

MCKINNEY BASEBALL ASSOCIATION, INC

BY-LAWS

ARTICLE 1 – Title and Area Served

1.0 The title of the organization encompassing the governing body of boys' baseball in McKinney, Collin County, Texas shall be "McKinney Baseball Association, Inc.", hereinafter called Association or referred to as "MBA" as an abbreviation if its formal name.

1.1 The area to be served by MBA is and shall be defined so that any child residing within McKinney or surrounding cities be eligible for participation in the program.

1.2 All team events, including scheduled games and practices, which are sponsored by the Association shall be held on property owned or used by the City of McKinney, Texas, and/or the McKinney Independent School District.

1.3 Exceptions to section 1.1 and 1.2 of this Article I must have the approval of the Board of Directors.

ARTICLE II – Purpose

2.0 The purpose of the Association shall be to foster good sportsmanship, to promote an interest in the game of baseball and administer league play as determined by the Board of Directors.

ARTICLE III – Directors

3.0 The Corporation shall have no members. The governing Board of Directors of MBA, the directors of its works and the control of its property shall be vested in a Board of Directors consisting of no less than 7 members. All Directors must be residents within McKinney, or within Collin County, Texas. The Commissioner for the Association shall be elected from among the Board of Directors.

3.1 The Board of Directors shall have the power and authority to increase or decrease the number of Directors with the exception that there shall never be less than 7 Directors.

3.2 In the event that any member of the Board of Directors or nominee to the Board of Directors will not, or does not, take office as a member of the Board of Directors then the Board shall be authorized, with a quorum of a majority of the then sitting Board members present, to elect a replacement Board member. Such replacement must be elected by a two-thirds (2/3) majority of the board of Directors then sitting at the time of the vacancy.

3.3 The primary purpose of the Board of Directors shall be to formulate goals for the Association; set terms of employment for all personnel, to insure that the MBA philosophies and ideals are met; to review all actions of its members and make certain that any decision is within the aforementioned philosophies, goals and principals of the Association.

3.4 Any member of the Board of Directors who does not attend three (3) regular Board Meetings is subject to removal from the Board of Directors by the call of a Special Board Meeting for consideration of this matter only. Such removal shall be by majority vote of the Directors present. No such vote shall be taken without a quorum present. No votes by proxy shall be allowed for the removal of a Director.

3.5 The Board of Directors must meet quarterly – may meet more often for Special Meetings to consider important matters of the Association.

3.6 A majority of the Board of Directors, in office, shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

3.7 A Director may vote by proxy only if the Director is unable to attend a called meeting where such vote will be taken and said Director furnishes the MBA Commissioner with written notice (or email), over said Directors signature, of his inability to attend. Such written notice must be received by the Commissioner no less than twenty-four (24) hours prior to such meeting.

3.8 In addition to the powers necessary to fulfill the purpose of the Association, the Board of Directors shall also have the power, at any time, to sell, lease, release, convey or cause to be sold, released or conveyed any properties, including real estate or lease hold belonging to the Association.

3.9 The Board of Directors may appoint as many assistants as is deemed necessary and delegate as much authority as is necessary in order to carry out the purposes of the Association.

3.10 Directors will discharge their duties, including any duties as committee members, in good faith with ordinary care, and in a manner they reasonably believe to be in the Association’s best interest. In this context, the term “ordinary care” means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person that has been prepared or presented by a variety of persons, including Officers and employees of the Association, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Association or with respect to any property held or administered by the Association, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.11 Directors who vote for or assent to improper distributions are jointly and severally liable to the Association for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Association lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Association is insolvent, other than in payment of Association debts, or any distribution that would render the Association insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Association before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment. In

the event of an improper distribution, the indemnity provision in Article VIII of these Bylaws will not apply.

A Director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more Officers or employees of Association; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the Association's assets to be at least that of their book value; or (3) in determining whether the Association made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Association.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.12 Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Association's behalf; and to sell, transfer, or otherwise dispose of the Association's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The board may remove or replace the advisor at any time and without any cause whatsoever by a majority vote of the directors. The advisor will be notified in writing of the removal.

3.13 Contracts or transactions between Directors, Officers, or committee members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, Officer or committee member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any personal interest in the transaction must disclose in writing all material facts concerning the transaction, including all potential personal benefits and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The Board may discuss this issue at the next meeting of the Board. The transaction must be approved by a majority of the uninterested Directors or other group with the authority to authorize the transaction.

3.14 Directors, as such, may not receive salaries for their services. The Board may adopt a resolution providing for paying Directors' expenses of attendance, if any, for attending each Board meeting. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Association pays to a Director will be reasonable and commensurate with the services performed. Nothing herein shall be construed to preclude the Association from reimbursing any Director for expenses actually and reasonably incurred on behalf of the Association. The Association may also expend reasonable necessary funds to Directors to participate in activities directly benefiting the Association. This may include, but is not necessarily limited to, conferences, seminars and other educational activities.

3.15 Special meetings of the Board of Directors may be called by the Commissioner or at the request of any two (2) Directors, by written notice given either by hand delivery, or by mail, or by e-mail or by facsimile. As required by the Texas Non-Profit Corporation Act, notice of a special meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records. Likewise, a notice sent by e-mail is deemed delivered when transmitted to the person at his or her e-mail address as it appears on the corporate records. The person may change his or her mailing or e-mail address in the corporate records by giving written notice of the change to the Secretary of the Association.

3.16 Any decision required or permitted to be made at a meeting of the Board or any committee of the Association may be made without a meeting by a majority consent which may be obtained in person, in writing or by telephone call. As soon as is practicable after an action is taken under this section, the Commissioner shall inform the Secretary of the Board of the decision made and the manner in which Director voted on such action. This information shall be recorded in the minutes of the Association.

3.17 The Board of Directors and any committee of the Association may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

3.18 A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting of the Directors, the Directors present at said meeting may adjourn the meeting and thereafter resume the meeting at such time as a quorum shall be present. In such a situation, the notice requirements set forth in these Bylaws will not apply to the resumption of said meeting.

ARTICLE IV- Nominations and Elections

4.0 At least four (4) Directors, excluding the Commissioner, shall be elected from the preceding Board of Directors in order to retain members who are familiar with operations of the Association.

4.1 The Commissioner, as the end of the baseball season and before the August meeting each year, shall appoint three (3) members of the Board of Directors as a nominating committee. It will be the responsibility of the nominating committee to investigate the qualifications of persons who may be considered as candidates to serve on the Board of Directors.

4.2 The nominating committee shall report to the Board of Directors at its regular August meeting each year with its recommendation for a slate of nominees. Nominations for candidates for Directors may also be submitted from the floor by such adults that may be in attendance and who reside within McKinney Independent School District. Once all nominations are made, a vote shall be taken from all in

attendance with the four (4) Directors from the preceding Board who received the most votes and the next seven (7) persons with the greatest number of votes being elected to the Board of Directors for the next fiscal year. In the event of a tie for the ninth (9) Director, a vote shall be taken to determine which of the persons involved in the tie vote shall serve.

4.3 The term of the office of the Directors and officers shall be for a term of one (1) year.

4.4 The commissioner and all officers shall be elected from the returning members of the preceding Board. Such elections shall be made by the new board at the annual August meeting.

4.5 While from time to time the Board of Directors may establish other roles and committees as it sees fit without amending the bylaws, the most common it chooses from are described by the following Roles and Responsibilities:

Director Emeritus (limited to, at most, 2 Directors at any given time)

A Director with full voting rights, the Director Emeritus roles are reserved for long-time Directors whose experience and insight are invaluable to the MBA but who wish to volunteer less time than other Directors.

- Resident of Collin County, Texas (preferably McKinney, Texas)
- Willing and able to represent the league by displaying appropriate leadership behavior
- Act responsibly and in good faith to make thoughtful decisions in the best interest of MBA
- Uphold and enforce the Policies and Procedures approved by the Board of Directors or its delegated committees even if one has a dissenting opinion on a rule
 - Report suspicious behavior and rumors to the appropriate committee or Director for review
- Display good sportsmanship and promote an interest in the game of baseball
- Make best effort to attend all board meetings (the board meets at least quarterly, and attendance of 3 regular board meetings is required)

Director (general responsibilities of all those serving on the Board):

All those responsibilities listed for Director Emeritus, plus:

- Volunteer at least 2 hours of time and otherwise support efforts at each pre-season tournament and post-season tournament
- Volunteer at least 1 hour of time each season and otherwise support efforts for MBA-sponsored activities and events such as the post-season all-star game, coach's meetings, trophy pickup, equipment sort and pickup
- Serve in at least 1 of the below roles (if not more, to create equitable time devotion among Directors) during each MBA season

Commissioner

The Commissioner is a Director who is elected from the Board of Directors and is generally responsible for gathering the Board of Directors and for oversight over the daily operations of the league.

Responsibilities:

- Preside over Board meetings (at least quarterly) & call special sessions when deemed necessary or upon written demand of two of its members
- Provide regular management, direction, and performance reviews to the league Administrator
- Manage the daily operations of league business
- Defer to the Integrity and Discipline Committee for any necessary punishment decisions
 - In the rare event that action must be taken immediately (e.g. safety or law-breaking), and there is no time to engage the Integrity and Discipline Committee, then the Commissioner may take immediate and appropriate action to resolve the issue and update the Integrity and Discipline Committee immediately
- Communicate to parents and coaches in a professional and courteous manner, using the league's official email address
- Liaise with the City of McKinney, umpires association, and equipment suppliers (or delegate such tasks to another Director)
- Appoint members to Nominating Committee
- Preside over the Operating Committee and facilitate communications with it
 - Inform each appropriate League Director of all matters affecting his league
 - Keep the Operating Committee up-to-date on major actions and decisions affecting any of the leagues
 - Delegate decisions to the appropriate League Director and follow the counsel of League Directors; however, if a difference of opinion between the Commissioner and League Director should arise that cannot be resolved, bring the disagreement before the Operating Committee for a vote
- Provide feedback and generally advocate for a consistent approach across league business by liaising with the Director leading each of the following :
 - Nominating Committee
 - Marketing Committee
 - Integrity and Discipline Committee
 - Competition Committee
 - Technology Director
 - Treasurer
- Commissioner is a non-voting member of decisions made by committees he presides over and the Board of Directors, except in the following scenarios:
 - When voting for board membership and
 - When a vote is required to break a tie in business matters
- If the Commissioner were to disagree with the majority decision of any named Committee above, he/she shall take the decision to the entire Board of Directors for a final vote

Vice-Commissioner

The Vice-Commissioner is a Director nominated and elected by the Board of Directors. Responsibilities:

- Must also serve as a League Director (and Operating Committee member) while acting as Vice-Commissioner
- Act as Commissioner when Commissioner is absent or unreachable

Administrator (Secretary and historian)

The Administrator is a paid position and may be a Director. Responsibilities:

- Follow the direction of Commissioner in facilitating the daily operations of league business, including:
 - Act as scheduler, responsible for scheduling all games, rainouts, and officials
 - Act as registrar, assisting with baseball sign-ups and formation of teams
 - Coordinate, purchase and distribute uniforms, clothing, and awards
 - Coordinate selection of all-star teams, and follow the counsel of the Operating Committee for format
 - Make oneself available in off-hours for emails and phone calls that relate to league business, returning (or forwarding) calls and emails in an appropriate timeframe
 - Process background checks and ID card creation / distribution
 - Coordinate pictures with a provider
 - Communicate to parents and coaches in a professional and courteous manner, using the league's official email address
 - Provide administrative support to the Operating Committee to enable it to manage league operations
 - Facilitate the collection of information for the league business of all Directors and committee members as requested, including:
 - Provide documentation of historical actions
 - Provide registration, roster, and background-check details on both adults and children to any Director or committee member conducting league business
 - Supply any volunteer application and background check found to be even moderately debatable to the Integrity and Discipline Committee
 - Inform each appropriate League Director of all matters affecting his league
 - Keep a proper record of the proceedings of the Board and, as provided, committees to include:
 - Meeting minutes
 - Disciplinary actions and exceptions made to the rules, policies, or procedures whether or not approved by the appropriate committees or the Board
 - Chronicle all items voted on by the Board, whether such votes occurred during a Board meeting or via email or other electronic means, and include each Board member's vote
 - Chronicle all items voted on by the committees, when provided by a committee member
 - Make Board and committee records available to Board and committee members upon request
 - Policies and Procedures, Bylaws, and other official league documentation
 - Listing of the roles each Director has agreed to during each season
- Example:

	Emeritus?	Commissioner	League Director	Competition Committee	etc
Director #1 Name	No	X			
Director #2 Name	No				
Director #3 Name	Yes			X	
Etc.					

- Above all else, follow and outwardly support the philosophies, ideals, and goals of MBA as voted on and agreed to by the Board of Directors

Treasurer

The Treasurer is a highly trustworthy and independent Director nominated and elected by the Board of Directors. Responsibilities:

- Shall have the custody of the corporate funds and securities, shall cause full and accurate accounts of receipts and disbursements to be kept and shall deposit all monies and other valuable effects in the name and to the credit of the MBA as may be ordered by the Board of Directors and render to the Board of Directors whenever they shall require financial status of the MBA.
- Shall submit a quarterly financial statement to the Board of Directors
- Shall submit his books, records, accounts or receipts and disbursements to a Certified Public Accountant for year-end financial statements and preparation of yearly Internal Revenue Service Reports within 30 days after the end of the fiscal year.

League Director

There are 5 League Directors to oversee the coaches, players, and gameplay rules within each league: Tee Ball (4u, 5u, 6u), Machine Pitch (7u, 8u), 9u / 10u, 11u / 12u, and 13u / 14u. The League Director is nominated and elected by the Board of Directors. Responsibilities:

- Serve on the Operating Committee
- Serve on the Competition Committee when a matter concerns his respective league
- Initial point of contact for incident reports involving coaches, players or umpires within his respective league.
 - Escalation to be taken to the Integrity and Discipline Committee
 - Serve on the Integrity and Discipline Committee if the incident occurred within his respective league

- Attend the pre-season coaches meeting and speak to the coaches about rules, expectations, and best-practices
- Observe, at a minimum, 1 game per week for his respective league
- Initial point of contact for coaches, parents, and umpires for rule clarifications as it relates to gameplay
- Respond directly to a coach's or parent's questions; however any mass communication to his league must be made by the Commissioner after receiving approval of the message
- Draft rule changes for his respective league and submits to the Operating Committee for approval
- Review and approve tournament brackets and seeding for his league

Tournament Director

The Tournament Director is a Director nominated and elected by the Board of Directors to coordinate, manage and oversee all tournament operations and volunteers. Responsibilities:

- Devise tournament brackets, sends to League Directors for review and approval, and finalizes the brackets
- Draft tournament rules for distribution to MBA participants by the Commissioner
- Ensure all fields have game balls and contact information in case of any issues
- Efficiently schedule volunteers to cover field staffing and trophy presentation throughout the tournament
 - Authorized to solicit Non-Director volunteers to staff fields (e.g. respected coaches in other divisions than the field he is covering or even policemen, firemen, or high school students seeking volunteer service time)
- Communicate regularly and directly with all tournament volunteers to provide direction and gather feedback
- Observe at a tournament field for at least 2 hours on each weekend day of the tournament
- Calculate tie breakers for seeding if necessary
- Update the brackets on the website (and at the field if available) in real time and after the conclusion of the tournament
- Act as the escalation point of contact for all volunteers staffing the fields, questions by any MBA participant related to tournament gameplay

Operating Committee

A committee to provide guidance, direction, and consistency across the daily operations of the MBA. It is authorized to create and modify gameplay rules. It is presided over by the Commissioner and consists of the 5 League Directors. Responsibilities:

- Vote on gameplay rule change proposals brought forward by a League Director
- Make determinations when there are unresolvable differences in opinion between the Commissioner and a League Director as to the handling of a particular situation
- Communicate with the Commissioner and other Operating Committee members about major actions and decisions affecting any of the leagues
- Draft the guidelines for the all-star game team selection and game format
- The Commissioner, as the leader of the Operating Committee must:
 - Poll all members of the committee for each action
 - Ask for a majority vote on any pertinent issue, but refrain from voting, and follow the majority vote.
 - (If, however, he disagrees with the majority vote) Present the case, alongside another Director who will represent the majority opinion, to the Board of Directors for a final majority vote
 - Provide voting records, documentation and summaries of all actions to the Administrator for archival (for a minimum of 1 year from the date of filing)

Integrity and Discipline Committee

A committee to research and review serious infractions, authorized to extend punishment on behalf of the MBA in the pursuit of justice and to protect the integrity of the MBA. All formal complaints that require action beyond the League Director will be evaluated and presented to the Integrity and Discipline Committee by the League Director. Consists of no less than 3 Directors nominated and approved by the Board of Directors; it includes an Integrity and Discipline Committee Chairman, a non-League Director, and on a case-by-case basis the League Director in which the incident occurred. Responsibilities:

- Manage the matters of the MBA as it relates to complaints brought forward by League Directors including, but not limited to, allegations of:
 - Poor sportsmanship
 - Non-gameplay violations of rules, policies or procedures
 - Law violations occurring during MBA-sponsored activities
 - Verbal or physical abuse / violence
 - Inappropriate behavior by any MBA participant
- Approve or decline any volunteer application based on any background check found to be even moderately debatable by the Administrator
- Manage the matters of the MBA as it relates to issues brought forward by the Competition Committee including, but not limited to, allegations of illegal roster formation or other competition-related infractions
- The Integrity and Discipline Committee Chairman must:
 - Ensure that all sides of an incident are researched and heard

- Provide voting records, documentation and summaries of all actions to the Administrator for archival (for a minimum of 1 year from the date of filing)
- Poll all members of the committee for each action
- Ensure a unanimous vote is achieved before proceeding to serve discipline, or else take the vote to the Board of Directors for a majority vote

Competition Committee

A committee to research and review potential and actual actions related to matters of keeping competition fair and even, authorized to move teams to new divisions or leagues as it sees fit to reasonably protect the majority of MBA's participants. Any complaint of suspicion or rumor, formal or informal, related to attempts to subvert rules related to competition will be reviewed by the committee. Consists of no less than 3 Directors nominated and approved by the Board of Directors; it includes a Competition Committee Chairman, a non-League Directors, and on a case-by-case basis the League Director(s) for the league(s) containing the player or team in question. Responsibilities:

- Manage the matters of the MBA as it relates to non-gameplay competition policies and procedures including, but not limited to, allegations of illegal roster formation or other competition-related infractions
- Place teams into appropriate leagues, divisions and brackets based upon:
 - Internet research
 - Interviews with parents, coaches, Directors or other knowledgeable people
 - Known reputation and history with coaches, including past enforcement actions and documentation provided by Administrator
- Has authority to move teams mid-season if necessary and workable within the schedules
- Review and make decisions regarding individual player placement onto teams in an appropriate league if an exception to the policies, procedures or rules is requested (e.g. player's birthday is on April 30 and he is small, player has developmental issues, player is a dominating player and playing in rec, etc.)
- Draft rule changes as they relate to competition and team formation and submit to the Board of Directors for approval
- Escalate violations or dishonesty to the Integrity and Discipline Committee
- The Competition Committee Chairman must:
 - Provide voting records, documentation and summaries of all actions to the Administrator for archival
 - Poll all members of the committee for each action
 - Ensure a unanimous vote is achieved before proceeding to serve discipline, or else take the vote to the Board of Directors for a majority vote

Nominating Committee

A committee to investigate the qualifications of persons who may be considered as candidates to serve on the Board of Directors, it consists of no less than 3 Directors appointed by the Commissioner.

Responsibilities:

- Investigate the qualifications of persons who may be considered as candidates to serve on the Board of Directors and report such findings to the Board of Directors at its August meeting along with a slate of nominees
- The Nominating Committee, or any adult who resides within the McKinney Independent School District, may nominate an adult to the Board of Directors

Marketing Committee

A committee to oversee and pursue marketing activities on behalf of the MBA. Consists of no less than 3 Directors nominated and approved by the Board of Directors; it includes a Marketing Committee Chairman, Treasurer, and at least 1 other Director . Responsibilities:

- Pursue opportunities that align with the philosophies and ideals of the MBA to support the growth of league participation and quality of product including, but not limited to:
 - Marketing
 - Advertising
 - Partnerships
 - Sponsorship
- Research, document, and present proposals to the Board of Directors
- Negotiate in good faith on behalf of the MBA
- No power to make financial decisions unless approved by a majority of the Board of Directors
- The Marketing Committee Chairman must:
 - Provide voting records, documentation and summaries of all actions to the Administrator for archival
 - Poll all members of the committee for each action

ARTICLE V – Officers

5.0 The Commissioner shall preside at all meetings of the Board of Directors. He shall call the meetings of the Board of Directors on a special basis when he deems necessary or upon the written demand of two (2) or more members of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect and shall execute all contracts and agreements authorized by the Board of Directors. The Commissioner may vote for officers, but he shall not vote on any other business of the Board of Directors except to break a tie vote.

5.1 In the event of the absence of the Commissioner or his inability to serve, the Vice-Commissioner shall have all the powers and perform the duties of the Commissioner. He shall, furthermore, take such part in the management of the Association’s business as the Commissioner may assign to him from time to time, or as the Board of Directors determine by proper resolution.

5.2 In the absences of the Commissioner and Vice-Commissioner or their inability to serve, the Secretary will call a Board of Directors meeting to determine who shall be acting Commissioner and who shall have all the powers and perform the duties of the Commissioner.

5.3 The Secretary shall keep a proper record of all the proceedings of the Board of Directors, give five (5) days notice to the members of special meetings and attend to such other duties as may be so

assigned to him/her by the Board of Directors. The Secretary shall furnish to each Board member and the Commissioner a draft of the proposed minutes from the proceeding meeting no later than ten (10) days prior to the next quarterly meeting.

5.4 The Treasurer shall have the custody of the corporate funds and securities, shall cause full and accurate accounts of receipts and disbursements to be kept and shall deposit all monies and other valuable effects in the name and to the credit of the Association as may be ordered by the Board of Directors and render to the Board of Directors whenever they shall require financial status of the Association.

5.5 The Treasurer shall submit a quarterly financial statement to the Board of Directors to be read at each Board of Directors quarterly meeting. The Treasurer shall submit his books, records, accounts or receipts and disbursements to a Certified Public Accountant for year-end financial statements and preparation of yearly Internal Revenue Service Reports. Such must be submitted within thirty (30) days after the end of the fiscal year.

5.6 Any Officer or agent elected or appointed by the Board may be removed by the Board with or without good cause. Removing an Officer will be without prejudice to the Officer's contractual rights, if any.

5.7 Any Officer or agent may resign at any time by giving written notice to the Board of Directors, the Commissioner or the Secretary of the Association. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.8 The Board may elect a person to fill a vacancy in any office for the unexpired portion of the Officer's term.

ARTICLE VI – Policies

6.0 The Board of Directors shall make all policy decisions and the Board of Directors shall promulgate and approve a Policies and Procedure Guide which shall contain all the policies, rules, regulations and instructions necessary to carry out the purpose of the Association; the Guide shall be reduced to writing and shall cover the following areas:

- (a) Playing Rules
- (b) Method of selection of the coaches of each league
- (c) Warehousing and Equipment
- (d) Budgets for all baseball operations and activities
- (e) Duties and responsibilities of all officers
- (f) Assignment and use of all playing fields and other facilities
- (g) Minimum and maximum age for all participants
- (h) Players and coaches contracts
- (i) Disciplinary Guidelines

- (j) Safety Issues

ARTICLE VII – Meetings

7.0 Meetings of the Board of Directors shall be held at the principal office of the Association or at such other place as the Commissioner may determine from time to time.

7.1 The annual meeting of the Board of Directors shall be held on the first Monday of August of each year at such place as may be designated in notice by the Secretary.

7.2 Special meetings of the Board of Directors may be called by the Commissioner or at the request of any two (2) directors, by written notice given either by hand delivery, or by mail, or by e-mail or by facsimile. As required by the Texas Non-Profit Corporation Act, notice of a special meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records. Likewise, a notice sent by e-mail is deemed delivered when transmitted to the person at his or her e-mail address as it appears on the corporate records. The person may change his or her mailing or e-mail address in the corporate records by giving written notice of the change to the Secretary of the Association.

ARTICLE VIII – Committees

8.0 The Board of Directors may adopt a resolution establishing one or more committees to assist the Directors in the management of the Association. The Board may delegate specified authority to a committee and appoint or remove members of a committee. A committee will include two or more Directors and may include persons who are not Directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Directors. The Board may also delegate to the Commissioner its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. Any action taken under this section must be approved by majority vote of the board of Directors. Any tie vote of a committee shall be resolved by a majority vote of the Board.

The Board of Directors may also establish an Executive Committee of the Board consisting of the Commissioner and Secretary of the Association, plus the Chairpersons of the Standing Committees of the Board of Directors. The Executive committee shall have and exercise the authority of the Board of Directors in the management of the Association, except that it shall not have authority of the Board with respect to the items specified in (a) through (k) below.

No committee has the authority of the Board to:

- (a) Adopt a plan of merger or of consolidation with another corporation or organization
- (b) Authorize the sale, lease, exchange, or mortgage of any of the Association's property and assets
- (c) Authorize voluntary dissolution of the Association
- (d) Revoke proceedings for voluntary dissolution of the Association
- (e) Adopt a plan for distributing the Association's assets
- (f) Amend, alter, or repeal these Bylaws
- (g) Amend, alter or restate the Articles of Incorporation

- (h) Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee
- (i) Elect, appoint, or remove a member of a committee or a Director or Officer of the Association
- (j) Approve any transaction to which the Association is a party and that involves a potential conflict of interest as defined in Article XI, section 3.
- (k) Enter into contracts or agreements on behalf of the Corporation
- (l) Take any action outside the scope of authority delegated to it by the Board.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director of any responsibility imposed by the Bylaws or otherwise imposed by law.

8.1 Each committee member will continue to serve on the committee until the next annual member or until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

8.2 One member of each committee will be designated as the committee Chair, and another member of each committee will be designated as the Vice-Chair. The Chair and Vice-Chair will be appointed by the Commissioner. The Chair will call and preside at all meetings of the committee. When the Chair is absent, cannot act, or refused to act, the Vice-Chair will perform the Chair's duties. When a Vice-Chair acts for the Chair, the Vice-Chair has all the powers of – and is subject to all the restrictions on – the Chair. The Chair of any such committee must be a current Director.

8.3 As required by the Texas Non-Profit Corporation Act, written or printed notice of a committee meeting shall be delivered to each member of the committee not less than ten (10) or more than sixty (60) days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

8.4 One-half (1/2) of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave a meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once with further notice.

8.5 Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

8.6 A committee member may not vote by proxy. A committee member who is absent from a meeting may, prior to the meeting, present their vote, in writing and signed by them, to the Chair of his/her committee.

ARTICLE IX – Indemnification

9.0 Policy of Indemnification and Advancement of Expenses. When Indemnification is Required, Permitted and Prohibited:

(a) The Association will indemnify a Director, Officer, committee member, employee, volunteer or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the Association's request as a Director, Officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Association will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Association's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association will not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit from the Association. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, or, settlement, conviction or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Association.

(c) Within the applicable insurance policy limits covering the Association, the Association will pay or reimburse expenses incurred by a Director, Officer, committee member, employee, volunteer, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding or affecting the Association when the person is not named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph and within the applicable insurance policy limits covering the Association, the Association may indemnify a Director, Officer, committee member, employee, volunteer, or agent of the Association to the extent permitted by applicable law.

(e) The Association may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. The Association will never advance expenses to a person before final disposition of a proceeding if the person is named a defendant or respondent in a proceeding brought by the Association or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

9.1 The indemnity permitted under these Bylaws includes indemnity against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf

of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.2 Before the Association may pay any indemnification expenses (including attorneys' fees), the Association must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c) below. The association may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of Directors, who at the time of the vote are not named defendants or respondents in the proceeding, nor would be beneficiaries of its outcome.

(ii) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board designated to act in the matter by a majority vote of all Directors, consisting solely of two (2) or more Directors, who at the time of the vote are not named defendants or respondents in the proceeding, nor would be beneficiaries of its outcome.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraph (i) or (ii) above, or if such a quorum cannot be obtained and such a committee cannot be

established, by a majority vote of all Directors.

(b) The Association will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraphs (a) (iii) above, governing selections of special legal counsel. A resolution of the board that requires the indemnification permitted by Article VIII, section 1 above, constitutes sufficient authorization of indemnification even though the provision may have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Association will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a) above. In addition to this determination, the Association may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Association if it is ultimately determined that the person has not met the requirements of indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

9.3 The provisions of this article are notwithstanding the terms and conditions of any applicable insurance policy or policies which may also provide indemnification of the Association, Director, Officer, committee member, employee, volunteer or agent of the Association. Nothing in this section will otherwise prohibit the Association from independently deciding to indemnify any such person or entity pursuant to this Article.

ARTICLE X – Dispute Resolution

In the event of any dispute arising between the Association and any employee, volunteer or director, all parties involved will first participate in at least four (4) hours of mediation in accordance with Texas law and rules applicable to mediation. If the mediation procedure provided for in the preceding sentence does not fully resolve the dispute, the parties shall present any remaining dispute(s) to binding arbitration administered by the American Arbitration Association in accordance with its commercial arbitration rules and pursuant to the Federal Arbitration Act, 9 U.S.C. sections 1-14. All parties agree that the award of the arbitrator shall be final and binding. All parties also waive any rights to punitive or exemplary damages and the arbitrator will not have the authority to award exemplary or punitive damages to any party. The parties also waive their right to have this matter presented to the trier of fact in any State or Federal Court.

ARTICLE XI -- Transactions

11.0 The Board may authorize any Officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Association. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

11.1 All the Association's funds will be deposited to the credit of the Association in banks, trust companies or other depositories that the Board selects.

11.2 The Board may accept, on the Association's behalf, any contribution, give bequest or devise for the general purposes or for any special purpose of the Association. The board may make gifts and give charitable contributions not prohibited by these Bylaws, state law, and provisions set out in federal tax law that must be complied with to maintain the Association's federal and state tax status.

11.3 The Association may not make any loan to a Director or Officer of the Association. A Director, Officer, or committee member of the Association may lend money to – and otherwise transact business with – the Association except as otherwise prohibited by these Bylaws and applicable law. Such a person transacting business with the Association has the same rights and obligations relating to those matters as other persons transacting business with the Association. The Association may not borrow money from – or otherwise transact business with—a Director, Officer, or committee member of the Association unless the transaction is described fully in a legally binding instrument and is in the Association's best interests. The Association may not borrow money from – or otherwise transact business with – a Director, Officer, or committee member of the Association without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

11.4 As long as the Association exists, no Director, Officer, committee member, employee, volunteer or agent of the Association may:

(a) Do any act in violation of these Bylaws or a binding obligation of the Association.

- (b) Do any act with the intention of harming the Association or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Association's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Association.
- (e) Use the Association's assets, directly or indirectly, for any purpose other than carrying on the Association's business.
- (f) Wrongfully transfer or dispose of the Association's property, including intangible property such as good will.
- (g) Use the Association's name (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of its business.
- (h) Disclose any of the Association's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE XII – Books and Records, Fiscal Year, Annual Report

12.0 The Association will keep correct and complete books and records of account. The books and records include:

- (a) Copies of all documents filed with the Texas Secretary of State relating to the Association, including but not limited to, the Articles of Incorporation, any articles of amendment, restated articles, articles of merger, articles of consolidation or statement of change or registered office or registered agent.
- (b) A copy of all Bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the Directors, Officers, and any committee members of the Association.
- (e) A financial statement showing the Association's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the Association's income and expenses for the three (3) most recent years.
- (g) All rulings, letters, and other documents relating to the Association's federal, state, and local tax status.
- (h) The Association's federal, state, and local tax information or income tax returns for each of the Association's three (3) most recent tax years.

12.1 Any director, Officer, or committee member of the Association may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Association. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten (10) working days after the Association receives proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed fifty (\$.50) cents per page. The Association will provide requested copies of books or records no later than ten (10) working days after receiving a proper written request.

12.2 The fiscal year of the Association shall be the calendar year, beginning on the first day of January and ending on the last day of December.

ARTICLE XIII – Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. At any meeting at which these Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted, text of the proposed Bylaw changes must be available.

ARTICLE XIV – Dissolution

Upon the time of dissolution of the Association, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Association, for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively of such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV – Miscellaneous

15.0 These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors,

15.1 To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit Corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

15.2 Notwithstanding any other provisions of these Bylaws, no Director, Officer, committee member, employee, volunteer or representative/agent of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by a corporation exempt under section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

15.3 If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts as far as it is possible and reasonable, shall remain valid and operative.

15.4 The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

15.5 All singular words include the plural and all plural words include the singular.

15.6 A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

15.7 The Bylaws will bind and inure to the benefit of the Directors, Officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

Certificate of Secretary

I certify that I am the duly elected and acting secretary of McKinney Baseball Association and that these Bylaws constitute the Association's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on _____, 20 ____.

Signature Date

Printed Name
Secretary of McKinney Baseball Association