

LEXINGTON SOUTHEASTERN CAL RIPKEN BASEBALL, INC.

CONSTITUTION

AND

BYLAWS

ARTICLE 1

NAME AND ORGANIZATIONAL STRUCTURE

1.01 NAME

The name of this corporation shall be Lexington Southeastern Cal Ripken Baseball, Inc. (SECR) but may operate under any other appropriate name, but such name shall be properly recorded in the office of the Fayette County Clerk, Lexington, Kentucky. Either the real or assumed name of this corporation may be changed pursuant to the Kentucky Revised Statutes.

1.02. ORGANIZATION STRUCTURE

1.02.A. Corporate Ownership

A majority vote of the major and minor league parents of the SECR shall control all actions or endeavors of the SECR and shall reverse or revoke any action of the subordinate board of directors or of the officers of the corporation. The members shall elect, at its annual meeting, the following Officers of the organization who will serve as the Board of Directors for the corporation: President; Vice President; Secretary; Treasurer; Player Agent; Vice-President of Facilities; Vice-President of Fundraising and Parent Auxiliary Chairperson. The Officers of the corporation shall have the duties specified in these bylaws and also identified in the League Charter. The Board may appoint such additional Officers as it deems necessary to carry out the purpose and functions of the league.

1.02.B. League Charter

This corporation provides the opportunity for children within the geographical boundaries authorized by Babe Ruth League, Inc., of 1770 Brunswick Avenue, P.O. Box 5000, Trenton, New Jersey 08638, to play baseball or any other associated activity hereinafter referred to as "baseball". This corporation shall make no act or action in violation of said charter. Additionally, the corporation shall make no act or action in the violation of the corporate charter issued by the Commonwealth of Kentucky for charitable or nonprofit corporations of the rules prescribed by the Internal Revenue Service for the preservation of the corporation's tax exempt status.

1.02.C. Corporate Identification

Each Member, Director and Officer shall be responsible for ensuring that all the activities of SECR be carried on in its name and shall ensure that the designation "Inc." is clearly stated on each document executed for the corporation.

1.02.D. Division Into Leagues

The sports activities of the corporation shall be divided in to four leagues. These leagues shall be known as a Major League, a Minor League, a Rookie League and a T-ball League.

1.02.D.1 Major League

The purpose of the Major League is to be a League for the children ages 9 through 12 years old with exceptional playing ability. This is to be a COMPETITIVE league teaching the fundamentals of baseball and good sportsmanship for the local league and tournament play. One of the Major League's objectives will be to field competitive All-Star teams that will compete against other independent or Cal Ripken Leagues in independent or nationally sanctioned Cal Ripken tournaments, including the Cal Ripken World Series. Four All-Star Teams will be fielded as follows: a 12-Year Old Team, an 11-Year Old Team, a 10-Year Old Team and a 9-Year Old Team.

1.02.D.2 Minor League

The purpose of the Minor League is to provide a training and developmental league for all children 9 through 12 years old who have not been selected for Major League play. This will be a player pitching league aimed at developing fundamentals of good baseball and sportsmanship to allow players the ability to develop their skills to the fullest potential and to move to the Major League if possible.

1.02.D.3 Rookie League

The purpose of the Rookie League (a coach pitch league) is to provide a training and developmental league teaching the fundamentals of baseball and good sportsmanship for 7 and 8 year old children who have mastered the basic skills of Baseball as taught in T-Ball and are capable of the increased challenge of hitting a moving ball pitched by a coach with accuracy and at a controlled speed for safety.

1.02.D.4 T-Ball League

The purpose of the T-Ball League (hitting the baseball from a stationary Tee) is to introduce 4-6 year old players to the game of baseball in an instructional league teaching children the basic fundamentals of baseball, team play and good sportsmanship in an enjoyable atmosphere.

1.02.D.5 League and Age Requirements

All players during the regular season must play at the age Babe Ruth League, Inc. determines they are.

1.03 CORPORATE OFFICE

The principal office of the corporation shall be located in Fayette County, Kentucky. The location of the principal office may be changed by act of the Board of Directors.

ARTICLE 2
PURPOSE AND OBJECTIVES

2.01. PURPOSE

The purpose of the corporation shall be to operate a Cal Ripken Baseball program for children between the ages of 4 and 12 to maintain a safe and secure place for the children to participate in the baseball program and to raise money for this purpose.

2.02. OBJECTIVES

The objectives of the SECR shall be the following:

2.02.A. To promote baseball to children of our league.

2.02.B. To uphold the intent of *The Sportsmanship Code of Babe Ruth League*.

Develop a strong, clean, healthy body, mind and soul.

Develop a strong urge for sportsmanlike conduct.

Develop understanding of and respect for the RULES.

Develop courage in defeat, tolerance and modesty in Victory.

Develop control over emotions and speech.

Develop spirit of cooperation and team play.

Develop into real, true CITIZENS.

2.02.C. To provide the boys and girls within the league boundaries with the facilities, equipment and supervision to enjoy and learn the game of baseball.

2.02.D. To teach the boys and girls within the league, while they are learning and playing, the principles of fair play and good sportsmanship.

2.02.E. To teach the boys and girls within the league proper attitude in both winning and losing.

2.02.F. To advance the spirit of teamwork and team play.

2.02.G. By means of supervised athletic competition, to guide these young boys and girls through a period of maturation into honest, thoughtful and useful adult citizens of our community.

2.02.H. To insure the successful accomplishments of the aforementioned objectives through a diligent search and selection of highly qualified managers and coaches.

2.03. PERMITTED ACTS

To achieve the above objectives and purposes, the corporation shall have the power to do all lawful acts necessary or desirable to carry out the aforesaid stated objectives and purposes, which shall be consistent with, and shall not cause the revocation of, the corporation's tax exempt status and which shall be in compliance with Chapter 273, Kentucky Revised Statutes and Section 501, Internal Revenue Code of 1986 as each of these statutes may currently exist or may hereafter be amended.

ARTICLE 3 MEMBERSHIP

3.01. REGULAR MEMBER

The parents, coaches and other adults whom are actively involved in furthering the objectives of Major League and Minor League shall be the regular members of this corporation. For this purpose: "parents" shall be the custodial parents of the Major League players on each of the teams; "manager/coaches" shall be the persons who are coaching each of the teams; and "other adults actively involved in furthering the objectives of SECR" shall be persons not in either of the above categories who attend the annual meeting of the corporation and who so designate this status to the Secretary of the Corporation.

3.01.A. Parent Member

A Parent Member is a parent or guardian of a player member. All Parent Members will be responsible for:

- (A) Seeing that the player member is at team functions
- (B) Assisting the player member in participation in a league fundraiser
- (C) Cooperating with the team managers and coaches
- (D) Attending the Parent Meeting

3.01.B. Volunteer Member

A Volunteer Member is any adult that is interested in furthering the objectives of SECR.

3.02. PLAYER MEMBER

Any boy or girl meeting the requirements of Babe Ruth League Regulations, who resides within the boundaries of the SECR as authorized by the Babe Ruth State Commissioner, who is eligible for the participation and who has been selected as a player on a subordinate team shall be a player member of this corporation, but shall have no rights, duties or obligations in the management or in the property of SECR. (Moved to 11.06)

3.02.A. Additional Responsibilities

All Player Members will be responsible for participating in the annual league fundraiser.

3.03 MEMBERSHIP MEETINGS

3.03.A. Annual Meeting

A general membership meeting, which shall be the corporation's annual meeting, shall be held at the end of the Spring season. This meeting may be a picnic or similar activity as approved by the Board. The purpose of the general membership meeting will be: (1) to elect officers and members of the Board of Directors for the next year; (2) to conduct any other business as may be appropriate; (3) to recognize board members and other individuals for their work; and (4) to present awards.

3.03.B. Special Meeting

3.03.B.1. The Board of Directors may call special meetings of the members on one week's notice.

3.03.B.2. On written request of any twenty-five (25) members of the corporation-delivered or mailed to the President or Secretary of the Corporation and specifying a reason for the meeting- the President shall call a special meeting of the members to be held within two weeks after receipt of said notice. At least one week's notice of said meeting shall be given to the members. Said notice may be constructive (and in this instance made by publication) and shall state the reason for the special meeting.

3.03.C. Annual Meeting Notice

The notice of annual meeting shall be posted at the park or distributed via email or other electronic notification by the president two weeks prior to the annual meeting.

3.04. VOTING

Only parents of major league players and parents of minor league players, as specified in this Article, shall be entitled to vote for officers and directors. Voting by proxy at any regular or special meeting of the members shall not be allowed.

3.05. EXECUTIVE BOARD

The Executive Board (President, Vice President, Treasurer, Player Agent and Secretary) hold the right to rule upon any situation that is not specifically addressed within the bylaws. The President shall authorize or approve all expenditures, and with the Executive Board, will conduct an audit of league financial records during the months of May and September of each league year.

ARTICLE 4 DUES

Fees for seasonal registration, All-Star Teams and Select Teams will be established annually by the SECR Board of Directors and are subject to change from year to year. To determine the amount of the annual

registration fees, the Board of Directors shall first determine the operating budget for the ensuing year and shall then equally prorate that amount among the player members. Funding from other sources and scholarships, if any, shall first be considered before setting the amount of the fees to be charged to the playing members.

4.01. LEAGUE SIZE LIMITATIONS

To facilitate the optimum utilization for fields for play, practice, weather conditions and player development, the member of teams per league and number players per team will be limited to maximum level as described below:

MAJOR LEAGUE: Maximum number of teams will be limited to Ten (10) Teams with a maximum of Thirteen (13) players per team. Each team shall consist of no less than twelve (12) players as set by the Board of Directors prior to the draft based upon the number of eligible players available to draft. At no time shall a Major League team consist of more than 5 players of the same league age; league or division rules may apply.

MINOR LEAGUE: Maximum number of teams will be limited to Eighteen (18) Teams with a maximum of Fourteen (14) players per team.

ROOKIE LEAGUE: Maximum number of teams will be limited to Eighteen (18) Teams with a maximum of Fourteen (14) players per team.

T-BALL LEAGUE: Maximum number of teams will be limited to Eighteen (18) Teams with a maximum Fifteen (15) players per team.

The optimum arrangement for any baseball program is to have one league per field.

ARTICLE 5 BOARD OF DIRECTORS

5.01. GENERAL POWERS

5.01.A. The business and affairs of the corporation shall be governed and arranged by the Board of Directors. In the management of the business and affairs, the Board of Directors is hereby vested with all the powers possessed by the corporation itself, so far as this delegation of authority is not inconsistent with the laws of the Commonwealth of Kentucky and the Articles of Incorporation or with these By-Laws. The Board of Directors has the power to authorize the corporation's president to execute all legal instruments of every kind and nature on behalf of the corporation, including notes, leases, conveyances, contracts, and all other legal instruments. The president's signature shall be the only signature required on any such instrument. His/Her signature, nevertheless, may be attested by the secretary of the corporation.

5.01.B. The Board of Directors shall have all necessary and required power (in addition to and not in substitution of all other powers): to conduct all necessary fundraising activities; to develop and change policies for the operation of the corporation's baseball program; to appropriate the expenditure of all, or any portion thereof, of the corporation's funds or the disposition of the corporation's assets.

- 5.01.C. The Board of Directors has the power to adopt all local rules governing the operation of SECR and any other activities involving the corporation which are not inconsistent with the rules and regulations of Babe Ruth League, Inc., Trenton, New Jersey. All official playing rules and regulations published by Babe Ruth League, Inc., shall be binding on the corporation so long as those rules and regulations do not conflict with the laws of the Commonwealth of Kentucky or the Articles of Incorporation of this corporation. In the event of conflict between a local rule and the rules and regulations of Babe Ruth League, Inc., the rules and regulations of Babe Ruth League, Inc. shall control so long as said interpretation does not violate the laws of the Commonwealth of Kentucky.
- 5.01.D. The Board of Directors shall have the power to appoint additional league officers and Board Members with or without voting rights as it shall determine as needed.
- 5.01.E. The Board of Directors may appoint standing or temporary committees as it shall determine are needed.

5.02. MEMBERSHIP

- 5.02.A. The elected Board of Directors, shall consist of the President, Vice-President, Secretary, Treasurer, Player Agent Representative, Vice-President of Fundraising, Vice-President of Facilities and Parent Auxiliary Chairperson, who shall all be elected by the Major parents at the annual meeting of the corporation.
- 5.02.B. A manager's representative for each major league division will be voted upon by the major league managers.
- 5.02.C. Each member of the Board of Directors shall hold office for a term of one year but may continue as a member of the board until his/her successor has been appointed or elected. A director may succeed himself/herself. The term shall be October 1st through September 30th.

5.03. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining members of the Board and the person appointed shall fill the remaining unexpired term of the vacancy.

5.04. MANNER OF ACTING

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board unless otherwise stipulated in these bylaws. The act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise designated in these bylaws. A quorum shall be deemed present in all events when the requisite number of Directors is present during a discussion of a matter of business and that business is placed to a vote within 90 minutes of the initial discussion regardless of whether Directors may have abstained themselves for the sole purpose of dropping the matter below a quorum. In the instance identified in the preceding sentence, it shall be deemed that the absent Directors shall have abstained from voting on the matter of business.

5.05. MEETINGS

All meetings of the Board of Directors and/or any committees which are a part of the Board shall be governed by Roberts Rules of Order

5.05.A Regular Meetings

The Board of Directors shall meet at a minimum of once a month as determined by the President and/or the Executive Board at such place as may be designated in a notice from the Secretary. No special notice, other than this provision shall be required for regular meetings.

5.05.B. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three members of the Board. Special meetings shall be held at such time and place as may be designated in a notice from the Secretary. The notice of a special meeting shall designate the matters to be considered at such special meeting. Nothing in this section shall be construed to prevent new matters so be considered at a special meeting if the members of the Board unanimously approve the new matters so considered.

5.05.C. Voting

Voting on any specific issue may be by voice vote except: (1) If requested and seconded, the vote shall be completed by secret ballot; (2) absentee voting and voting by proxy shall be permitted, unless specifically prohibited by these bylaws, if made in writing and submitted to the President and Secretary prior to the beginning of the respective meeting. However, absentee voting and voting by proxy shall not be construed as attendance for any purpose that requires a two-thirds majority vote of the Directors when a quorum is present.

ARTICLE 6
OFFICERS

6.01. PRESIDENT

6.01.A. General

- 6.01.A.1 The President is the Chief Administrative Officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She shall be responsible for the compliance by the SECR with the rules and regulations of Babe Ruth League, Inc., as required by the charter issued by that organization.
- 6.01.A.2. The President is to exercise authority over all functions of the league unless otherwise directed by the Board of Directors.
- 6.01.A.3. The President may be either a man or a woman. The President shall have had a minimum of one (1) year of service on the Board of Directors in some capacity and preferably a year as Vice President also.
- 6.01.A.4. The President shall be elected by the said members at the annual meeting to serve a term of one (1) year. He/She may succeed himself/herself upon reelection at the annual meeting, without limitation.
- 6.01.A.5. The President, as a voting member of the Board of Directors, shall use his/her vote only if necessary to break a tie vote of the Board.
- 6.01.A.6. The President should be the most informed officer of the league. He/She shall know the regulations under which the Babe Ruth League operates.
- 6.01.A.7. The President is the only officer authorized to speak for the league or to sign letters written in the name of the league or on league stationary. The only exception will be those functions designated for the Player Agent.
- 6.01.A.8. The President shall be in charge of a committee including the Vice-President and Player Agent to determine the number of teams and to organize the league structure for the succeeding playing year.

6.01.B Responsibilities

- 6.01.B.1. The President is responsible for formulating the agenda for each meeting of the Board, and the general membership meeting, and is to preside over each meeting. In the event the President will be absent from a meeting, the President shall notify the league Vice-President of the expected absence and provide the Vice-President with the meeting agenda. The President shall ensure that each meeting is conducted in accordance with Robert's Rules of Order.

- 6.01.B.2. The President is the officer with whom Babe Ruth League, Inc., maintains contact. He/She shall represent this corporation in all meetings of the Council and of the District organizations.
- 6.01.B.3. The President is responsible for the completion and timely return of the yearly charter application.
- 6.01.B.4. The President should review all mail addressed to SECR.
- 6.01.B.5. The President shall be responsible for adding to the meeting agenda any items deemed significant by any member of the Board of Directors.
- 6.01.B.6. The President shall oversee the general conduct of all officers and all team managers and coaches. He/She or any other observing person, shall bring any irregular, abnormal or incorrect behavior or conduct of any officer, player, team manager, coach or other interested person to the attention of the Board of Directors. In the event an officer, team manager or coach is accused of incorrect behavior or conduct, the President shall require an immediate and complete review of the alleged improper behavior or conduct and then present the complete facts to the Board of Directors who shall determine if the behavior or conduct warrants the removal of the individual from his/her office and duties.
- 6.01. B.7. The President is responsible for ascertaining that each Board member is performing his/her duties in an acceptable or adequate manner. Any individual shall report to the Board any instance where it is apparent that a Board member is not performing his/her duties. In this event, the President shall require an immediate and complete review of the activities and behavior, and the complete facts shall be presented to the Board of Directors for consideration whether to remove the member for cause.
- 6.01.B.8. The President shall chair the committee which is responsible for finding suitable Managers for the league, reviewing their qualifications and presenting their names with their recommendations to the Board of Directors for review and approval. The other member of the committee is the Vice-President.
- 6.01.B.9 The President is responsible for making sure the Liability, Accident and Directors & Officers Insurance is in place and renewed each year.
- 6.01.B.10 The outgoing President may remain a board member for one year after his last year as active President.

6.02. VICE PRESIDENT

6.02.A. General

- 6.02.A.1. The Vice-President may be any member of the corporation.

- 6.02.A.2. The Vice-President shall be elected by the said members at the annual meeting to serve a term of one (1) year. He/She may succeed himself/herself, upon reelection at the annual meeting, without limitation.
- 6.02.A.3. The Vice-President, in the absence of the President, shall be a voting member of the Board of Directors in which case he/she shall use his/her vote only if necessary to break a tie vote of the Board.
- 6.02.A.4. The Vice-President shall support all bylaws, rules and regulations of SECR and shall attend all District and Board meetings of SECR.
- 6.02.A.5. In the absence of the President, the Vice-President shall preside over SECR meetings.
- 6.02.A.6. The Vice-President may, with the approval of the President, counter-sign checks.
- 6.02.A.7. The Vice-President will assist the President and Player Agent to determine the number of teams and to organize the league structure for the succeeding playing year.

6.02.B. Responsibilities

- 6.02.B.1. The Vice-President is responsible for assisting the President in finding suitable Managers for the league, reviewing their qualifications and presenting their names with their recommendations to the Board of Directors for review and approval.
- 6.02.B.2. The Vice-President shall serve on the protest committee with the President and Player Agent.
- 6.02.B.3. The Vice-President shall work with the Player Agent after sign-ups and try-outs to set up a draft for the purpose of filling team rosters according to SECR's established rules.
- 6.02.B.4. The Vice-President shall keep the President and Board of Directors informed of any special needs or problems which need Board action.
- 6.02.B.5. The Vice-President shall be responsible for arranging practice schedules, assisting in the re-scheduling of make-up games and also supervising a post season tournament.
- 6.02.B.6. The Vice-President will be responsible for briefing each new Manager and Coach on all rules and regulations regarding Babe Ruth League play- specifically to include pitching limitations, substitution rules and the regulations on participation in Junior Major Games (if applicable).
- 6.02.B.7. The Vice-President will be responsible for overseeing the Junior Major Games (if applicable). This includes, but is not limited to, scheduling; availability of umpires and obtaining a scorekeeper.

- 6.02.B.8. The Vice-President will be responsible for obtaining umpires for SECR and shall also handle day-to-day problems concerning umpire scheduling, replacements and all other matters relating to umpires.

6.03. SECRETARY

6.03.A. General

- 6.03.A.1. The Secretary may be any regular member of the corporation.

- 6.03.A.2. The Secretary shall be elected by the said members at the annual meeting to serve a term of one (1) year. He/She may succeed himself/herself, upon reelection at the annual meeting, without limitation.

6.03.B. Responsibilities

- 6.03.B.1. The Secretary shall preside over meetings in the absence of the President and Vice-President. The Secretary shall perform such additional duties as may be assigned to him/her by the President or by the Board of Directors.

- 6.03.B.2. The Secretary shall keep minutes of all meetings, (including Board of Directors meetings, general membership meetings and special committee meetings) in one or more books dedicated for that purpose.

- 6.03.B.3. The Secretary shall effectuate the required notice to each Member, Director and Officer of the corporation as required by law, by these bylaws or by direction of the Board of Directors or the appropriate officer of the corporation. Nevertheless, compliance with the provisions of paragraph 3.04 shall be deemed satisfactory notice.

- 6.03.B.4. The Secretary shall maintain a register of the names, current mailing address and current telephone number of each Member, Director and Officer of the corporation. The Secretary shall be deemed to have complied with any notice requirement if such notice was sent, postage prepaid, to the Member, Director or Officer as listed on the Secretary's register.

- 6.03.B.5. The Secretary shall be the custodian of all corporate records.

- 6.03.B.6. The Secretary shall perform all normal and customary duties that a secretary would ordinarily perform and not specified in this section.

6.04. TREASURER

6.04.A. General

6.04.A.1. The Treasurer may be any regular member of the corporation.

6.04.A.2. The Treasurer shall be elected by the said members at the annual meeting to serve a term of one (1) year. He/She may succeed himself/herself, upon reelection at the annual meeting, without limitation.

6.04.B. Responsibilities

6.04.B.1. The Treasurer shall preside over meetings in the absence of the President, Vice-President or Secretary. The Treasurer shall perform such additional duties as may be assigned to him/her by the President or by the Board of Directors.

6.04.B.2. The Treasurer shall endorse for deposit or collection, marked 'FOR DEPOSIT ONLY', all checks, notes, drafts or other negotiable instruments and then deposit all such funds of the corporation in such bank, or banks, as the Board of Directors shall designate.

6.04.B.3. The Treasurer shall sign all checks drawn on the account of the corporation, shall present all corporate and league financial records to the President and Vice-President and shall assist the Executive Board in completing an audit of said records during the months of May and September as mentioned in 3.05 of these articles. All bills shall be approved by the President prior to payment and his initials thereon shall be presumed to be such approval.

6.04.B.4. The Treasurer shall prepare a monthly financial statement and submit them as a financial report at each regular meeting of the Board of Directors.

6.04.B.5. The Treasurer, assisting the President, shall prepare an annual operating budget to be presented at the regular October meeting of the Board of Directors.

6.04.B.6. The Treasurer shall file all required returns with the Internal Revenue Service, the Kentucky Revenue Cabinet and the Lexington Fayette Urban County Government (LFUCG), Division of Taxation. Said tax returns currently include, but are not limited to: IRS Form 990 to be filed with the Internal Revenue Service prior to January 1 of each year; Appropriate sales tax reports to be filed with the Kentucky Revenue Cabinet; Appropriate withholding tax returns to be filed with the Internal Revenue Service, Kentucky Revenue Cabinet and LFUCG; Appropriate unemployment insurance returns to be filed with the Internal Revenue Service and the Kentucky Cabinet for Human Resources, Unemployment Insurance Fund; and any other report or return not mentioned here which either currently exists or might hereafter become required by any appropriate taxing authority.

- 6.04.B.7. The Treasurer shall, in general, perform all normal and customary duties that a Treasurer would ordinarily perform and not specified in this section.

6.05. PLAYER AGENT

6.05.A. General

- 6.05.A.1. The Player Agent may be any regular member of the corporation.

- 6.05.A.2. The Player Agent shall be elected by said members at the annual meeting to serve a term of one (1) year. He/She may succeed himself/herself upon reelection at the annual meeting with no limitations.

6.05.B. Responsibilities

- 6.05.B.1. The Player Agent shall supervise league sign ups, try-outs, and a player selection draft. He/She shall also ensure the completion of the sign-ups by the parents of the SECR player stipulating, among other things, eligibility to play inside the SECR boundaries as approved by the Babe Ruth State Commissioner and the approval of the parents or legal guardians for siblings to play on the same or different teams and/or one sibling being selected for Babe Ruth League play but not both.

- 6.05.B.2. The Player Agent shall maintain a record of candidates not selected in the draft from which player replacements may be selected. The Player Agent shall maintain all team and player records of releases and replacements.

- 6.05.B.3. The Player Agent shall serve with the President and Vice-President on a committee to rule on all protested games.

- 6.05.B.4. The Player Agent shall, in general, perform all normal and customary duties that a Player Agent would ordinarily perform and not specified in this section.

- 6.05.B.5. The Player Agent will be responsible for all sign-ups of fall ball.

6.06 VICE PRESIDENT OF THE MINOR LEAGUE

6.06.A. General

- 6.06.A.1. The Vice-President of the Minor League is elected for a period of one (1) year but may succeed himself/herself if re-elected. The individual

should have adequate knowledge of the game of baseball and should be thoroughly familiar with the purposes of the Minor League Program.

6.06.B. Responsibilities

- 6.06.B.1 Selects suitable managers for the teams after reviewing their qualifications.
- 6.06.B.2. Meets with the SECR Player Agent after Major League selections have been made to determine the number of eligible players available to establish teams for the Minor League.
- 6.06.B.3. Coordinates the practice and game schedules and provides the information to the SECR Board of Directors.
- 6.06.B.4. Serves as the Chief Liaison Officer between the Minor League and the SECR Board of Directors. He/She must coordinate requests for equipment, field maintenance – among other items- with the appropriate SECR League Officers. Fund raising programs will be coordinated directly with the SECR Vice President of Fundraising.
- 6.06.B.5. Coordinates the transfer of players, as necessary, from the Minor League Teams to the Major League Teams.
- 6.06.B.6. Oversees Fall Ball for the Minor League

6.07 MANAGERS REPRESENTATIVES OF THE MINOR LEAGUE

6.07.A. General

- 6.07.A.1. The Managers Representative of the Minor League is elected for a period of one (1) year but may succeed himself/herself if reelected. This individual should have adequate knowledge of the game of baseball and should be thoroughly familiar with the purpose of the Minor League Program.

6.07.B. Responsibilities

- 6.07.B.1. Helps the Vice-President of the Minor League with his/her duties as well as running the Minor League
- 6.07.B.2. Provides updated league information to the Website Administrator.

6.08. VICE PRESIDENT OF THE ROOKIE LEAGUE

6.08.A General

- 6.08.A.1. The Vice-President of the Rookie League is elected for a period of one (1) year but may succeed himself/herself if re-elected. The individual should have adequate knowledge of the game of baseball and should be thoroughly familiar with the purposes of the Rookie League Program.

6.08.B. Responsibilities

- 6.08.B.1. Selects suitable managers for the teams after reviewing their qualifications.
- 6.08.B.2. Meets with the SECR Player Agent to determine the number of eligible players and establishes the number of teams for the year.
- 6.08.B.3. With the Player Agent, fairly assigns players to each team based on the player's skills assessment scores. Once the teams are established, team rosters will be provided to the approved Managers.
- 6.08.B.4. Coordinates the practice and game schedules of all games and provides the information to the SECR Board of Directors.
- 6.08.B.5. Serves as the Chief Liaison Officer between the Rookie League and the SECR Board of Directors. He/She must coordinate requests for equipment, field maintenance – among other items- with the appropriate SECR League Officers. Fund raising programs will be coordinated directly with the SECR Vice-President of Fundraising.
- 6.08.B.6. Oversees Fall Ball for the Rookie League.

6.09. MANAGERS REPRESENTATIVE OF THE ROOKIE LEAGUE

6.09.A. General

- 6.09.A.1. The Managers Representative of the Rookie League is elected for a period of one (1) year but may succeed himself/herself if reelected. This individual should have adequate knowledge of the game of baseball and should be thoroughly familiar with the purpose of the Rookie League Program.

6.09.B. Responsibilities

- 6.09.B.1. Helps Vice-President of the Rookie League with his/her duties as well as running the Rookie League.
- 6.09.B.2. Provides updated league information to the Website Administrator.

6.10 VICE PRESIDENT OF T-BALL LEAGUE

6.10.A. General

- 6.10.A.1 The Vice-President of the T-Ball League is elected for a period of one (1) year but may succeed himself/herself if re-elected. The individual should have adequate knowledge of the game of baseball and should be thoroughly familiar with the purposes of the T-Ball League Program.

6.10.B. Responsibilities

- 6.10.B.1. Attends all SECR Board meetings or appoints a representative.
- 6.10.B.2. Selects suitable managers for the teams after reviewing their qualifications.
- 6.10.B.3. Meets with the SECR Player Agent to determine the number of eligible players and establishes the number of teams for the year.
- 6.10.B.4. With the Player Agent, fairly assigns players to each team. Players returning from the previous year will generally be assigned to the same team as the previous year. Once the teams are established, team rosters will then be provided to the approved Managers.
- 6.10.B.5. Coordinates the practice and game schedules of all games and provides the information to the SECR Board of Directors.
- 6.10.B.6. Serves as the Chief Liaison Officer between the T-Ball League and the SECR Board of Directors. He/She must coordinate requests for equipment, field maintenance – among other items- with the appropriate SECR League Officers. Fund raising programs will be coordinated directly with the SECR Vice President of Fundraising.
- 6.10.B.7. Oversees Fall Ball for the T-Ball League.

6.11. MANAGERS REPRESENTATIVE FOR THE T-BALL LEAGUE

6.11.A. General

- 6.11.A.1. The Managers Representative of the T-Ball League is elected for a period of one (1) year but may succeed himself/herself if reelected. This individual should have adequate knowledge of the game of baseball and should be thoroughly familiar with the purpose of the T-Ball League Program.

6.11.B. Responsibilities

- 6.11.B.1. Helps the Vice-President of the T-Ball League with his/her duties as well as running the T-Ball League.
- 6.11.B.2. Provides updated league information to the Website Administrator

6.12. VICE PRESIDENT OF FUNDRAISING

6.12.A. General

- 6.12.A.1. The Vice-President of Fundraising is elected for a period of one (1) year but may succeed himself/herself if reelected. This individual should have adequate knowledge of the activities and events associated with fundraising.

6.12.B. Responsibilities

- 6.12.B.1. Prepares and conducts presentations at Family Night meetings.
- 6.12.B.2. Oversees and coordinates primary league fundraising.
- 6.12.B.3. Organizes other fundraising activities such as field signs, Super Saturday and silent auctions.
- 6.12.B.4. Oversees merchandise sales as well as the purchasing of and maintaining of on-hand inventory.
- 6.12.B.5. Oversees Team Sponsorship for T-Ball, Rookie and Minor Leagues.
- 6.12.B.6. Coordinates and oversees Family Night with the Parent Auxillary..-

6.13. PARENT AUXILLARY

6.13.A. General

- 6.13.A.1. The Parent Auxiliary is elected for a period of one (1) year, but may succeed himself/herself if re-elected. This individual should have adequate knowledge of the activities associates with fundraising.

6.13.B. Responsibilities

- 6.13.B.1. Responsible for pictures for the league as well as assisting the Vice-President of Fundraising in his or her activities.
- 6.14.B.1. Coordinates and schedules the annual Parents Night as well as assists the VP of Fundraising with the duties of Family Night.

6.14. VICE PRESIDENT OF FACILITIES

6.14.A. General

- 6.14.A.1. The Vice-President for Field Maintenance is elected for a period of one (1) year, but may succeed himself/herself if re-elected. He/She should have a basic understanding of field safety and maintenance.

6.14.B. Responsibilities

6.14.B.1. Supervises the maintenance of all fields and practice areas. He/She must coordinate all maintenance work to be performed on SECR fields, including obtaining personnel, materials and coordinating with appropriate Parks and Recreation Officials.

6.14.B.2. Prepares the fields for play. This task may be delegated as appropriate.

6.15. VICE PRESIDENT OF TOURNAMENTS

6.15.A. General

6.15.A.1. The Vice-President of Tournaments is elected for a period of one (1) year, but may succeed himself/herself if re-elected. He/She should have the basic knowledge of tournament play, rules and organization.

6.15.B. Responsibilities

6.15.B.1. Forms a tournament committee.

6.15.B.2. Coordinates tournament game schedules with the VP of Facilities.

6.15.B.3. Advertises Invitational Tournaments.

6.15.B.4. Obtains trophies for Invitational Tournaments.

6.15.B.5. Establishes and creates tournament brackets.

6.16. OFFICER VACANCY

If a vacancy in any office occurs due to death, resignation, removal, disqualification or some other reason, the vacancy shall be filled by the Board of Directors. The Officer so appointed by the Board of Directors to fill a vacancy shall serve the remainder of the original term.

ARTICLE 7
MANAGERS AND COACHES

7.01. MANAGERS AND COACHES

7.01.A. Qualifications:

Managers and Coaches shall be at least 18 years of age. Both Managers and Coaches shall be of unquestionable repute, with high moral standards and sound character. Knowledge of baseball is necessary, but secondary to the ability to lead young players. All Managers and Coaches must be approved by the Board of Directors. To be a Manager, the applicant must first serve as a coach for a period of one year in a sanctioned Babe Ruth League Program. A Manager can serve as the Head Coach of only one team in the Southeastern League unless otherwise approved by the SECR Board of Directors.

7.01.B. Selection of Managers and Coaches

7.01.B.1. Each candidate for a position as Manager shall submit a written application. The applications shall be reviewed by the respective League Vice President before being presented to the Board of Directors for approval. Copies of coaches letters will be distributed to the Board of Directors for their review.

7.01.B.2. The final selection of a Manager shall be at the discretion of the Board of Directors. A three-fourths majority of the members of the Board of Directors who are present shall be required to select a manager. For this purpose there shall be no voting by proxy.

7.01.B.3. Upon selection by the Board, each Manager may appoint three Coaches for his/her team, subject to approval by the Board of Directors.

7.01B.4. Should a vacancy occur during the season, a Coach of that team will have the first opportunity to move up as Manager, subject to the qualifications specified in paragraph 7.01.A. hereinabove.

7.01.C. Responsibilities

7.01.C.1. Each Manager and Coach will familiarize himself with his player's background. He must know his players and their families as well as possible. He will inform the parents of Cal Ripken League objectives and goals and generally explain his/her philosophy and methods. He/She should select players for his/her team solely on their ability and use sound judgment with the Cal Ripken League player's safety, health and welfare being of utmost concern.

7.01.C.2 Managers and Coaches shall exhibit positive conduct and a sportsmanlike attitude at all times when in front of, or around, players. He/She shall set a personal example to the players of the objectives, goals, philosophy and methods of Cal Ripken League Baseball. He/She shall ensure maintenance of and strict adherence to the safety rules specified by the Board of Directors. He/She shall, at all times, work with the Board and the league to further its rules, goals, objectives and purposes.

7.01.D. Game Ejections

Any Manager or Coach who is ejected from a game will be required to go before the SECR Executive Board who has the right to suspend the Manager/Coach based on the behavior or activity which caused the ejection. This meeting will be scheduled by the Board as quickly as possible. Any Manager or Coach who is ejected from a second game during the same season will be suspended for a minimum of one game and must meet with the Executive Board. Any Manager or Coach who is ejected from a third game during the same playing season will be suspended for the remainder of the season and must meet with the Executive Board.

Any Manager, Coach or Spectator who is ejected from a game will be required to leave the park for the remainder of that game. The person ejected will be allowed to return to the park after the game he or she was ejected from is over.

The SECR Executive Board, at its discretion, can meet with a coach at any time during the season if they feel the coach is not following the Coach's Code of Conduct.

7.01.E. Review of Positions

Each Manager and Coach position shall be subject to review (based on 7.01.C.1 and 7.01.C.2) by the Board on an annual basis. The board of directors will vote on whether each major league coach will be able to return the following year. Managers and Coaches may be removed by a Board vote for actions deemed detrimental to league guidelines.

7.01.F. Selection of New Minor, Rookie and T-Ball Managers & Assistant Coaches for all Leagues

Each nominee for the position of Minor League, Rookie League and T-Ball Manager will be required to submit an email for consideration to the Vice- President of the respective league prior to being considered by the Board. The Vice-President for each respective league will recommend applicants to the Board of Directors for approval by a majority vote. In addition, the Board should review and approve individuals requesting to become assistant coaches prior to the start of the season.

7.01.G. Background Checks

All managers, coaches team moms and parents who are on the field working with league players must complete a criminal background check form as per the governing body of Babe Ruth baseball or as required by the Lexington Fayette Urban County Government Parks and Recreation.

ARTICLE 8
NOMINATING COMMITTEE

8.01 COMMITTEE CREATION

There is hereby created a nominating committee composed of the President, Vice-President, Secretary and Treasurer. This committee shall present nominees for the vacant positions on the Board of Directors at the general membership meeting at the end of each playing season. Each such nominee shall have been contacted prior to the meeting and have indicated his/her willingness to serve in the capacity so nominated. Nominations shall also be accepted from the floor before any vote is taken.

8.02 PROTEST COMMITTEE

A protest committee will review any valid protest where the Cal Ripken rules for protesting a game have been met. This committee is applicable for each league except the T-Ball and Rookie Leagues where protests are not permitted. The composition of the committee will include the President, Vice-President for the respective league and Player Agent.

ARTICLE 9
FISCAL YEAR

The corporation shall operate on a fiscal year beginning on January 1st and ending December 31st of the following year.

ARTICLE 10
FINANCIAL

10.01 RESPONSIBILITY

The Board of Directors shall have final authority in all matters concerning the finances of the corporation.

10.02 COMMON TREASURY

All funds of the corporation shall be deposited, when received, to the credit of the corporation in such bank(s), trust companies or other depositories as the Board of Directors may select. This shall include corporate fund raising and all other corporate activities. All disbursements shall be made pursuant to the annual budget approved by the Board. The budget may, however, be amended by the Board upon a majority vote of the entire Board membership. The Board of Directors shall ensure that all disbursements from the treasury shall not create favoritism among the various teams operating under this corporation.

10.03 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

10.04 CONTRIBUTIONS

All contributions shall be placed in the treasury of the SECR. In no event shall contributions be accepted by individuals or teams for individual or team use. All teams of each league shall be treated equally and without favoritism.

10.05 PURCHASES

No manager, coach or parent shall have the authority to make purchases using league accounts or funds without written permission from the league Treasurer and/or President.

ARTICLE 11 DRAFT SYSTEM

11.01 DRAFT MEETING

Following try-outs, all Managers will meet with the Player Agent, President, Vice-President, Secretary and Vice-President of the Minor League at a time and place designated by the Player Agent for the purpose of selecting players by the method prescribed by this article.

11.02 DRAFT METHOD

The last place team of the preceding season gets the first choice in every round of the draft; the next to the last place team gets the second selection in every round; and the remaining teams select players in the reverse order of their previous year's standing. If teams have identical won-lost records, the team that gets the earlier pick will be determined by a coin flip executed by the Player Agent. The winner of the coin flip will exercise the right to first pick in the first round and will alternate with the loser in the succeeding rounds.

In the case of more than two teams with identical records, and whereas the tiebreakers do not break the tie, a coin flip will determine the order of the draft, alternating based upon this example:

Round 1: Team 1, Team 2, Team 3
Round 2: Team 2, Team 3, Team 1
Round 3: Team 3, Team 1, Team 2

This example will be followed throughout the completion of the draft.

EXAMPLE

First Round

Tenth place Manager selects the first player; ninth place Manager selects the second, etc., up until the first place Manager selects the tenth player.

Second Round

Repeat the process for the first round, and continue for as many rounds as are needed to fill all rosters.

11.03 PLAYER DURATION

Each player acquired shall for the duration of his/her major Cal Ripken League career be the property of the team making the acquisition, unless subsequently released. The Board of Directors shall reserve the right to continue as a player any boy or girl whose residence changes after becoming a member of the league as provided for in Regulations of Cal Ripken League Baseball and Playing Rules. However, the best interests of the boy or girl should be taken into consideration by the Board of Directors in exercising this right. Any player who wishes to no longer play for the Major or Minor league team by which they were drafted must request a release from the team Manager. Release of a player by a team Manager must then be approved by the SECR Board of Directors.

11.04. "THROWN" TRYOUTS

Any player determined by coaches or representatives of SECR to not be performing to his or ability at the Major and Minor League tryouts shall be asked to return to the tryouts the next day. If the player refuses to return to tryouts, then said player will be ineligible to play. All participants will be informed of this prior to tryouts.

11.05. FORFEITURE OF ELIGIBILITY

Any boy/girl who participates in tryouts and is selected by a Major Team in the draft but refuses to play on the team forfeits his/her eligibility to play in the Major League for that year, pending review by the Board of Directors. Forfeiture of eligibility shall be extended to the boys/girls entire Cal Ripken career unless the parents of the boy/girl submit in writing to the league President why the boy/girl refused to play for the team. This letter has to be submitted by January 1st, and any letter submitted after that date will not be accepted for review. The reasons given shall be reviewed by a committee composed of the President, Vice-President, Player Agent, and the team Manager involved. If released by the team Manager and the Board of Directors determines by a 3/4 majority vote that the reasons given are legitimate, then the boy/girl shall be declared to be eligible for tryouts the following year.

No member will ever be denied the right to play in the league due to financial incapability of the family to pay the league dues.

11.06. PLAYER TRADING

No trading of players shall be permitted in the SECR

11.07. T-BALL & ROOKIE LEAGUE REQUEST TO BE PUT BACK INTO DRAFT

Any boy/girl, who asks to be removed from their current team and placed back into the draft with valid reason determined by the Board of Directors, the following actions must be completed:

1. Submit a letter in writing to either the league Vice President or Player Agent Representative stating the reason(s) why they want to be removed from their current team and placed back into the draft.
2. The coach of the current team and the Board of Directors will meet to evaluate the submitted circumstances.
3. If the player is released, then the player will re-enter the draft as a Hat Pick (not to be picked by the same team).

ARTICLE 12
DRAFT PROTECTED PLAYERS

12.01 MANAGER'S SONS/DAUGHTERS

The children of team Managers shall be “declared” before the first round of the draft and are then automatically assigned the next to last position on the respective team roster.

12.02 MAJOR SIBLINGS

A brother/sister is only on the same team in Major if the coach declares to keep them together before the draft begins and is automatically assigned the third draft choice position on the roster. A Major coach is not required to draft a sibling. If he/she is not “declared” by the manager holding that option, his/her status is then determined by the option indicated by the parent if they will allow the sibling to be on another major roster or if they must go to Minor. If the parent permits the siblings to play on separate teams within the Major Division, the player is then eligible for the draft on any other team. Siblings in Minor, Rookie and Tee Ball shall play on the same team.

12.02.A. Siblings (two or more siblings at try-outs – no sibling on a team)

12.02.A.1 If a parent indicates that the siblings cannot play on separate teams: When the first of the siblings is drafted, the Manager must declare his/her intention regarding the remaining sibling(s) and automatically assign the sibling to the next available position on the roster. If the Manager indicates he/she does not wish to draft the remaining sibling(s) he/she (they) is (are) not eligible for the selection by any other team and must play in the Minor League.

12.02.A.2. If the parent indicates that the siblings may play on separate teams: When the first sibling is selected, the Manager may indicate his/her intention to declare the remaining sibling(s) and automatically assign the sibling(s) to the next available position on the roster, but he/she is not obligated to do so. The remaining sibling(s) is (are) eligible for selection by any other team at any point in the draft if not declared by the Manager selecting the first sibling.

12.02.A.3. If the controversy arises regarding Case 1 or 2 above, the parents of the siblings involved should be contacted by telephone immediately to determine their preference.

ARTICLE 13
PLAYER PLAY ELIGIBILITY

13.01 PRACTICE ATTENDANCE

At the Manager/Coach's discretion, due to the safety concerns associated with baseball, a player must attend at least two-thirds (2/3) of all team practices during any given week to be eligible to play in any league game.

13.02 LOSS OF PLAYER

Players missing more than two-thirds (2/3) of all practices over a period of four (4) weeks are subject to be dropped from the team's roster and thereby forfeit their playing eligibility for the remainder of the season or their league playing career depending on the specific situation. Any action recommended by a Manager/Coach in this regard must be brought before the Board of Directors for approval. A Major League team who loses a player prior to the second half of the regular season must draft a player of the same age, if available, who participated in tryouts, and is currently playing in the Minor League. The player has the option to refuse.

13.03 MANDATORY PLAY RULE (MAJOR LEAGUE)

Every player must play either one inning in the field or have one at bat in a game. This rule does not apply to a 4 or 5-inning game due to run rule. Any manager who fails to adhere to this rule will be suspended for it's teams next game. If this rule is broken a second time during the season, it will result in a 2-game suspension. A third violation in the same season will result in a mandatory meeting with the Executive Board, which could lead to that manager's removal from his or her team.

13.04 RAINOUTS OR SUSPENDED GAMES

Rainout: Any game that cannot start within 45 minutes of its scheduled start time, due to poor weather conditions will be considered a rainout and will be played in the next available slot in the schedule that does not cause a conflict (at the discretion of the league VP) for either team. If the first game of the day cannot start, we may still elect to try to prepare the field for the next scheduled game.

Suspended Games: If a game fails to reach the minimum of 3 1/2 or 4 innings due to inclement weather, equipment failure or imposed curfew, the game will be considered a suspended game. In the event weather forces a game suspension, we will wait 45 minutes to try to complete the game. If after 45 minutes the game cannot be resumed and it failed to reach the minimum required innings, then the game will be officially suspended. For all suspended games, if enough innings have been played to make it an official game, then it will be called an official game.

If the required minimum innings have not been played, then the game will resume in the next available spot in the schedule that does not cause a conflict with either team. The game will not start over, but rather resume from the same point when it was suspended.

ARTICLE 14 AWARDS

14.01. AWARDS

The following will be made by the SECR

Participation Awards for all players in Wee Ball and Tee Ball

Individual Awards for all division winners

Individual Awards for all players finishing first or second in the season ending tournament

ARTICLE 15 LEAGUE ALL-STARS

15.01. PLAYER SELECTION – MAJOR LEAGUE ALL-STARS

Major All-Star Teams will be picked by Managers using a ballot vote at the conclusion of a try out, as set by the Executive Board. The Managers will submit a ballot with their top twelve (12) players. Players must receive a majority of the coaches' votes. If more than 12 players receive a majority of votes, the 12 players with the highest amount of votes will be placed on the team. If 12 players do not receive majority votes, those that did will be placed on the team and the remaining players that received at least one vote will continue to be voted on until the appropriate number of players receive a majority of votes. Up to three (3) remaining spots will be Coach's selections and picked by the Manager and Coaches of that team. The players will be selected before managers and coaches. Generally, the only persons authorized to be present at the All-Star selection are the league President, Vice President, Secretary and Major League Managers.

15.02 MANAGER/COACH SELECTION – MAJOR LEAGUE ALL-STAR TEAM

The Managers and Coaches of the All-Star Teams will be decided by a managers' vote. Anyone who wants to be considered for manager of one of the teams must submit his/her name to be voted on by the managers. A vote will be conducted in the following order: 9-Year Old Manager; 10-Year Old Manager; 11-Year Old Manager and 12-Year Old Manager. Once the Managers have

been selected, they must be approved by the Board of Directors. Managers select their assistant coaches from the pool of managers and assistants in the Major league and must be approved by the SECR Board of Directors.

ARTICLE 16
MAJOR LEAGUE CHAMPION

16.01 DIVISION CHAMPION

The Major League Teams are divided in two (2) divisions, American and National. The champion of each division will be the team with the best record within their division.

- 16.01.A. If two teams tie, Head to Head Record shall prevail.
- 16.01.B. If more than two teams tie and head to head does not eliminate a team, the next tiebreaker will be runs allowed within the division
- If a tie remains with runs allowed the next tiebreaker will be run differential within the division.
- 16.01.C. Once a tie is broken with multiple teams, the process starts over at head to head with any remaining teams

ARTICLE 17
AMENDMENT AND
PROHIBITED TRANSACTIONS

17.01 AMENDMENT

This instrument may be amended by a majority vote of members present at the annual meeting or at any special meeting of the members. Notice may be made as specified in paragraph 3.04 hereinabove no less than 14 days prior to said meeting. In the alternative, written notice may be mailed or given to all regular members of the corporation no less than 14 days prior to said meeting. The certificate of the Corporate Secretary that said notification was mailed, by first class mail, email or any electronic form of communication, to the last known address of each such member shall conclusively satisfy this notice requirement. No amendment may be made in violation of the following provisions of this Article 15. Amendments shall be approved only on the affirmative vote of three-fourths (3/4) of those voting members present.

17.02 PROHIBITED TRANSACTIONS

No part of the net earnings of the corporation shall inure to the benefit or be distributed to its members, directors or officers or any other proper persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to any person for services rendered and to make payments or distributions in furtherance of the purposes set forth herein.

17.03 DISSOLUTION

In the event of dissolution of the corporation after payment of all its obligations, all assets not otherwise disposed of, shall be disposed of to such organization or organizations organized and operated exclusively for a purpose similar to that of this corporation as shall be selected by the Board of Directors. In no event, however, shall any of the assets, upon dissolution, pass to any individual or other entity which is not a tax exempt entity pursuant to the Internal Revenue Code as it may exist at such time, so as to jeopardize the corporation's tax exempt standing.