

Bylaws of Inver Grove Heights Baseball Association

Article I – Name and Corporate Seal

Section 1. Name. The name of the nonprofit corporation shall be Inver Grove Heights Baseball Association (hereinafter “Corporation”).

Section 2. Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

Article II – Location

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). On the date these Bylaws were adopted, the registered address of Corporation was c/o Legal for Good PLLC, 5353 Gamble Dr., Suite 320, St. Louis Park, MN 55416. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is Inver Grove Heights Baseball Association, P.O. Box 2599, Inver Grove Heights, MN 55076.

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate or the business of the Corporation may require.

Article III – Purpose

Corporation is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is educational and charitable:

- Educational: To foster the development of youth aged eight (8) to fifteen (15) years old through the competitive sport of baseball. This includes but is not limited to: 1.) providing instruction and training related to proper techniques, safe skills, and ethical practices of baseball; 2.) encouraging effective communication, cooperation, sportsmanship, and healthy competition; 3.) developing the value and self-esteem of each individual participant; and 4.) creating an atmosphere where camaraderie, inclusiveness, accountability, learning, and respect are valued.
- Charitable: To promote a sense of community and combat juvenile delinquency by supporting maintaining an organized baseball program for the youth of the Inver Grove Heights community and its environs.

Article IV – Membership

Section 1. Membership. Membership shall consist of the Board of Directors.

Article V – Board of Directors (Governing Board)

Section 1. Number and Qualifications. Corporation's Board of Directors shall be composed of not less than thirteen (13) nor more than nineteen (19) persons who are broadly representative of the community's interests, possess applicable professional experience, or who have an expressed concern for the charitable purposes of Corporation. Directors shall be natural persons, over the age of eighteen (18).

Section 2. Ex Officio Director(s). In addition to the elected Board of Directors, Corporation shall have at least one (1) voting *ex officio* Director seat. The following will sit as voting *ex officio* member(s) of the Board of Directors:

- A. Corporation's Gambling Manager;
- B. Other persons as determined necessary by the Board of Directors.

Section 3. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To utilize all funds raised by or in the name of Corporation for the organization's legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;

- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;
- D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;
- F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;
- I. To follow these Bylaws, including meeting regularly; and
- J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 4. Terms. Directorships shall begin and end at Corporation's annual meeting. With the exception of the Gambling Manager, terms shall be two (2) years in length with approximately one-half (1/2) of the directorships up for election in even years and approximately one-half (1/2) of the directorships up for election in odd years. There shall be no limit to the number of terms a Director may serve. A Director shall hold office until his or her successor is elected and qualified.

Section 5. Election Procedures. Any person interested in becoming a Director of Corporation shall submit a written and signed notice of interest to the Corporation. An existing Director can

also nominate a candidate by submitting his/her interest to the Corporation. Each submitted notice of interest shall be considered by the Board of Directors, or a Nominating Committee, and vetted within a reasonable time. Existing Directors shall vote to approve or disapprove potential candidates at the annual meeting (or at a regular or special meeting if the number of existing Directors falls below thirteen (13)). A majority vote of existing Directors is needed for a candidate to become a Director of Corporation.

Section 6. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for just cause, including excess unexcused absences, by an affirmative vote of a majority of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider a Director's removal has been given.

Section 7. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting.

Section 8. Compensation. No compensation shall be paid to Directors of Corporation for their services, time, and efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 9. Annual Meetings. An annual meeting shall take place in the **month of September** the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. If a regular calendar of meetings is approved by the Board, no notice is required for regular meetings. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 11. Special Meetings. The Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 12. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director as soon as reasonably practicable, but no less than four (4) hours in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 13. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation. Once a quorum has been established, it continues to exist no matter how many members leave during the course of the meeting.

Section 14. Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws. To the extent a vote is electronically held outside of a duly called meeting, the issue must be voted upon 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, and the final outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.

Section 15. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 16. Private Entity. Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 17. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Corporation's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time.

Section 18. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 19. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, 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.

Article VI – Officers

Section 1. Designation. Principal Officers of Corporation shall be: President, Treasurer, and Secretary. In addition, Corporation shall have a Gambling Manager, who shall hold the role of Officer in an *ex officio* capacity as a result of his/her employment. At the discretion of the Board of Directors, other Officers such as Vice President, may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of Corporation and, with the exception of the Gambling Manager, must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, officers shall serve for a term of two (2) years, or until their successors are elected. A vacancy in any office may be filled

by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Terms. All Officers shall serve a two (2)-year term that coincides with their term as Director. Terms of office shall begin and end at Corporation's annual meeting. There shall be no limit to the number of terms an Officer may serve (other than the limitations on his/her service as a Director); however, in the case of the Treasurer, the Treasurer may serve only up to three (3) consecutive terms unless he/she is a licensed CPA. After serving three (3) consecutive terms, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

Section 4. Resignation. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any officer may be removed from his/her position for just cause by a majority vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the officer affected in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. President.

- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
- The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- After the Board of Directors authorizes said committee, the President may appoint members. The President shall be a voting *ex officio* member of all committees.
- The President shall certify the proceedings of the Board and shall cast the deciding vote when the Board of Directors is equally divided.

- The President shall know the lawful gambling statutes and rules, follow them, and assure the accuracy of the G1 Lawful Gambling Monthly Tax Return and the LG100A, LG100C, LG100F. The President shall assure that gambling funds have been spent only for authorized and approved lawful purpose contributions and allowable expenses.
- The President shall make sure that all information in applications and other documents is true, accurate, and complete, and notify the Gambling Control Board of any changes in application information.
- The President shall authorize the Gambling Control Board access to the organization's records, gambling premises, and gambling bank accounts.
- The President, along with the gambling manager, shall develop internal controls to protect the organization's gambling assets and maintain proper accounting.
- The President shall preside over Corporation's monthly meetings where the expenditure of gambling profits and gambling issues are considered; and verify that the gambling report is completed.
- The President shall attend a gambling manager seminar if the organization has not been licensed in the past twelve (12) months.

Section 8. Vice President.

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- The Vice President shall perform other duties as prescribed by the Board or by the President.
- In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9. Secretary.

- The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, Membership lists, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Moreover, the Secretary shall maintain a list Directors, Officers, members, and other volunteers that have been disciplined or otherwise sanctioned by Corporation. Copies of all documents shall be maintained at Corporation's registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.

- The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The Secretary shall maintain the office and purchase office supplies.
- The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10. Treasurer.

- The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
- The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.
- The Treasurer shall serve as the Finance Committee Chair.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11. Gambling Manager.

- The Gambling Manager shall have a gambling manager license issued by the Minnesota Gambling Control Board.
- The Gambling Manager shall attend a gambling manager seminar and pass a written test.
- The Gambling Manager shall attend a continuing education class every calendar year.
- The Gambling Manager shall have a \$10,000 bond.
- The Gambling Manager shall ensure that required reports are properly filed with the Gambling Control Board, the Department of Revenue, the IRS, and if, required, the local unit of government.
- The Gambling Manager shall oversee the activities of the organization's gambling operation. These include, but are not limited to:
 - Supervising, hiring, firing and disciplining gambling employees.
 - Reviewing and monitoring the conduct of games.

- Determining the product to be purchased and put into play.
- Determining the policy of when to put games into play.
- Ensuring all receipts and disbursements have been properly accounted for in compliance with statute and rule requirements.
- Supervising all licensing and reporting requirements.
- Promptly filing all required monthly and annual reports.
- Assuring that the organization is in compliance with all statutes and rules related to lawful gambling.
- Assuring that illegal gambling is not conducted at a permitted premise.

Section 12. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Article VII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation (i.e., they can be non-voting volunteers of Corporation).

Section 2. Standing Committees.

- A. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.
- B. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes at least two (2) other individuals. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the

annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.

- C. Gambling Committee. The Board of Directors, by resolution adopted by a majority of the Board, must establish a Gambling Committee. The President will be the Chair of the Gambling Committee. The Gambling Committee is responsible for auditing all financials related to gambling operations, monitoring gambling operations, reviewing internal controls within the organization related to gambling operations, providing monthly reports to the organization's membership regarding gambling operations, verifying annual and monthly reports to the Department of Revenue, Gambling Control Board, and any other required government unit, and reviewing the organization's annual report.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

Article VIII – Executive Director(s), Employees, & Independent Contractors

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article IX – Management & Miscellaneous Provisions

Section 1. Financial Year. The accounting year shall begin on the first day of September of each year and end on the last day of August of each year.

Section 2. Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Inver Grove Heights Baseball Association.”
- B. In addition to the Executive Director (if one exists) and the Gambling Manager, the President and Treasurer are authorized to act as signatories on Corporation’s financial accounts as required by law. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.
- C. Under the supervision of the Board of Directors, the Executive Director as well as the President and Treasurer may independently authorize expenditures of no more than \$1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.
- D. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.
- E. All money fundraised in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules as well as lawful gambling laws and rules.

Section 3. Examination by Directors and Members. Every Director and Officer of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$5,000 shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they

may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. No solicitation for money, prizes, or other items shall be permitted without the authorization of the Board of Directors. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7. Publication and Media.

- A. WEBSITE: Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for

paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.

B. NEWSPAPERS AND PRESS: Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.

C. SOCIAL MEDIA: Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a two-thirds (2/3) majority of all Directors at a properly called meeting of the Board of Directors.

[SIGNATURE PAGE TO IMMEDIATELY FOLLOW]

Certification

These Bylaws were approved at a duly called meeting of the Board of Directors of Inver Grove Heights Baseball Association by a majority vote on this 8th day of January, 2023.

These Bylaws were approved at a duly called meeting of the Voting Membership of Inver Grove Heights Baseball Association by a majority vote on this ____ day of January, 2023.

Laura Demery
Secretary

1/8/23
Date

Kris Johnson
President

1-8-2023
Date

Amended and Restated Articles of Incorporation of Inver Grove Heights Baseball Association

The undersigned, being of legal age, for the purpose of now invoking the rights and responsibilities pursuant and subject to the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, do hereby amend the aforesaid nonprofit corporation and adopt the following amended and restated Articles of Incorporation:

Article I – Name of Organization

The name of the nonprofit corporation shall be Inver Grove Heights Baseball Association (hereinafter “Corporation”).

Article II – Registered Office Address and Mailing Address

Corporation’s registered office address shall be:

Inver Grove Heights Baseball Association
c/o Legal for Good PLLC
5353 Gamble Dr., Suite 320
St. Louis Park, MN 55416

Corporation’s mailing address shall be:

Inver Grove Heights Baseball Association
P.O. Box 2599
Inver Grove Heights MN 55076

Article III – Purpose

Corporation is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This Corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is educational and charitable:

- Educational: To foster the development of youth aged eight (8) to fifteen (15) years old through the competitive sport of baseball. This includes but is not limited to: 1.) providing instruction and training related to proper techniques, safe skills, and ethical practices of

baseball; 2.) encouraging effective communication, cooperation, sportsmanship, and healthy competition; 3.) developing the value and self-esteem of each individual participant; and 4.) creating an atmosphere where camaraderie, inclusiveness, accountability, learning, and respect are valued.

- Charitable: To promote a sense of community and combat juvenile delinquency by supporting maintaining an organized baseball program for the youth of the Inver Grove Heights community and its environs.

Article IV – Exemption Requirements

Section 1. Restrictions. At all times, the following shall operate as conditions restricting the operations of Corporation:

- A. Corporation's service to the community shall be unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.
- B. No part of Corporation's annual gross receipts, property, or income shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause herein. This includes reasonable compensation for employees and independent contractors.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Corporation shall not make grants to foreign organizations or send money or property to foreign organizations that is unrelated to Corporation's charitable mission.
- E. Corporation shall have no capital stock.
- F. Notwithstanding any other provisions of this document, Corporation shall not carry on any other activities prohibited by:

1. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or
2. An organization, contributions to which are deductible under Section 170(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Section 2. Authorizations.

- A. Corporation may: solicit; take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal or mixed or any undivided interest therein, without limitation to amount or value; to convey, sell, or otherwise dispose of such property; and to invest, reinvest, and deal with the same in such a manner as in the judgment of the Board of Directors, will best promote the purposes of Corporation. Moreover, Corporation may apply for and receive grants, accept bequests, and establish and maintain an endowment fund.
- B. **Written Action.** Pursuant to Minn. Stat. § 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, 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.

Article V – Membership/Board of Directors

Section 1. Membership. Corporation shall have Members. The eligibility, rights, and obligations of the members shall be determined by Corporation's Bylaws.

Section 2. Board of Directors. The management of the affairs of Corporation shall be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of Corporation.

Article VI – Limited Liability & Indemnification

Section 1. Indemnification and Limited Liability. Consistent with Section 317A.257 of the Minnesota Statutes, no person who serves without compensation as a director, incorporator, officer, trustee, member, or agent of the Corporation shall be individually liable or responsible for any debt or obligation incurred by, or on behalf of, the Corporation, nor civilly liable for an act or omission if the act or omission was in good faith, was within the scope of the person's

responsibilities, and did not constitute willful or reckless misconduct. Corporation shall indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by Section 317A.521 of the Minnesota Statutes.

A. Indemnification will be allowable if the Director, Officer, or high-level employee:

1. has not been indemnified by another organization or employee benefit plan for the same liability with respect to the same acts or omissions;
2. acted in good faith in accordance with the required Standard of Conduct:
 - a. Standard of Conduct: Directors, Officers, and high-level employees are considered fiduciaries of Corporation. These fiduciaries shall discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a fiduciary of the Corporation and is protected by the business judgment rule.
 - b. Reliance: Directors, Officers, and high-level employees are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
 - i. One or more Officers or employees of Corporation who is reasonably believed to be reliable and competent in the matters presented;
 - ii. Counsel, public accountants, or other persons as to matters that are reasonably believed to be within the person's professional or expert competence; or
 - iii. A committee of the Board upon which the Director, Officer, or high-level employee does not serve, duly established under Section 317A.241 of the Minnesota Statutes, as to matters within its designated authority, and the committee is reasonably believed to be reliable and competent

A Director, Officer, or high-level employee will not be entitled to claim reliance if he or she has actual knowledge concerning the matter in question and that knowledge makes reliance unwarranted;

3. Received no improper personal benefit;
 4. In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful;
 5. In the case of acts or omissions occurring in the Director, Officer, or high-level employee's official capacity, he or she reasonably believed that the conduct was in the best interests of Corporation, or was not opposed to the best interests of Corporation.
- B. No Director, Officer, member, or employee of Corporation shall be personally liable for the acts, debts, liabilities, or obligations of the nonprofit Corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, member, or employee shall be subject to payment by the Corporation as a debt or obligation.
- C. Insurance: Corporation shall have the power to acquire general liability insurance, Directors & Officers liability insurance, and/or other similar liability insurance coverage in order to protect the organization from expenses arising from legal liability.

Section 2. Bonding. The Board of Directors may require appropriate bonding or insurance indemnifying Corporation against larceny, theft, embezzlement, forgery, misappropriation, wrongful abstraction, willful misapplication or other act of fraud or dishonesty, in such sum and with such sureties as the Board may deem sufficient and secure, and may authorize payment of the cost of the bond or insurance.

Section 3.

- A. Any repeal or modification of this Article by the Directors of Corporation shall not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.
- B. If the Minnesota Nonprofit Corporation Act, Chapter 317A et. seq. of the Minnesota Statutes, is amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, member, or employee, then the liability of that person shall be eliminated or limited to the fullest extent permitted by Minnesota law, as so amended.

Article VII – Conflicts of Interest

Conflicts of Interest Policy. The purpose of this conflicts of interest policy is to protect Corporation when Corporation is contemplating entering into a transaction or arrangement that might benefit

the private interest of an Officer or Director of Corporation or might result in a possible excess benefit transaction.

A. Definitions:

1. Interested Person. An interested person, for purposes of this conflicts of interest policy, is any Director, Officer, or Member of a committee with Board-delegated powers, who has a direct or indirect financial interest.
 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which Corporation has a transaction or arrangement;
 - b. A compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.
 3. Compensation. Compensation means anything of value received for services rendered. Compensation includes direct and indirect remuneration as well as gifts or favors that are not de minimus.
 4. Conflict of Interest. A real or seeming incompatibility between one's private interests and one's public or fiduciary duties.
 5. Contract or Transaction. A contract or transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan, scholarship, grant, the establishment of any other type of financial relationship, or the review of any other organization. The making of a gift to the organization is not a Contract or Transaction.
 6. Member of the family. A member of the family of a Director or Officer is a spouse, parent, child, spouse of a child, brother, sister, spouse of a brother or sister, grandparent, or grandchild.
- B. Policy: Pursuant to Section 317A.255 of the Minnesota Statutes, the Board of Directors shall not enter into any contract or transaction with (a) one or more of its Directors or a Member of the family of its Director, (b) a Director of a related organization, or (c) an organization in or of which one of Corporation's Directors, or a Member of the family of

one of its Directors, is also a Director, Officer, legal representative, or interested person, or in some other way has a material financial interest, unless:

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person MUST disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with Board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of all material facts regarding the transaction or arrangement and all details about the interested person's financial interest, the remaining Board or committee Members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. The interested person has the burden of proving that the interested transaction or arrangement is fair and reasonable as compared to other available transactions or arrangements.
 - b. The interested person may be present for discussion to answer questions, but may NOT advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that do not produce a conflict of interest, the Board or committee shall determine by a two-thirds (2/3) majority vote of the disinterested Directors whether the interested transaction or arrangement is in Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the interested transaction or arrangement.
4. Records of Proceedings. The minutes of all actions taken on such matters shall clearly reflect the following:
 - a. The names of the interested person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's (or Committee's) decision as to whether a conflict of interest in fact existed.

- b. The names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding. Record who voted in the affirmative, who dissented, and who failed to vote.

5. Violations of the Conflict of Interest Policy.

- a. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Annual Statements. Each Director, Officer, and member of a Committee with powers delegated by the Board of Directors shall annually sign a statement which affirms:

- a. Such person has received a copy of the Conflict of Interest Policy;
- b. Such person has read and understands the policy;
- c. Such person has agreed to comply with the policy; and
- d. Such person understands Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one (1) or more of its tax-exempt purposes.

C. Compensation: This subsection shall govern when Corporation determines compensation.

- 1. A Director who receives compensation, directly or indirectly, from Corporation for *services* is precluded from voting on matters pertaining to that Director's compensation.
- 2. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Corporation for *services* is precluded from voting on matters pertaining to that Member's compensation.

D. Gifts, Gratuities and Entertainment:

- 1. Corporation may solicit and accept gifts that are consistent with its mission.

2. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
3. In the course of its regular fundraising activities, Corporation may accept donations of money, real property, personal property, stock, and in-kind services.
4. Corporation's Directors and/or Officers personally accepting gifts, entertainment or other favors from individuals or entities can result in a conflict of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and/or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation.

Article VIII – Duration & Dissolution

Section 1. Duration. The duration of Corporation's corporate existence shall be perpetual until dissolution.

Section 2. Dissolution. Methods and procedures of Dissolution shall be governed by the Minnesota Nonprofit Corporation Act, Sections 317A.701 to 317A.791, Minnesota Statutes.

Section 3. Distribution of Assets. At the direction of the Board of Directors, any and all remaining assets upon dissolution of Corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

IN WITNESS WHEREOF, we, the undersigned Board of Directors, hereby approve and subscribe our names to this document for the purpose of amending and restating the Articles of Incorporation for Inver Grove Heights Baseball Association under the laws of the State of Minnesota, specifically Chapter 317A et. seq. of the Minnesota Statutes, on this _____ day of January, 2023.

DocuSigned by:


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Kris Staples, Director and President
6503 Arctic Ct.
Inver Grove Heights, MN 55077

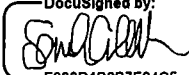
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Brad Lounsberry, Director and Vice President
7346 Boyd Ave.
Inver Grove Heights, MN 55076

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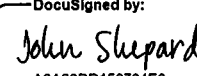
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John Schmid, Director and Treasurer
9592 Baker Ct.
Inver Grove Heights, MN 55077

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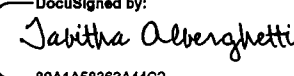
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Sarah Callahan, Director
7070 Bester Ave.
Inver Grove Heights, MN 55076

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Carrie Lounsberry, Director
7346 Boyd Ave.
Inver Grove Heights, MN 55076

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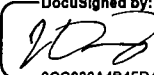
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John Shepard, Director
9187 Cavanaugh Ct.
Inver Grove Heights, MN 55076

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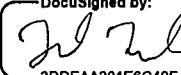
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Tabitha Alberghetti, Gambling Manager
3900 76th Way E
Inver Grove Heights, MN 55076

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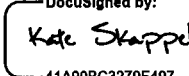

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Laura Devney, Director and Secretary
9533 Inver Grove Trail
Inver Grove Heights, MN 55076

DocuSigned by:


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Jake Devney, Director
9533 Inver Grove Trail
Inver Grove Heights, MN 55076

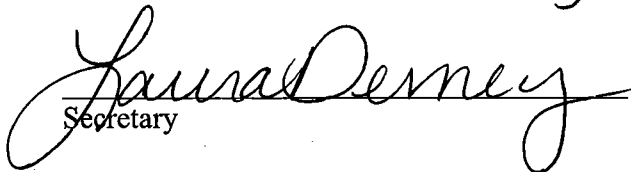
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Josh Norgard, Director
7565 Bowman Ct. N
Inver Grove Heights, MN 55076

DocuSigned by:


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Kate Skappel, Director
8581 Crimson Ct.
Inver Grove Heights, MN 55076

These Amended and Restated Articles of Incorporation were approved at a duly called meeting of the Voting Membership of Inver Grove Heights Baseball Association by a majority vote on this this 8th day of January, 2023.


Secretary

1/8/23
Date