

ARTICLE 1 – NAME

1.1 The name of this organization shall be, MAHTOMEDI YOUTH BASEBALL, INC., herein referred to as M.Y.B.I..

1.2 Trade Name – The Board of Directors shall have authority to adopt one or more trade names of the corporation as the business or the corporation may require from time to time.

ARTICLE 2 - PURPOSE

2.1 Consistent with the foregoing and without limiting its generality, the purpose of this corporation shall be to support and aid M.Y.B.I., its employees, and members of the Mahtomedi community to foster and promote youth activities including, but not limited to the following.

- A.** To support and promote the development of all youth baseball activities in the Mahtomedi area.
- B.** To be concerned with the moral and physical welfare of the children of the community and to help, along with the City of Mahtomedi and school district, to provide facilities, materials, and equipment for the children's benefit and enjoyment.
- C.** To promote activities through which funds may be raised to assist in financing for the M.Y.B.I..
- D.** To gain support of the people in the community and to involve them as members for the M.Y.B.I..
- E.** To ensure no child shall be denied participation in the M.Y.B.I. on the basis of race, color, creed, religion, sex, national origin, or inability to pay any fees.

2 – PURPOSE

Within the framework and limitations of the foregoing, this corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others and, but only if and to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions, (1) that are organized and operated exclusively for one or more purposes described in section 170 (c) (2) and 501 (c) (3) of the Internal Revenue Code of 1954, (2) that are described in section 501 (c) (3) of the Internal Revenue Code of 1954, and (3) that are exempt from federal income taxes under Section 501 (a) of the Internal Revenue Code of 1954.

For the purposes, this corporation shall have and exercise only such powers as required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of and to convey, transfer, and dispose of funds and property and the income therefrom in furtherance of the purposes of this corporation herein above set forth, or any of them, and to lease, mortgage, encumber, and use the same and such powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Non-profit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided however, that all such powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Section 170 (c)(2) and 501 (c)(3) of the Internal Revenue Code of 1954, and Section 290.05 of the Minnesota Statutes: provided further, however, that references herein to Section 290.05 of the Minnesota Statutes shall not permit, and shall not be taken as permitting, this corporation to have or exercise any power which is not within the contemplation of Section 170(c)(2) and 501 (c)(3) of the Internal Revenue Code of 1954: and provide finally, that this corporation shall carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954 or by a corporation that is described in Section 501 (c)(3) of the Internal

Revenue Code of 1954 or by a corporation that is described in, contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Internal Revenue Code of 1954.

All References in the Bylaws to a particular section of the Internal Revenue Code of 1954 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section; and the references in this Article II to Section 290.05 of the Minnesota Statutes shall mean and include, as now enacted or as hereafter amended, such provision and any provision of Minnesota law as is or may hereafter be applicable, cognate to such provision.

ARTICLE 3 – MEMBERSHIP

3.1 Any adult interested in the function of this organization shall be eligible for membership and must pay annual membership dues equal to the participation fee paid by the highest in-house level as set by the Board of Directors. All parents and/or guardians of a participant in the Association are considered members after payment of the annual participation fee.

ARTICLE 4 – MEETINGS OF MEMBERS

4.1 Annual Meeting – the annual meeting of the corporation shall be held in the month of September of each year. At such meeting the members shall elect by majority vote of members present, a President, Vice-President, Secretary, Treasurer, and one Member at Large to constitute the Board of Directors. At such meeting the directors shall serve until their successors are duly elected and qualified.

4.2 Voting – At each annual meeting of the members, every voting member shall be entitled to vote in person but not by proxy. Each voting member shall have one (1) vote

4.3 Notice of Meeting – Notification of meeting can be made via mail, e-mail, posting on website, or public notice.

4.4 Special Meeting – Special membership meetings may be called at any time upon written order of the President and one other member of the Board of Directors. In such case, the order shall be filed with the Secretary, who shall thereupon give notice to each member of the corporation. No business shall be transacted at a special meeting other than that specified in the notice of the meeting.

4.5 Inspector of Election – The Secretary of the corporation, or their designee in the Secretary's absence, shall determine the number of voting members present and entitled to vote, receive votes, ballots, assents or consents, hear and determine all challenges and questions in any way proper to conduct the election or vote with fairness to all voting members.

ARTICLE 5 – DIRECTORS

5.1 General Powers – The property, management and direction of the business affairs of the corporation shall be vested in the Board of Directors. Board members have authority to spend M.Y.B.I. funds for items within the approved annual budget. Spending associated with concessions supply, management of local tournaments, and in-season equipment needs is authorized on an as needed basis with immediate notice to the treasurer and provided that detailed receipts are obtained. All other spending by board members independent of formal board action is limited to \$250 and requires immediate notification to the treasurer along with detailed receipts. Board approval is required for the hiring or firing of any employees and to enter into any contractual relationship.

5.2 Class and qualification of Directors – There shall be two classes of directors: Elected Directors and Appointed Directors.

A. Elected Directors – will be composed of the President, Vice-President, Secretary, Treasurer, and one Member-at-Large elected by the general membership at the Annual Meeting. All Elected Directors will be entitled to one (1) vote on all Board business.

B. Appointed Directors – shall consist of an In-House, Traveling, Equipment, Registrar, Tournament, Technology, Fundraising, Uniform, Apparel, Player Development, who are all appointed by the Elected Directors and shall serve until their successors are duly appointed and qualified. Each Appointed Director shall have one (1) vote on all Board business.

5.3 Term

A. Elected Directors – The term of each Elected Director shall be for one (1) year or until their successors are duly selected and qualified. The President and Vice-President may only be qualified for elected office if they have served on the Board of Directors preceding their election for the current term.

B. Appointed Directors – The term of each Appointed Director shall be for one (1) year or until their successors are duly selected and qualified. The Appointed Directors are appointed by the Elected Directors and shall not be a Head Coach at his or her directorship level unless there are not enough coaches available.

5.4 Vacancies – Vacancies on the board may be filled by election or appointment at the next regularly scheduled Board of Directors meeting following declaration of the vacancy. When at all possible, a departing director will facilitate the recruiting and training of a replacement director.

A. Elected Directors Vacancies – Vacancies on the board of elected directors may be filled by the Board of Directors at the next regular Board of Directors' meeting following the declaration of vacancy.

B. Appointed Directors Vacancies – Vacancies on the board of appointed directors may be filled at the next regular Board of Directors meeting following a vote of all the Elected Directors present.

C. Removals – Any Elected Director or Appointed Director may be removed for negligence at a special meeting of the Board of Directors by of two-thirds vote of the entire BOARD OF DIRECTORS then in office.

5.4 Meetings of the Directors

A. Annual Meeting – As soon as practical after each annual membership meeting, the Board of Directors shall meet for the purpose of organization and transaction of other business at a place where the annual membership meeting is held or at the place where regular meetings of the Board of Directors are held. No written notice of such meetings needs to be given.

B. Regular Meeting – Regular meetings of the Board of Directors shall be held from time to time at such time and place as may be required. Board approval of any action or motion requires a quorum (one half of currently elected or appointed directors in attendance at the meeting). Board approval is obtained by majority vote at any such meeting where a quorum is attained.

C. Special Meeting – Special meetings of the Board of Directors may be held at such a time and place as may from time to time be required. Special meetings of the BOARD OF DIRECTORS may be called by the President and requires a quorum as defined in 5.5 B. to conduct any business.

D. Notice of Meeting – Unless notice shall be waived by all directors entitled to notice, notice of the meeting with the exception of annual director's meetings shall be given by the Secretary of the corporation who shall give at least 48 hours advance notice thereof to each of the members of the

BOARD OF DIRECTORS by mail, e-mail, telephone, or in person. Each director by his attendance and his participation in the action at any director's meeting shall be deemed to have waived notice of such meeting.

ARTICLE 6 – BOARD OF DIRECTORS

6.1 Duties and Responsibilities of the Board of Directors

A. President – The President, who shall be the Chief Executive Officer of the corporation, shall have responsibility for general and overall management of the business of the corporation. The President shall set the agenda and preside at all meetings of the members and directors and see that all orders and resolutions are carried into effect. The President may execute and deliver in the name of the corporation deeds, contracts or other instruments pertaining to the business of the corporation, as may be prescribed from time to time by the BOARD OF DIRECTORS. In general, the President shall perform all duties usually incident to the office of President and such other duties as may from time to time be assigned to him or her by the BOARD OF DIRECTORS. The President may at his or her discretion, form committees when necessary, and the chairperson of each committee will be appointed by the President to serve at his or her pleasure. The President shall be an ex-officio of all committees.

B. Vice-President – The Vice-President shall have such power and shall perform such duties as may be specified in these Bylaws or prescribed by the BOARD OF DIRECTORS. In the event of absence or disability of the President, the Vice-President shall succeed to his or her powers and duties.

C. Secretary – The Secretary shall be secretary to all membership meetings and record all of the proceedings of such meetings in the minute book of the corporation. He/She shall give proper notice of meetings of directors and members, have charge of all records and papers of the Corporation, maintain the M.Y.B.I. website, and perform such other duties as are incident to his/her office and/or may be prescribed by the Board of Directors from time to time.

D. Treasurer – The Treasurer shall keep accurate accounts of all moneys received or disbursed by maintenance of a detailed check register, reconcile monthly bank statements, prepare a monthly treasurers report detailing deviations from budgeted funds, complete the MYBI tax return, file for annual 501 (c) (3) nonprofit status, and shall perform such other duties as are incident to his office and/or may be prescribed by the BOARD OF DIRECTORS from time to time.

E. Member-At-Large – The Member-At-Large shall be responsible for assisting all directors in their specific duties and responsibilities as needed or requested.

6.2 Duties and Responsibilities of the Appointed Directors

A. In-House Director – Under the supervision of the BOARD OF DIRECTORS, the In-House Director shall be responsible for the overall operation of the In-House program, including but not limited to recruiting coaches and level directors, evaluation and drafting of players, determining equipment and uniform needs, scheduling, and attending the BOARD OF DIRECTORS meetings.

B. Traveling Director – Under the supervision of the BOARD OF DIRECTORS, the Traveling Director shall be responsible for the overall operation of the Traveling Program including but not limited to recruiting and interviewing coaches, registration of MYBI teams in the appropriate leagues, administering tryouts, determining equipment and uniform needs, scheduling, and attending the BOARD OF DIRECTORS meetings.

C. Equipment Director – Under supervision of the BOARD OF DIRECTORS, the Equipment Director shall be responsible for the care, procurement, delivery, and storage of all MYBI equipment and uniforms, and attending the BOARD OF DIRECTORS meetings.

D. Registrar – Under the supervision of the BOARD OF DIRECTORS, the Registrar shall be responsible for the mailing, compilation and record keeping of all participants in the Traveling and In-House programs, membership communication, and attending the BOARD OF DIRECTORS meetings.

E. Tournament Director – Under the supervision of the Board of Directors, the Mahtomedi Tournament Director shall organize and be responsible for any all aspects of conducting tournaments in Mahtomedi each year, and attending the BOARD OF DIRECTORS meetings.

F. Technology Director – Under the supervision of the Board of Directors, the Mahtomedi Technology Director shall be responsible for maintaining the website and any other media outlets of the association, manages rosters, schedule, scores, news and ensures that this information is being provided to league participants. Attends the BOARD OF DIRECTORS meetings.

G. Fundraising Director – Under the supervision of the Board of Directors, the Mahtomedi Fundraising Director shall be responsible for working with the treasurer to meet the financial needs of the association. The fundraising manager plans and executes fundraisers, recruits parents and other volunteers to assist in the process, and publicizes all fundraisers to the league and community. Attends BOARD OF DIRECTORS meetings.

H. Uniform Director – Under the supervision of the Board of Directors, the Mahtomedi Uniform Director shall be responsible for the design and ordering of uniforms and coordination of uniform sponsorship, and attending the BOARD OF DIRECTORS meetings.

I. Apparel Director – Under the supervision of the Board of Directors, the Mahtomedi Apparel Director shall be responsible for finding apparel opportunities and coordinating team apparel orders, and attending the BOARD OF DIRECTORS meetings.

J. Player Development – Under the supervision of the Board of Directors, the Mahtomedi Player Development Director shall be responsible for, and attending the BOARD OF DIRECTORS meetings.

ARTICLE 7 – GRIEVANCE COMMITTEE

7.1 Composition – If requested by a member, the President shall appoint a grievance committee which will be composed of four (4) members at large from the membership of MYBI. All members in good standing are qualified to serve on the grievance committee. The President shall be the chairman of the grievance committee.

7.2 Duties – The grievance committee shall meet and hear grievances in an orderly manner from members of MYBI. Upon a finding of probable cause, the grievance committee shall report said grievances to the BOARD OF DIRECTORS for action by the BOARD OF DIRECTORS.

ARTICLE 8 – LIQUIDATION OR MERGER

8.1 Liquidation or Merger – The Corporation may be voluntarily liquidated and dissolved or merged into another Internal Revenue Code Section 501 (c)(3) organization which has similar purposes and objectives, if more than $\frac{3}{4}$ of voting members vote affirmatively for such action.

8.2 Distribution of Liquidation – In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of

the corporation, after satisfying existing corporate liabilities, shall be distributed to one or more IRC Section 501 (c)(3) organizations selected by the majority vote of the BOARD OF DIRECTORS.

ARTICLE 9 – AMENDMENTS

9.1 Action by the Board of Directors – The BOARD OF DIRECTORS of the corporation is expressly authorized to make Bylaws of the corporation and from time to time alter or repeal Bylaws so made. In so acting, the BOARD OF DIRECTORS may do so only upon vote of two-thirds of the entire BOARD OF DIRECTORS then in office, and provided that notice of such proposal of amendment shall have been given to the directors prior to the meeting in which the vote is taken.

The undersigned hereby certifies that foregoing Bylaws were adopted as the complete Bylaws of the corporation at a duly called meeting of the BOARD OF DIRECTORS of said corporation on the _____ day of _____.