of communication through which the directors may simultaneously hear each other during the conference.

Section 2.06 Regular Meetings. Regular meetings of the Board of Directors for the transaction of any business shall be held on the third (3rd) Sunday of each month. Written notice of each meeting shall be provided to each director and staff member at least one week prior to the scheduled meeting, and can be provided via postal delivery, personal delivery, or electronic mail.

Section 2.07 Special Meetings. A special meeting of the Board of Directors may be called for any purpose or purposes at any time by the President, the Vice President, or any three members of the Board by giving not less than two days' notice to all directors of the date, time and place of the meeting via postal delivery, personal delivery, or electronic mail. When notice is mailed using postal delivery, at least four days' notice shall be given. The notice need not state the purpose of the meeting.

Section 2.08 Waiver of Notice. A director of the nonprofit corporation may waive notice of the date, time and place of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and thereafter does not participate in the meeting.

Section 2.09 Quorum. The presence in person of a majority of the directors currently holding office shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time without further notice until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of the directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 2.10 Acts of Board. Except as otherwise required by law or specified in the Articles of Incorporation of the nonprofit corporation, the Board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting. Each director shall be entitled to one vote, which vote may be cast either in person or by written proxy.

Section 2.11 Participation by Electronic Communications. A director may participate in a Board meeting by any means of communication through which the director, other directors so participating and all directors physically present at the meeting may simultaneously hear each other during the meeting. A director so participating shall be deemed present in person at the meeting.

Section 2.12 Absent Directors. A director of the nonprofit corporation may give advance written consent or opposition to a proposal to be acted on at a Board meeting or may provide written proxy to allow another director to cast his or her vote on the absent director's behalf... If the director is not present at the meeting, his or her consent or opposition, by proxy or otherwise, does not constitute presence for purposes of determining the existence of a quorum, but such votes given on the absent director's behalf shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting. Votes of an absent director by advance written consent or opposition other than by proxy shall be counted provided that the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 2.13 Action Without a Meeting. An action required or permitted to be taken at a Board meeting may be taken without a meeting by written action signed by all of the directors. Any action, other than an action requiring member approval, if the Articles of Incorporation so provide, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at

which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date.

Section 2.14 Compensation. Directors shall not be compensated for the execution of their duties or responsibilities as members of the Board of Directors, other than reimbursement of out-of-pocket expenses incurred and approved by the Board.

Section 2.15 Advisory Directors. The Board shall have the power to appoint and/or elect advisory directors without limitation as to number or tenure. An advisory director has no voting power, and is meant to serve in an advisory capacity only.

SECTION 3 **COMMITTEES**

Section 3.01 Committees. The Board and/or the President may establish committees having the authority of the Board in the management of the business of the nonprofit corporation only to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board, except as provided in Section 3.04.

Section 3.02 Number and Term. A committee shall consist of three or more natural persons, who need not be directors. Committees shall serve for the period designated in such appointment, except that all committees other than the Special Litigation Committee shall dissolve at the first meeting of the Board in the new term year unless specifically continued by the Board.

Section 3.03 Nominations Committee. The President shall appoint a nomination committee at least thirty (30) days prior to the regularly scheduled Board of Directors meeting each September.

Subdivision 1. The nominating committee shall consist of not less than three (3) members, which shall report its recommendations to the Board for directors to be elected at the Regular meeting of the Board each September. Such recommendations shall be advisory and shall in no manner limit additional nominations to be made from the floor.

Subdivision 2. Vacancies on the Board of Directors may be filled for the remainder of an unexpired term by: a) reviewing the candidates presented by the Nominating Committee or nominated from the floor during the previous election; or b) a nomination from the floor. Vacancies shall be filled by a majority of the remaining directors at any regular or special meeting of the Board of Directors.

Section 3.04 Special Litigation Committee. The Board may establish a committee composed of one or more independent directors or other independent persons to determine whether it is in the best interests of the nonprofit corporation to pursue a particular legal right or remedy of the nonprofit corporation and whether to cause, to the extent permitted by law, the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the nonprofit corporation. The committee, once established, is not subject to the direction or control of, or termination by, the Board. A vacancy on the committee may be filled by a majority vote of the remaining committee members. The good faith determinations of the committee are binding upon the nonprofit corporation and its directors and officers to the extent permitted by law. The committee terminates when it issues a written report of its determinations to the Board.

Section 3.05 Finance Committee. The Finance Committee shall prepare an annual budget which shall be presented to the Board of Directors for approval, and shall range for an audit of the treasurer's books on annual basis.

Section 3.06 Sponsors Committee. The Sponsors Committee shall collect news and prepare it for presentation to the Board, participants and the community through various mediums including brochures, newsletters, the nonprofit's website, or the area news media (newspaper, radio and television). The Sponsors

Committee's purpose shall be to encourage the community interest needed in carrying out the operations and goals of the nonprofit corporation.

Section 3.07 Operations and Guidelines. Section 2.05 to 2.14 hereof shall apply to committees and members of committees to the same extent as those sections apply to the Board and directors.

SECTION 4 **OFFICERS**

Section 4.01 Number and Designation. The nonprofit corporation shall have one or more natural persons exercising the functions of the offices of President, Vice-President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers or agents as it deems necessary for the operation and management of the nonprofit corporation, with such powers, rights, duties and responsibilities as may be determined by the Board. All directors shall have equal opportunity to be an elected officer of the nonprofit corporation.

Section 4.02 President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President (a) shall have general active management of the business of the nonprofit corporation; (b) shall, when present, preside at all meetings of the Board; (c) shall see that all orders and resolutions of the Board are carried into effect; (d) shall execute all documents as necessary on behalf of the nonprofit corporation; (e) shall supervise the maintenance of all required records of and certify proceedings of the Board; (f) shall appoint the membership of the Nominations committee as set forth herein; and (g) shall perform such other duties as may from time to time be assigned by the Board.

Section 4.03 Vice President. During the absence or disability of the President, it shall be the duty of the Vice President to perform the duties of the President.

Section 4.04 Secretary. The Secretary, unless otherwise determined by the Board of Directors, shall attend all meetings of the Board, shall record or cause to be recorded all proceedings thereof in a book to be kept for that purpose, and may certify such proceedings. Except as otherwise required or permitted by law or by these By-Laws, the Secretary shall give or cause to be given notice of all meetings of the Board.

Section 4.05 Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer (a) shall keep accurate financial records for the nonprofit corporation; (b) shall deposit all monies, drafts and checks in the name of and to the credit of the nonprofit corporation in such banks and depositories as the Board shall designate from time to time; (c) shall endorse for deposit all notes, checks and drafts received by the nonprofit corporation as ordered by the Board, making proper vouchers therefore; (d) shall disburse corporate funds and issue checks and drafts in the name of the nonprofit corporation, as ordered by the Board; (e) shall render to the President and the Board, whenever requested, an account of all of such officer's transactions as Treasurer and of the financial condition of the nonprofit corporation; and (f) shall perform such other duties as may be prescribed by the Board or the President from time to time.

Section 4.06 Gambling Manager. In the event the nonprofit corporation is licensed pursuant to the State of Minnesota Gambling Control Board, the Gambling Manager shall be bonded and complete all training and certification or licensing as required by the State of Minnesota Gambling Control Board. The duties and responsibilities of the Gambling Manager shall be determined by the State of Minnesota Gambling Control Board.

Section 4.06 Authority and Duties. In addition to the foregoing authority and duties, all officers of the nonprofit corporation shall respectively have such authority and perform such duties in the management of the business of the nonprofit corporation as may be designated from time to time by the Board of Directors. Unless prohibited by a resolution approved by the affirmative vote of a majority of the directors present, an officer elected or appointed by the Board may, without the approval of the Board, delegate some or all of the duties and powers of an office to other persons.

Section 4.07 Term. Subdivision 1. All officers of the nonprofit corporation shall hold office until their respective successors are chosen and have qualified or until their earlier death, resignation or removal. Officers shall be elected by a majority vote of the Board at the first meeting of the Board of Directors following the election of the directors to serve for each ensuing term. The term year shall be the same as the term year for the Board.

Subdivision 2. An officer may resign at any time by giving written notice to the nonprofit corporation. The resignation is effective without acceptance when the notice is given to the nonprofit corporation, unless a later effective date is specified in the notice.

Subdivision 3. An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present at a duly held Board meeting.

Subdivision 4. A vacancy in an office because of death, resignation, removal, disqualification or other cause shall be filled for the unexpired portion of the term by the Board.

Section 4.08 Compensation. Officers shall not be compensated for the execution of their duties or responsibilities as officers, other than reimbursement of out-of-pocket expenses incurred and approved by the Board.

SECTION 5 **STAFF**

Section 5.01 Number and Designation. The Board shall appoint qualified and competent individuals to exercising the functions of the staff positions of Concessions Manager, Equipment Manager, Fields Manager, General Manager, Organizational Manager, Scheduling Manager, Tournament/Travel Team Manager, Website Manager and Umpire in Chief. The Board of Directors may elect or appoint such other staff positions or agents as it deems necessary for the operation and management of the nonprofit corporation, with such powers, rights, duties and responsibilities as may be determined by the Board. Staff personnel may hold more than one staff position and there is no limit on the number of terms served.

Section 5.02 Term. Each staff member shall be for a term of one year, with each term commencing October 1st and expiring September 30th.

Section 5.03 Vacancies. Subdivision 1. Vacancies of staff positions shall be filled by: (a) reviewing the previous pool of candidates; or (b) a recommendation from the member of the Board of Directors.

Subdivision 2. A staff member may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present at a duly held Board meeting.

Subdivision 3. A vacancy in a staff position because of death, resignation, removal, disqualification or other cause may be filled for the unexpired portion of the term by the Board.

Section 5.04 Compensation. Salaries for staff personnel shall be determined by the Board of Directors and such compensation shall be paid on a monthly basis.

SECTION 6 **INDEMNIFICATION**

Section 6.01 Indemnification. The nonprofit corporation shall indemnify its officers and directors for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, as amended from time to time, or as required or permitted by other provisions of law.

Section 6.02 Insurance. The nonprofit corporation may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the nonprofit corporation would otherwise be required to indemnify the person against the liability.

SECTION 7
MISCELLANEOUS

Section 7.01 Execution of Instruments. Subdivision 1. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the nonprofit corporation shall be signed on behalf of the nonprofit corporation by the President, or the President, or any Vice President, or by such other person or persons as may be designated from time to time by the Board of Directors.

Subdivision 2. If a document must be executed by persons holding different offices or functions and one person holds such offices or exercises such functions, that person may execute the document in more than one capacity if the document indicates each such capacity.

Section 7.02 Authority. Unless so authorized by the board of directors, no officer or agent or employee shall have authority to bind the association by a contract or engagement to render it liable for any purpose.

Section 7.03 Procedure. Robert's Rules of Order (most current revised edition) shall govern the actions of the nonprofit corporation, when not inconsistent with the nonprofit corporation's Articles of Incorporation, Bylaws or Resolutions.

Section 7.04 Advances. The nonprofit corporation may, without a vote of the directors, advance money to its directors, officers or employees to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

Section 7.05 Fiscal Year; Gambling Fiscal Year. The fiscal year of the nonprofit corporation for accounting, tax and budget purposes shall be a calendar year, January 1 through December 31. The fiscal year for gambling licensing and reporting purposes shall be July 1 through June 30.

Section 7.06 Amendments. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the nonprofit corporation by a two-thirds affirmative vote of the Board of Directors at two consecutive meetings of the Board of Directors. A copy of the proposed amendment or revision to the Bylaws shall be provided to all directors at least two weeks prior to the meeting at which the proposed amendments are to be presented to the Board.

These Bylaws are effective this _____ day of _____, 2008.

President

Attest:

Secretary