

**BEDFORD’S BEST BASEBALL, INC.
BYLAWS**

ARTICLE I – NAME

The name of this organization shall be known as Bedford’s Best Baseball, Inc. or 3B in the abbreviated sense. It is a local unit not formally associated with any other national Little League organization, but may be affiliated with any of the national organizations at the discretion of its Board of Directors.

ARTICLE II – ORGANIZATION

The organization of this association is patterned after the major Little League Organizations, and incorporates some of their rules so to insure any future participation without penalty. The Corporation is organized exclusively for charitable purposes, and shall at all times be operated as such.

ARTICLE III – PURPOSE

The mission of Bedford’s Best Baseball, Inc. is to provide the opportunity to all youth of Bedford Township a place to play organized baseball regardless of their sex, race, or social status.

- A. This organization is organized exclusively for the charitable or educational purposes within in the meaning of section 501(c)(3) of the internal revenue code or corresponding section of future federal tax code (hereinafter “internal revenue code”).

ARTICLE IV – BASIC POLICIES

The following are the basic policies of Bedford’s Best Baseball, Inc., in common with those of the national Little League organization.

- A. The organization shall be non-commercial, nonsectarian and nonpartisan.
- B. The name of the organization or names of any members in their official capacities shall not be used to endorse or promote a commercial concern or be used in connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the organization.
- C. The organization shall not – directly or indirectly – participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- D. No part of the net earnings of the organization shall inure to the benefit of, or to be distributed to its members, directors, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.
- E. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from

federal income tax under section 501(c)(3) of the internal revenue code, or (ii) by an organization, contributions to which are deductible under section 180(c)(2) of the internal revenue code.

ARTICLE V – ELECTION OF OFFICERS

The officers shall be elected every year (except the offices of President, Vice President, Secretary, and Treasurer by ballot at the Annual General Membership Meeting. The offices of President, Vice President, Secretary, and Treasurer shall be elected every two years with the offices of President and Secretary elected in opposite years from the offices of Vice President and Treasurer. A Nominating Committee, which shall consist of five members (Chairman to be appointed by the President of the Executive Board and four by the Chairman) shall be appointed four months prior to the Annual General Membership Meeting. Members may submit nominations for the elective officers, in writing to the Nominating Committee, not later than one month prior to the Annual General Membership Meeting; no name to be presented without the consent of the nominee. From nominations received, the Committee will prepare a ballot for the elective officers. At the election, members shall indicate their choice of candidate with a check in the box on the left side of the name on the ballot. Any ballot marked other than indicated shall be null and void. An absent member may vote by proxy, but only an officer of the Board of Directors may be designated to vote by proxy for an absent member. Voting shall be by secret ballot. The candidate receiving the majority of votes shall be declared elected. Notice of election, together with a copy of ballot and a form of proxy, shall be sent to each member at least thirty days prior to the date of the Annual General Membership Meeting.

ARTICLE VI – MEMBERSHIP AND DUES

The general membership will consist of any resident of Bedford Township and the surrounding area of legal age, regardless of race, sex or social status.

- A. Bedford's Best Baseball, Inc. shall conduct an annual enrollment of members during, but not limited to, February, March and April of each year, but may admit persons to membership at any time.
- B. Each member of Bedford's Best Baseball, Inc. shall pay annual dues to said organization as may be prescribed by the organization.
- C. The membership year shall be from the first day of October to the thirtieth day of September.
- D. An annual meeting of the general membership shall be held prior to Field Day of each year.
- E. Special meetings of the general membership may be called (giving one week notice) at any time during the year as deemed necessary by the Board of Directors and the Secretary of the Board will so notify the general membership.
- F. Privileges of making motions, debating, voting, holding office, serving as chairmen of standing committees or serving on committees shall be reserved for members.

ARTICLE VII – EXECUTIVE BOARD

The Executive Board shall consist of 15 (fifteen) members: the President, Vice-President, Secretary, Treasurer, Knothole Director, Colt Director, Minor Director, Pee Wee Director, Farm Director, Umpire Director, Concessions Director, Equipment Director, Building & Grounds Director, Uniform & Sponsor Director, and Booster Director. The members of this Board shall serve for a term of one year (with exception of President, Vice President, Secretary, and Treasurer who will serve a term of two years and remain in office until their successors assume office.

- A. The Executive Board will meet once a month (excluding the month of August) at a time and day to be determined by the Board.
- B. The members of the Board shall be elected to their positions by a vote of the general membership at the Annual General Membership Meeting or at a special meeting if so deemed necessary by the Board.
- C. If any member of the Executive Board can not fulfill his or her term, that position shall be filled by a person appointed by the remaining members of the Executive Board.
- D. Eight (8) members present at the Executive Board meetings will constitute a quorum; if less than eight members are present, a meeting could be held, but no official business can be conducted.
- E. The duties of the Executive Board shall be the following:
 - 1. Transact necessary business in the intervals between the association's Annual General Membership Meeting and other such business as may be referred to by the association.
 - 2. Obtain a fidelity bond for the Treasurer and all persons authorized to handle funds and securities.
 - 3. Register the signature of the President, Vice-President and Treasurer for all accounts at the bank. All checks shall bear (2) of the (3) signatures registered at the bank.
 - 4. Create standing committees.
 - 5. Approve plans of work of the standing committees.
 - 6. Present a report at the regular meeting of the association.
 - 7. Appoint a Review Committee at least four weeks before the Annual General Membership Meeting to review the Treasurer's accounts.
 - 8. Submit and approve a budget as presented by the Budget Committee for the fiscal year. The fiscal year will be from October 1 to September 30.
 - 9. Approve routine bills within the limits of the budget.

10. Approve minutes of all Board Meetings.

ARTICLE VIII – DUTIES OF EXECUTIVE BOARD OFFICERS

A. PRESIDENT

The President directs the affairs of the association in cooperation with the other members of the Executive Board, or where applicable, Executive Committee for a term of office of three years. Only one person may be elected to serve in any one office. As presiding officer the President does the following:

- A. Determines the agenda in cooperation with the Secretary.
- B. Calls the meeting to order at the designated time and, if a quorum is present, proceeds with the business.
- C. Maintains a fair and impartial position at all times and encourages members to participate.
- D. Stands to preside and follows the accepted order of business.
- E. Refers to self impersonally as “the chair”.
- F. Decides all parliamentary questions. The President’s decisions are subject to an appeal by any two members; a majority or tie vote sustains the decision of the chair. If the association has an official advisor, the presiding officer may seek an opinion on any question of procedure, but it is the chair who rules.
- G. States each motion clearly after it has been seconded before allowing discussion.
- H. Declares the result of every vote taken.
- I. May cast a vote to create or break a tie if the result is in the best interest of the association.
- J. Recognizes a member who has not previously spoken to a question in preference to one who has already spoken.

B. PRESIDENT

As administrative officer the President does the following.

- A. Serves as President of the league.
- B. Studies information and material secured from predecessor.
- C. Conducts meetings of the Executive Board to discuss and distribute material promptly to the appropriate officers and committee chairmen.

- D. Calls upon each chairman to prepare a plan of work. When accepted, approves committee to present plan at Executive Board Meeting for discussion and Executive Board approval.
- E. Delegates to the Vice-President certain administrative duties.
- F. Serves ex officio on all committees, except the Nominating Committee, and should not seek to influence the nominating process in any way.
- G. Calls for required reports at specified times and in accordance with specified procedures.
- H. Consults with officers and chairmen before each meeting to ensure that details of the meeting are ready as planned.
- I. May approve checks as specified in the Bylaws. (See Article VII, Section E 3)
- J. May appoint and dissolve special committees.

C. VICE-PRESIDENT

The Vice-President, who may be called upon at any time to assume temporarily the place of the President, should make a thorough study of the President's duties and responsibilities and be familiar with the work of the association. The Vice-President does the following:

- A. Serves as Vice-President of the league.
- B. Presides at meetings in the absence of the President or upon the President's inability to serve.
- C. Assumes the duties of the President in the event of the President's resignation until the position is filled in accordance with the Bylaws.
- D. Acts as an aid to the President and assumes responsibility for the duties assigned by the President.
- E. Performs any other specific duties that may be provided for in the Bylaws.
- F. Represents the President upon request.
- G. One of 3 (three) to sign checks as specified in the Bylaws. (See Article VII, Section E 3)

D. SECRETARY

The Secretary is responsible for keeping accurate records of the proceedings of the association. The Secretary does the following:

- A. Maintains an accurate record of Bedford's Best Baseball, Inc. registrations as received from the registration chairman or committee.

- B. Records all business transacted at each meeting of the association as well as meetings of the Executive Committee and Executive Board and presents the minutes for approval at the next meeting.
- C. Has on hand for reference at each meeting a copy of the Bylaws and standing rules: the agenda; the minutes of the previous meetings, including Treasurer's reports; a list of committees, including names of committee members.
- D. In consultation with, and at request of the President, may prepare in advance of each meeting a completed agenda; showing the order in which the business should come before the group.
- E. Reads or distributes printed copies of the minutes of any previous meeting.
- F. Calls the meeting to order in the absence of the President and Vice-President, and presides until a chairman pro tempore is elected.
- G. Counts a rising vote when requested by the presiding officer.
- H. Acts as custodian of all records, except those specifically assigned to others, and promptly delivers all records to successor.
- I. Conducts the correspondence of the association.
- J. Sends out notices of the Executive Board and other meetings.

E. TREASURER

The Treasurer, as the authorized custodian of the funds of the association, receives and disburses all money as prescribed in the local Bylaws or authorized by action of the association and should be bonded. At least two people should always be given the task of counting money, and both should sign the ticket verifying the amount. Money collected should be turned over to the Treasurer with receipt. The Treasurer should deposit the money without delay. All bills should be paid by check or by cash with a receipt. Checks will be signed by two officers, either the President, Vice-President or Treasurer. A minimum of three signatures should be recorded with the bank so that any of the two designated officers may sign checks. No blank checks should be signed by any person. Checks are written for the purposes authorized by the Executive Board. The Treasurer will present a financial statement monthly to the Executive Board. These financial statements will be available to the reviewing committee, which should report to the association at such times as Bylaws or President may require. The Treasurer shall deliver to the reviewing committee as requested:

- A. Checkbook and canceled checks
- B. Itemized statements of bills paid (canceled checks and bills should be kept for seven years)
- C. Bank statements
- D. Treasurer's book (which includes monthly statements and annual report)

- E. Any other material requested by the reviewing committee

F. TREASURER

The Treasurer's annual report will be read and accepted, usually at the annual meeting. In addition the Treasurer does the following:

- A. Keeps an accurate and detailed account in the Treasurer's permanent book of all money received and paid out.
- B. Submits a written statement at regular meetings of the association, including total balance on hand at the beginning of the period covered by the report.
- C. Receives all money for all accounts.
- D. Deposits all money in bank approved by the Executive Board of the association in the name of Bedford's Best Baseball, Inc. Association funds shall not be deposited in the personal account of the Treasurer or any other member.
- E. Submits and pays all bills as authorized by the Executive Board.
- F. Cooperates with the Membership Chairman and Secretary in keeping an accurate list of Bedford's Best Baseball, Inc. registrations.
- G. Delivers to successor, unless the association has otherwise ordered, all books, papers, and correspondence pertaining to the office of Treasurer, including the books, approved and paid bills, canceled checks, plans and procedures.
- H. Will be a member of the Fund Raising and Membership Committees.

ARTICLE IX – STANDING AND SPECIAL COMMITTEES

The Executive Board or President may create such standing committees as it may deem necessary to promote the objects and carry on the work of the association. The term of each chairman shall be one year.

- A. The chairman of all standing committees shall present plans of work to the President for review after which it will be submitted to the Executive Board for approval. No committee work shall be undertaken without the approval of the Executive Board.
- B. Special committees may be formed by the authorization of the association by formal resolution, action of the Executive Board or by the President. The chairman and the members shall be appointed by the President with the approval of the Executive Board.
- C. The President will dismiss members and dissolve special committees upon completion of their duties.
- D. The President shall be a member ex-officio of all committees except the Nominating Committee.

ARTICLE X - DISBANDMENT

If for any reason Bedford's Best Baseball, Inc. should decide to or be forced to cease to exist, all funds, materials and records shall be donated to other section 501(c)(3) charities, Governmental entities, or other youth organizations as determined by a vote of the executive board.

ARTICLE XI – AMENDMENTS

- A. All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of a majority of the members entitled to vote in the election of directors at any annual or special meeting of members, provided that the notice of such meeting shall have summarized or set forth in full therein, the proposed amendment.
- B. The Executive Board of Directors shall also have power to make, adopt, alter, amend and repeal, from time to time, Bylaws of the Corporation; provided however, that the members entitled to vote with respect thereto as in this Article XI, Section A above-provided, may alter, amend or repeal Bylaws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of members or of the Executive Board, or to change any provisions of the Bylaws with respect to the removal of Directors or the filling of vacancies in the Board resulting from the removal by the members. If any Bylaw is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors, the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made therein.

ARTICLE XII – INDEMNIFICATION

- A. Consistent with Michigan Statutes Annotated Section 21.197(209)(c), a volunteer director shall not hereafter be personally liable to the Corporation or its members for monetary damages for breach of the director's fiduciary duty, except for any of the following:
 - 1. A breach of the director's duty of loyalty to the Corporation or its members;
 - 2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 - 3. Participation in an illegal distribution of assets to the members of the Corporation;
 - 4. Participation in the distribution of assets to members during or after dissolution of the Corporation without paying, or adequately providing for, all known debts, obligation, and liabilities of the Corporation;
 - 5. A transaction from which the director derived an improper personal benefit; or
 - 6. An act or omission that is grossly negligent.
- B. Consistent with Michigan Statutes Annotated Section 21.197(209)(c) and (d), the Corporation shall assume the liability for all acts or omissions of a volunteer, including an umpire, manager, coach, scorekeeper, officer, director, and any other representative of the

Corporation, occurring on or after the effective date of this provision of Article XII if all of the following are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws. If the Michigan Nonprofit Corporation Act is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors or nondirector volunteers, then the liability of a director or nondirector volunteer of the Association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article XII by the members of the Corporation shall not adversely affect any right or protection of a director or nondirector volunteer of the Corporation existing at the time of such repeal or modification.

ARTICLE XI – REMOVAL FROM OFFICE

Any board member may be removed from office before the expiration of his term by vote of the board. Twelve (12) votes are required to enact this provision.