

BY-LAWS
DICKINSON BASEBALL CLUB, INC.

Revised: 12/11/15

ARTICLE 1

Purpose

Section 1. The purpose of the Dickinson Baseball Club, Inc., hereinafter DBC, will be to operate a baseball program for the benefit of youth and their families so they may enjoy growth through competitive baseball.

ARTICLE II

Objectives

Section 1. To promote wholesome , competitive baseball.

Section 2. To teach the value of sportsmanship, discipline, hustle and teamwork to youth in a baseball framework.

Section 3. To build team and individual fundamental baseball skills.

Section 4. To foster growth of the game of baseball in the community and to provide opportunities for the youth of Dickinson and the surrounding area to participate in an American tradition.

ARTICLE III

Membership

Section 1. This non-profit corporation shall have no members.

ARTICLE IV

Meetings

Section 1. There will be two types of meetings: Board of Directors meetings and Committee meetings.

Section 2. The Board of Directors meetings will be scheduled as often as necessary to conduct the business of the DBC. Board meetings shall be scheduled by the President of the Board or by a majority of the Board of Directors. Board meetings must have a quorum of one-third (1/3) or more of the Board members present to vote on policy decisions.

Section 3. Notice of Board meetings will be provided to Board members at least twenty- four (24) hours in advance of the meeting.

Section 4. Committee meetings will be scheduled as often as needed to conduct the business of the club based on the duties of the committee.

Section 5. Notice of Committee meetings will be provided to Committee members at least twenty-four (24) hours in advance of the meeting.

Section 6. Attendance at all meetings of the DBC will be governed by the convening authority in the best interests of the DBC and in accordance with the laws of the State of North Dakota.

ARTICLE V
Board of Directors

Section 1. The DBC's Board of Directors will consist of up to twenty-five (25) persons, with one-third (1/3) elected by the Board of Directors annually. The election of any Directors shall be by majority vote only of the existing Board of Directors. The term for a director will be three (3) years or the unexpired portion of a three (3) year term, except for the terms of the initial Board of Directors who will serve as described below. There is no limit to the number of terms which an individual may serve. The initial Board of Directors shall designate in the minutes which 1/3 of the Directors will serve a one (1) year term, which 1/3 a two (2) year term and which 1/3 a three (3) year term.

Section 2. The Board of Directors will manage DBC's affairs.

Section 3. The twenty-five (25) directors shall all be deemed voting directors.

Section 4. In addition to the directors outlined in Section 3 above, up to two additional directors shall be appointed, one from the Board of Park Commissioners and one from the employees of Dickinson Parks and Recreation. These director positions shall be non-voting positions.

Section 5. No Board member will receive compensation for his or her services as a Board member. However, Board members may be reimbursed for documented expenses incurred at the direction of the Board of Directors, but such reimbursement shall require approval by a majority vote of the Board of Directors at a regular scheduled meeting.

Section 6. Any unscheduled vacancy on the Board of Directors will be filled in the interim by a vote of the Board of Directors at any Board of Directors meeting. Said appointment will serve as a Director until the next scheduled election, at which time the Board of Directors will vote on a replacement for the unexpired term of position.

Section 7. The Board of Directors will approve all hiring, purchases, contracts and agreements, and business in general unless the authority to conduct such business is delegated to a committee by a majority vote of the board prior to the transaction of said business.

Section 8. Any director may be removed from the Board of Directors by an affirmative vote of a majority of the voting directors of the corporation. Such action may be taken at any regular or special meeting of the Board of Directors. Such removal may be accomplished with or without cause.

ARTICLE VI
Officers

Section 1. The offices of President, Vice President, Secretary, and Treasurer will be filled annually from the elected directors by a vote of the directors. The term of office for these positions will be one (1) year. There is no limit to the number of terms which an individual may serve. Any two or more offices may be held by the same person.

Section 2. Nominations for the offices of President, Vice President, Secretary, and Treasurer will be presented to the Board of Directors at any meeting.

ARTICLE VII
Officers' Duties

Section 1. The President will be the DBC's Chief Executive Officer, Chairperson of the Board of Directors, and will preside at the Board meetings.

Section 2. The Vice President will preside at any meeting in the absence of the President and will automatically succeed to the Presidency if that office becomes vacant for any reason prior to the expiration of the current elected term.

Section 3. The Secretary will record the minutes for all Board meetings and report such minutes at subsequent meetings if requested. The Secretary will maintain and file copies of all documents and correspondence generated by the DBC and its committees as a historical record.

Section 4. The Treasurer will be responsible for dispersing all funds authorized by the Board of Directors. The Treasurer will maintain DBC financial records and provide a financial statement for all DBC Directors.

ARTICLE VIII Organization/Duties of Committees

Section 1. The DBC Board of Directors will provide for the appointment of any committees deemed necessary for the smooth operation of the DBC.

Section 2. Committees will be made up of Directors and volunteers in such numbers as to allow for functional effectiveness. All committees will include a member of the Board of Directors who will report to the Board on behalf of the committee.

Section 3. Each committee chairperson will appoint persons within the committee to perform functions needed by that committee, such as recorder or vice-chairperson.

Section 4. The specific duties of a committee will be defined by the Board of Directors at the time each committee is appointed or reappointed.

ARTICLE IX Organization

Section 1. DBC, Inc., shall form two (2) divisions of baseball in the community. Each division of DBC baseball (Babe Ruth and Legion) shall have a separate, written team organization format with all applicable rules, guidelines and requirements specified therein. Such written team organization format shall be approved by the Board of Directors prior to becoming effective.

ARTICLE X Conflict of Interest

In order to avoid any appearance of impropriety and to eliminate potential conflicts of interest, no coach, umpire or paid employee of the DBC baseball system may serve as a member of the Board of Directors.

ARTICLE XI Indemnification and Immunity

Section 1. The DBC does hereby indemnify and hold harmless each officer and director and each former officer and director for acts committed while an officer or director against any loss, claim, cost and expense incurred in protecting and defending against the same, including attorney's fees, which arise by reason of the fact that such person is or was an officer or director of the DBC. This indemnification will apply provided the acts of such officer or director were in good faith and will not apply in the event the loss, claim, cost, or expenses result from the gross negligence or willful misconduct of the person otherwise indemnifiable while acting in performance of his or her duties as

an officer or director. The DBC does hereby acknowledge and approve the provisions of both North Dakota and Federal Law regarding the Immunity of Officers, Directors and Trustees of Nonprofit Organizations.

ARTICLE XII
Fiscal Year

Section 1. The fiscal year of the DBC will begin on the first day of January and will end on the last day of December of that same calendar year.

Section 2. Funds. All funds of the corporation shall be deposited in banks or depositories in the name of the corporation in accordance with resolution made by the Board of Directors of the corporation. All withdrawals from such banks or depositories shall be made only by checks or similar orders bearing signature of one officer.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees.

Section 4. If requested by the entire Board of Directors, after the close of each fiscal year of the corporation, the financial transactions of the corporation for the preceding fiscal year shall be audited by such persons and in such manner as directed by the Board of Directors and a report of the audit shall be made to the Board of Directors within a reasonable time after the close of the fiscal year.

ARTICLE XID
Amendment of By-Laws

Section 1. These By-Laws will remain in effect for the duration of the DBC. They may be amended or repealed or new By-Laws may be adopted by a simple majority of the Directors.

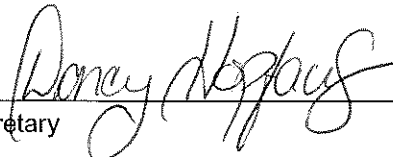
ARTICLE XIV
Parliamentary Procedure

Section 1. Parliamentary procedure of the DBC will be governed by Robert's Rules of Order.

ARTICLE XV
Dissolution

Section 1. If for any reason it becomes necessary to dissolve this corporation, the Board of Directors shall adopt a resolution recommending that the corporation be dissolved. The dissolution shall comply with North Dakota and Federal Law. Any remaining assets shall be distributed to a nonprofit fund, foundation, or corporation whose purposes are similar to the purposes of this corporation, and which is organized and operated exclusively for charitable, religious, or educational purposes, and which has established its exempt status under Section 501(c) (3) or the Internal Revenue Code, as now existing or hereafter amended. Adopted by the Board of Directors this

20th day of January, 2016.

By: 
Secretary