

**FIRST WRITTEN ACTION
OF THE BOARD OF DIRECTORS
OF
BLAINE BASEBALL ASSOCIATION**

The undersigned, being at least the number of directors of the Board of Directors of Blaine Baseball Association, a Minnesota nonprofit corporation (the "Corporation"), that would be required to take action at a meeting of the Board of Directors of the Corporation at which all directors were present, waive notice of time, place, and purpose of the meeting of the Board of Directors of the Corporation and the holding of the meeting and adopt the following resolutions by written consent effective May 13, 2020.

Approval and Adoption of Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation, having been duly filed of record on May 13, 2020, are approved and accepted and are directed to be placed in the record book for the Corporation.

RESOLVED FURTHER, that the actions of Kristy L. Lieblein as incorporator are hereby authorized and ratified.

Approval and Adoption of the Resignation of Incorporator

RESOLVED, that the resignation of Kristy L. Lieblein, as the incorporator of the Corporation is hereby accepted and that she is discharged of any further duties or responsibilities to the Corporation in her capacity as incorporator.

Term of Directors

RESOLVED, that the initial terms of the directorships held by the following persons will be as follows:

<u>Name</u>	<u>Term</u>
Jeff Amelse	One (1) Year
Al Gottschalk	One (1) Year
Bryan Guse	Three (3) Years
Andrea Puder	One (1) Year
Luke McLain	Two (2) Years
Jim Conlee	Two (2) Years
Kevin Bross	Three (3) Years
Jason King	Three (3) Years
Rick Fanning	Two (2) Years

Election of Officers

RESOLVED, that the following persons are elected to serve as the initial officers of the Corporation until the election and qualification of their successors, if any:

<u>Name</u>	<u>Office</u>
Jeff Amelse	President
Al Gottschalk	Vice President
Bryan Guse	Treasurer
Andrea Puder	Secretary & Communications Director
Luke McLain	Traveling Director
Jim Conlee	Traveling Director
Kevin Bross	Administrative Director
Jason King	Tournament Director
Rick Fanning	Facilities and Equipment Director

Approval and Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation, a copy of which is attached as Exhibit A, are adopted and approved as the Bylaws of the Corporation and are directed to be placed in the record book for the Corporation.

Approval and Adoption of Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy, a copy of which is attached as Exhibit B, is adopted and approved, as the Conflict of Interest Policy of the Corporation is directed to be placed in the record book for the Corporation.

Approval and Adoption of Travel and Other Expense Reimbursement Policy

RESOLVED, that the Travel and Other Expense Reimbursement Policy, a copy of which is attached as Exhibit C, is adopted and approved as the Travel and Other Expense Reimbursement Policy of the Corporation and is directed to be placed in the record book for the Corporation.

Banking Resolution

RESOLVED, that the appropriate officers of the Corporation, and each of them acting alone, shall take any necessary steps to establish a depository for the funds of the Corporation.

Fiscal Year

RESOLVED, that the fiscal year of the Corporation will be September 1st to August 31st.

Corporate Books

RESOLVED, that the appropriate officers of the Corporation, and each of them acting alone, are hereby authorized and directed to procure proper corporate books for the Corporation.

Authorization to File Application for Tax Exempt Status

RESOLVED, that the President of the Corporation is authorized to submit any and all documentation which is necessary to apply for tax exempt status under the Internal Revenue Code.

Ratification of Past Acts

RESOLVED, that all other lawful actions taken on behalf of, or in the name of, the Corporation by the directors and officers of the Corporation which were known and approved, are hereby formally ratified and confirmed in all respects and adopted as the acts and deeds of the Corporation.

Counterparts

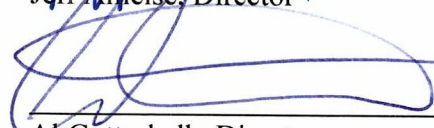
RESOLVED, that this Written Action of the Directors may be executed in any number of counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one document.

[Signature Page to First Written Action of Board of Directors Follows]


IN WITNESS WHEREOF, this Written Action is executed effective as of the day and year first above written.



Jeff Amelse, Director



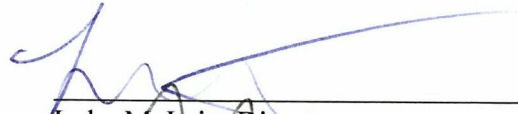
Al Gottschalk, Director




Bryan Guse, Director




Andrea Puder, Director




Luke McLain, Director



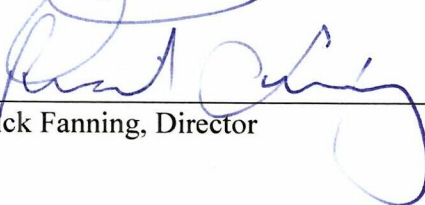
Jim Conlee, Director



Kevin Boss, Director



Jason King, Director



Rick Fanning, Director

EXHIBIT A

Bylaws of the Corporation

**BYLAWS
OF
BLAINE BASEBALL ASSOCIATION**

This instrument constitutes the Bylaws of Blaine Baseball Association (the "Corporation") and is adopted for the purposes of regulating and managing the internal affairs of the Corporation.

**ARTICLE I.
OFFICES**

Section 1.1. Registered Office. The registered office of the Corporation shall be located within the State of Minnesota as set forth and designated in the Articles of Incorporation. The Board of Directors of the Corporation shall have the authority to change the location of the registered office from time to time in accordance with the requirements of Minnesota Statutes Chapter 317A by filing the address of the new registered office with the Secretary of State of the State of Minnesota.

Section 1.2. Other Offices. The Corporation may establish and maintain other offices, within or without the State of Minnesota, as are from time to time authorized by the Board of Directors.

**ARTICLE II.
MEMBERS**

Section 2.1. No Voting Members. The Corporation shall have no voting members.

Section 2.2. Corporate Actions or Approvals. Any action or approval of the members or shareholders of a corporation that would otherwise be required by the terms of any agreement to which the Corporation is a party, or by which the Corporation is bound, requires only action or approval of the Board of Directors.

**ARTICLE III.
BOARD OF DIRECTORS**

Section 3.1. General Powers. The business and affairs of the Corporation will be managed by or under the Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things as are not otherwise prohibited by the Articles of Incorporation, sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent law), or Minnesota Statutes Chapter 317A (or the corresponding provisions of any subsequent law).

Section 3.2. Number, Election, and Term of Office. The Board of Directors will consist of not less than three (3) persons, and the Board of Directors may increase or decrease the number of directors from time to time by resolution. Each director will be elected by a majority of the Board of Directors who are present at a meeting at which a quorum exists. The term of a director will be three (3) years; provided, however, if the Board of Directors is electing a director to fill a newly created directorship, the Board of Directors may set the initial term for the newly created directorship for less than three years, and the Board of Directors may set the initial terms for the

initial directors. The Board of Directors will stagger the election of directors so that the Board of Directors are electing one-third, or approximately one-third, of the directors each year. A director will hold office until the director's successor is elected and qualifies or until the earlier death, resignation, removal, or disqualification of the director.

Section 3.3. Honorary and Advisory Directors. The Board of Directors may, by resolution, designate one or more advisory directors who shall have no rights, voting or otherwise, with respect to any matter concerning the Corporation. Advisory directors shall not be deemed to be directors for purposes of determining whether or not a quorum is present at any meeting.

Section 3.4. Board Meetings. The Board of Directors must hold a meeting at least annually. Special meetings of the Board of Directors may be called at any time by any director provided that such director complies with notice requirements of Minnesota Statutes Chapter 317A. Meetings of the Board of Directors may be held at such time and place within or without the State of Minnesota as may be designated in the notice of such meeting.

Section 3.5. Notice. Notice of each meeting shall be forwarded to each director, in any manner permissible under the Minnesota Statutes Chapter 317A (or the corresponding provision of any subsequent law), at least five (5) days prior to the day on which the meeting is to be held, unless otherwise provided to the directors at the annual meeting of the Board. Each notice shall state the time and place of the meeting but need not state the purpose of the meeting.

Section 3.6. Waiver of Notice. A director may waive notice of any meeting of the Board of Directors either before, at, or after such meeting orally, in a writing signed by the director or by attendance at the meeting. A director, by his/her attendance at any meeting of the Board of Directors, will be deemed to have waived notice of the meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and otherwise does not participate in the meeting.

Section 3.7. Quorum. A majority of the directors holding office immediately prior to a meeting of the Board of Directors will constitute a quorum for the transaction of business at the meeting. In the absence of a quorum, the majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than a quorum. Advisory directors shall not be considered for purposes of determining whether or not a quorum is present at a meeting.

Section 3.8. Electronic Communications. A director, or all directors, may participate in a meeting of the Board of Directors, or of any duly constituted committee, by any means of communication through which the director, the other directors so participating, and, if applicable, all directors physically present at the meeting simultaneously may hear each other during the meeting. For the purposes of establishing a quorum and taking any action at the meeting, a director participating pursuant to this Section 3.8 will be deemed present in person at the meeting, and the place of the meeting will be the place of origination of the electronic communication.

Section 3.9. Voting. Each non-advisory director in any matter before the Board of Directors shall be entitled to one (1) vote. There shall be no cumulative voting.

Section 3.10. Removal. A director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of all of the Board of Directors (not just the directors present at a duly called meeting of the Board of Directors).

Section 3.11. Written Action. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is taken, all directors will be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action has no liability for the action or actions taken by it.

Section 3.12. Resignations. A director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation or, if there is no Secretary, to the President of the Corporation. The resignation will take effect at the date of the receipt of the notice, or at any later time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation will not be necessary to make it effective. If the resignation is effective at a later date, the Board of Directors may fill the vacancy before the effective date of the resignation provided that the successor director does not take office until the effective date.

Section 3.13. Compensation of Directors. Directors shall not be compensated for services rendered to the Corporation in their capacity as directors. By resolution of the Board of Directors, each director may be paid his/her expenses, if any, of attendance at a meeting of the Board of Directors. No payment pursuant to the preceding sentence will preclude a director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed, pursuant to resolution by the Board of Directors, like compensation for attending committee meetings.

Section 3.14. Committees. The Board of Directors may, by written action, establish advisory committees to advise the Board of Directors on the affairs of the Corporation. Committees shall remain subject at all times to the direction and control of the Board of Directors. Committee members shall be natural persons who need not be directors. The Board of Directors may also appoint a special litigation committee to consider legal rights or remedies of the Corporation and whether those legal rights or remedies should be pursued.

ARTICLE IV. **OFFICERS**

Section 4.1. Number. The Board of Directors will choose the officers of the Corporation. The officers will include a President (or Co-Presidents) and a Treasurer. The Board of Directors also may choose a Secretary, one or more Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers, one or more Traveling Directors, a Communications Director and a Facilities Director. The same person may hold any number of offices. If a document must

be signed by persons holding different offices or functions and a person holds or exercises more than one of these offices or functions, the person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs.

Section 4.2. Election, Term of Office and Qualifications. The Board of Directors will elect or appoint the President, the Treasurer, and such other officers as the Board of Directors may determine, each of whom will have the powers, rights, duties, responsibilities, and terms in office provided for in these Bylaws or a resolution of the Board of Directors not inconsistent therewith. If an officer also is a director, the officer will continue to hold office until the election and qualification of a successor, notwithstanding an earlier termination of the officer's directorship.

Section 4.3. Removal and Vacancies. The Board of Directors may remove an officer from his/her office at any time, with or without cause. If there is a vacancy among the officers of the Corporation by reason of death, resignation, removal, disqualification, or otherwise, the Board of Directors will fill the vacancy for the unexpired term.

Section 4.4. President. The President will be the chief executive officer of the Corporation and will have general active management of the business of the Corporation. The President (i) will preside at all meetings of the directors, (ii) will see that all orders and resolutions of the Board of Directors are carried into effect, (iii) will execute and deliver, in the name of the Corporation, any contracts, documents or other instruments pertaining to the business of the Corporation unless the authority to execute and deliver such document is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, by the Bylaws, or by the Board of Directors, to some other officer or agent of the Corporation, (iv) will maintain records of and, whenever necessary, certify all proceedings of the Board of Directors, and (v) will perform all other duties as the Board of Directors may prescribe.

Section 4.5. Vice President. Each Vice President, if one or more are elected, will have the powers and will perform the duties as may be specified in these Bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President(s), in the order determined by the Board of Directors, will succeed to the President's powers and duties.

Section 4.6. Secretary. The Secretary, if one is elected, will be the secretary of and will attend all meetings of the Board of Directors and will record all proceedings of the meetings in the minute book of the Corporation. The Secretary will give proper notice of meetings of the Board of Directors and will perform all other duties as the Board of Directors may prescribe.

Section 4.7. Assistant Secretary. The Assistant Secretary, or the Assistant Secretaries in the order determined by the Board of Directors if more than one is elected, will perform the duties and exercise the powers of the Secretary in the absence or disability of the Secretary and will perform all other duties and have all other powers as the Board of Directors may prescribe.

Section 4.8. Treasurer. The Treasurer will be the chief financial officer of the Corporation. The Treasurer (i) will keep accurate financial records for the Corporation, (ii) will deposit all moneys, drafts, and checks in the name of, and to the credit of, the Corporation in the banks and depositories as the Board of Directors designate from time to time, (iii) will endorse for

deposit all notes, checks, and drafts received by the Corporation and make proper vouchers therefor; (iv) will disburse the funds of the Corporation, including the issuing of checks and drafts, as ordered by the Board of Directors, making proper vouchers therefor, (v) will render to the President and the Board of Directors, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation, and (vi) will perform all other duties as the Board of Directors may prescribe.

Section 4.9. Assistant Treasurer. The Assistant Treasurer, or the Assistant Treasurers in the order determined by the Board of Directors if more than one is elected, will perform the duties and exercise the powers of the Treasurer in the absence or disability of the Treasurer and will perform all other duties and have all other powers as the Board of Directors may prescribe.

Section 4.10. Communications Director. The Communications Director, if one is elected, will be responsible for the coordination of general communications that are provided to the Corporation's membership throughout the calendar year. The Communication Director's focus will include but not be limited to the following activities: tryouts, team rosters, registration activities, and various volunteer opportunities. The Communications Director shall have such specific authority and shall perform such specific duties as may be assigned to the Communications Director from time to time by the Board of Directors.

Section 4.11. Traveling Director. The Traveling Director, if one or more is elected, will have general responsibility for the Corporation's teams. The Traveling Director will serve as a liaison with the organizations in which the Corporation's teams play and shall be the Corporation's point of contact for those organizations. The Traveling Director shall be the Corporation's representative at meetings of Traveling Directors (or persons serving in like capacities) of organizations in which the Corporation is a member or has interest. The Traveling Director shall have such specific authority and shall perform such specific duties as may be assigned to the Traveling Director from time to time by the Board of Directors.

Section 4.12. Facilities and Equipment Director. The Facilities and Equipment Director, if one is elected, will be responsible for the ongoing assessment and any resulting recommendation for both equipment needs of the Corporation and any desired facility improvements that are identified with the sole intent of enhancing game, practice or training experiences for the membership. The Facilities Director shall have such specific authority and shall perform such specific duties as may be assigned to the Facilities Director from time to time by the Board of Directors.

Section 4.13. Tournament Director. The Tournament Director, if one is elected, will be responsible for activities including but not limited to preparations and oversight of the any tournament hosted by the Corporation. This will include but not be limited to: i) any required coordination between the Corporation and local City contacts, local and national baseball associations, associations, and their agents, that have expressed interest, in participating in have registered or are participating or have recently participated in a tournament that have been hosted by the Corporation. The Tournament Director shall have such specific authority and shall perform such specific duties as may be assigned to the Tournament Director from time to time by the Board of Directors.

Section 4.14. Administrative Director. The Administrative Director, if one is elected, will be responsible for the ongoing design, implementation and execution of the organization's structural processes and procedures on an ongoing basis. The Administrative Director shall have such specific authority and shall perform such specific duties as may be assigned to the Administrative Director from time to time by the Board of Directors.

Section 4.15. Compensation. The officers of the Corporation will receive such compensation for their services as the Board of Directors may determine from time to time, if any.

ARTICLE V.
BOOKS AND RECORDS

As required by Minnesota Statutes, Section 317A.461, the Board of Directors will cause to be kept at the principal executive office originals or copies of:

- (1) The Articles of Incorporation and all amendments currently in effect;
- (2) These Bylaws and all amendments currently in effect;
- (3) The determination letter of the Internal Revenue Service regarding the tax-exempt status of the Corporation and all comparable letters from state or local tax authorities and all letters from state attorney general's offices regarding the nonprofit status of the Corporation;
- (4) The records for the last six years of all proceedings of the Board of Directors;
- (5) The records for the last six years of all proceedings, if any, of committees appointed by the Board of Directors;
- (6) The accounting records, the financial statements, the tax returns, and the Minnesota attorney general filings for the last six years; and
- (7) A statement of the names and the business addresses of the current directors and principal officers.

ARTICLE VI.
GENERAL PROVISIONS

Section 6.1. Execution of Instruments. If a document must be executed by persons holding different positions or functions and one person holds the positions or exercises the functions, the person may execute the document in more than one capacity if the document indicates each capacity.

Section 6.2. Checks and Deposits. All checks, drafts, other orders for the payment of money, notes, and other indebtedness of the Corporation will be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit

of the Corporation in banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.3. Advances. The Corporation, without a vote of the Board of Directors, may advance money to its directors, officers, or employees to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

Section 6.4. Fiscal Year. The Board of Directors will determine the fiscal year of the Corporation.

Section 6.5. Seal. The Corporation will have no corporate seal.

ARTICLE VII.
AMENDMENTS

These Bylaws may be amended, altered, or repealed by a vote of the majority of the Board of Directors; provided, however, that notice of the proposed amendment or repeal will have been given in the notice of the meeting given to the directors.

EXHIBIT B

Conflict of Interest Policy

BLAINE BASEBALL ASSOCIATION

CONFLICT OF INTEREST POLICY

**ARTICLE I.
PURPOSE**

Blaine Baseball Association (the “Company”) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support.

Consequently, there exists between the Company and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of the Company honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Company. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Company or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

**ARTICLE II.
PERSONS CONCERNED**

This statement is directed not only to directors and officers, but to all employees who can influence the actions of the Company. For example, this would include all who make purchasing decisions, all persons who might be described as “management personnel,” and anyone who has proprietary information concerning the Company.

**ARTICLE III.
AREAS IN WHICH CONFLICT MAY ARISE**

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to the Company.
2. Persons and firms from whom the Company leases property and equipment.
3. Persons and firms with whom the Company is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting the Company.
6. Agencies, organizations, and associations which affect the operations of the Company.
7. Family members, friends, and other employees.

ARTICLE IV.
NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Article III. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the Company.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the Company.
3. Receiving remuneration for services with respect to individual transactions involving the Company.
4. Using the Company's time, personnel, equipment, supplies, or good will for other than the Company-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with the Company. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

ARTICLE V.
INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in Article III, and the relations in those areas which may give rise to conflict, as listed in Article IV, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Article IV exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the Company.

However, it is the policy of the board that the existence of any of the interests described in Article IV shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

ARTICLE VI.
DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;

3. A competitive bid or comparable valuation exists; and
4. The board has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the board chair (or if she or he is the one with the conflict, then to the board vice-chair), who shall bring the matter to the attention of the board. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the board.

The board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Company. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of the Company and the advancement of its purpose.

ARTICLE VII. RECORD OF PROCEEDINGS

The board's minutes must reflect the names of the persons 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.

ARTICLE VIII. ANNUAL STATEMENTS

Each director, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflict of interest policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands the Company is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which Blaine Baseball Association was or is a party?

YES NO

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to Blaine Baseball Association at any time in the past year (other than travel advances or the like)?

YES NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from Blaine Baseball Association or as a result of your relationship with Blaine Baseball Association, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to Blaine Baseball Association?

YES NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving Blaine Baseball Association?

YES NO

If yes, please describe the proceeding(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by Blaine Baseball Association's board in accordance with the terms and intent of Blaine Baseball Association's conflict of interest policy?

YES NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

BLAINE BASEBALL ASSOCIATION

EIN: 85-1276060

Adopted: May 13, 2020

I HEREBY CONFIRM that I have read and understand Blaine Baseball Association's conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the Chairperson immediately.

Signature

Date

18835155v1

EXHIBIT C

Travel and Other Expense Reimbursement Policy

BLAINE BASEBALL ASSOCIATION
TRAVEL AND OTHER EXPENSE REIMBURSEMENT POLICY

1. Purpose.

The Board of Directors of Blaine Baseball Association (the "Company") recognizes that board members, officers, and employees ("Personnel") of the Company may be required to travel or incur other expenses from time to time to conduct Company business and to further the mission of this non-profit organization. The purpose of this Policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Personnel. It is the policy of the Company to reimburse only reasonable and necessary expenses actually incurred by Personnel.

When incurring business expenses, the Company expects Personnel to:

- Exercise discretion and good business judgment with respect to those expenses.
- Be cost conscious and spend the Company's money as carefully and judiciously as the individual would spend his or her own funds.
- Report expenses, supported by required documentation, as they were actually spent.

2. Expense Report.

Expenses will not be reimbursed unless the individual requesting reimbursement submits a written Expense Report. The Expense Report, which shall be submitted at least monthly or within two weeks of the completion of travel if travel expense reimbursement is requested, must include:

- The individual's name.
- If reimbursement for travel is requested, the date, origin, destination and purpose of the trip, including a description of each Company-related activity during the trip.
- The name and affiliation of all people for whom expenses are claimed (i.e., people on whom money is spent in order to conduct the Company's business).
- An itemized list of all expenses for which reimbursement is requested.

3. Receipts.

Receipts are required for all expenditures billed directly to the Company, such as airfare and hotel charges. No expense in excess of \$25.00 will be reimbursed to Personnel unless the

individual requesting reimbursement submits with the Expense Report written receipts from each vendor (not a credit card receipt or statement) showing the vendor's name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).

4. General Travel Requirements.

A. Advance Approval.

All trips involving air travel or at least one overnight stay must be approved in advance by the individual's supervisor; **however**, any out-of-state travel must be approved by the Company's President or his/her designee.

B. Necessity of Travel.

In determining the reasonableness and necessity of travel expenses, Personnel and the person authorizing the travel shall consider the ways in which the Company will benefit from the travel and weigh those benefits against the anticipated costs of the travel. The same considerations shall be taken into account in deciding whether a particular individual's presence on a trip is necessary. In determining whether the benefits to the Company outweigh the costs, less expensive alternatives, such as participation by telephone or video conferencing, or the availability of local programs or training opportunities, shall be considered.

C. Personal and Spousal Travel Expenses.

Individuals traveling on behalf of the Company may incorporate personal travel or business with their Company-related trips; **however**, Personnel shall not arrange Company travel at a time that is less advantageous to or involving greater expense to the Company in order to accommodate personal travel plans. Any additional expenses incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals or transportation, are the sole responsibility of the individual and will not be reimbursed by the Company. Expenses associated with travel of an individual's spouse, family or friends will not be reimbursed by the Company.

5. Air Travel.

A. General.

Air travel reservations should be made as far in advance as possible in order to take advantage of reduced fares. The Company will reimburse or pay only the cost of the lowest coach class fare actually available for direct, non-stop flights from the airport nearest the individual's home or office to the airport nearest the destination.

B. Saturday Stays.

Personnel traveling on behalf of the Company are not required to stay over Saturday nights in order to reduce the price of an airline ticket. An individual who chooses to stay over a Saturday

night shall be reimbursed for reasonable lodging and meal expenses incurred over the weekend to the extent the expenses incurred do not exceed the difference between the price of the Saturday night stay ticket and the price of the lowest price available ticket that would not include a Saturday night stay. To receive reimbursement for such lodging and meal expenses, the individual must supply, along with the Expense Report, documentation of the amount of the difference between the price of the Saturday stay and non-Saturday stay airline tickets.

C. Frequent Flyer Miles and Compensation for Denied Boarding.

Personnel traveling on behalf of the Company may accept and retain frequent flyer miles and compensation for denied boarding for their personal use. Individuals may not deliberately patronize a single airline to accumulate frequent flyer miles if less expensive comparable tickets are available on another airline.

6. Lodging.

Personnel traveling on behalf of the Company may be reimbursed at the single room rate for the reasonable cost of hotel accommodations. Convenience, the cost of staying in the city in which the hotel is located, and proximity to other venues on the individual's itinerary shall be considered in determining reasonableness. Personnel shall make use of available corporate and discount rates for hotels. "Deluxe" or "luxury" hotel rates will not be reimbursed.

7. Out-Of-Town Meals.

Personnel traveling on behalf of the Company are reimbursed for the reasonable and actual cost of meals (including tips) subject to a maximum per diem meal allowance of \$38 per day and the terms and conditions established by the Company relating to the per diem meal allowance.

8. Ground Transportation.

Employees are expected to use the most economical ground transportation appropriate under the circumstances and should generally use the following, in this order of desirability:

Courtesy Cars

Many hotels have courtesy cars, which will take you to and from the airport at no charge. The hotel will generally have a well-marked courtesy phone at the airport if this service is available. Employees should take advantage of this free service whenever possible.

Airport Shuttle or Bus

Airport shuttles or buses generally travel to and from all major hotels for a small fee. At major airports such services are as quick as a taxi and considerably less expensive. Airport shuttle or bus services are generally located near the airport's baggage claim area.

Taxis and Uber

When courtesy cars and airport shuttles are not available, a taxi is often the next most economical and convenient form of transportation when the trip is for a limited time and

minimal mileage is involved. A taxi may also be the most economical mode of transportation between an individual's home and the airport.

Rental Cars

Car rentals are expensive so other forms of transportation should be considered when practical. Employees will be allowed to rent a car while out of town provided that advance approval has been given by the individual's supervisor and that the cost is less than alternative methods of transportation.

9. Personal Cars.

Personnel are compensated for use of their personal cars when used for Company business. When individuals use their personal car for such travel, including travel to and from the airport, mileage will be allowed at the currently approved IRS rate per mile.

In the case of individuals using their personal cars to take a trip that would normally be made by air, e.g., Minneapolis to Milwaukee, mileage will be allowed at the currently approved rate; however, the total mileage reimbursement will not exceed the sum of the lowest available round trip coach airfare.

10. Parking/Tolls.

Parking and toll expenses, including charges for hotel parking, incurred by Personnel traveling on Company business will be reimbursed. The costs of parking tickets, fines, car washes, valet service, etc., are the responsibility of the employee and will not be reimbursed.

On-airport parking is permitted for short business trips. For extended trips, Personnel should use off airport facilities.

11. Entertainment and Business Meetings.

Reasonable expenses incurred for business meetings or other types of business-related entertainment will be reimbursed only if the expenditures are approved in advance by President of the Company and qualify as tax deductible expenses. Detailed documentation for any such expense must be provided, including:

- date and place of entertainment.
- nature of expense.
- names, titles and corporate affiliation of those entertained.
- a complete description of the business purpose for the activity including the specific business matter discussed.

- vendor receipts (not credit card receipts or statements) showing the vendor's name, a description of the services provided, the date, and the total expenses, including tips (if applicable).

12. Other Expenses.

Reasonable Company-related telephone and fax charges due to absence of Personnel from the individual's place of business are reimbursable. In addition, reasonable and necessary gratuities that are not covered under meals may be reimbursed. Finally, emergency secretarial work and/or postal charges incurred are reimbursable for the purpose of work on behalf of the Company.

13. Non-Reimbursable Expenditures.

The Company maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit, charitable organization. Expenses that are not reimbursable include, but are not limited to:

- Travel insurance.
- First class tickets or upgrades.
- When lodging accommodations have been arranged by the Company and the individual elects to stay elsewhere, reimbursement is made at the amount no higher than the rate negotiated by the Company. Reimbursement shall not be made for transportation between the alternate lodging and the meeting site.
- Limousine travel.
- Movies, liquor or bar costs.
- Membership dues at any country club, private club, athletic club, golf club, tennis club or similar recreational organization.
- Participation in or attendance at golf, tennis or sporting events, without the advance approval of the President or his/her designee.
- Purchase of golf clubs or any other sporting equipment.
- Spa or exercise charges.
- Clothing purchases.
- Business conferences and entertainment which are not approved by the President of the Company.

- Valet service.
- Car washes.
- Toiletry articles.
- Expenses for spouses, friends or relatives. If a spouse, friend or relative accompanies Personnel on a trip, it is the responsibility of the Personnel to determine any added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
- Overnight retreats without the prior approval of the President or his/her designee.

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