

**RESTATED BYLAWS  
OF  
NORTHVILLE BASEBALL-SOFTBALL ASSOCIATION**

EFFECTIVE DATE: January 1, 2012

Via written consent of the Board of Directors on December 5, 2011, all prior Bylaws of the Corporation are revoked, and the following set of Bylaws are adopted:

**ARTICLE I – GENERAL**

Section 1. The name of the corporation is: NORTHVILLE BASEBALL-SOFTBALL ASSOCIATION (herein referred to as "Corporation") which is incorporated as a nonprofit corporation under the laws of the State of Michigan.

Section 2. The corporation may also be referred to as NBSA.

Section 3. The Corporation may, by a vote of the Board of Directors, change its name.

**ARTICLE II - PURPOSE**

Section 1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, including any amendments that may from time to time be made thereto.

These include:

1. To operate youth baseball and softball programs in the Northville, Michigan community;
2. To foster opportunities for youth to engage in recreational baseball and softball and all matters incident thereto;
3. To provide instructional baseball and softball clinics for youths;
4. To conduct and to participate in any activity designed to promote the general health of the youth of the community, acting independently or with other organizations in shared, coordinated or combined programs and services;
5. To do such things and to perform such acts to accomplish its purposes which are not forbidden by section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (the "Code"), with all the powers conferred upon nonprofit corporations by the laws of the State of Michigan.

Section 2. The Corporation is to be operated exclusively for charitable, and educational purposes, within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986 or future amendments of said section. All actions and activities of the Corporation shall be carried on in conformance and compliance with the provisions and restrictions set forth in full in the Articles of Incorporation including any amendments that from time to time may be made thereto.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

Section 4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE III - OFFICES**

Section 1. The principal office of the Corporation in the State of Michigan shall be located in the City of Northville. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. The Corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent.

### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (Board). The Directors (individual members of the Board) may determine policies for membership, including classes and categories of membership and fees therefor, provided however that members who are not also Directors of the Corporation shall not have a vote or be entitled to vote regarding Corporation matters. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) not inconsistent with these Bylaws and with the Articles of Incorporation, or with the laws of the State of Michigan; in addition to, and not in limitation of, all powers, express or implied, now or hereafter conferred upon boards of directors of nonprofit corporations and in addition to the powers mentioned in and implied in other Sections of these Bylaws, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes and other obligations, to secure such obligations by mortgage, security interest, or other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary Corporation or other entity, whenever the same shall be in the best interests of the Corporation and in furtherance of its purposes.

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be at least seven, and no more than eighteen. Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled, until the next annual meeting of the Board and installation of officers thereafter, through a vote of a majority of the remaining members of the Board. Members of the Board of Directors shall be elected by the incumbent Board at its annual meeting. In addition to voting members, Honorary Directors, who shall serve until their resignation or removal, may be elected by the Board of Directors at any regular or special meeting of the Board. Honorary Directors may attend and participate in all meetings of the Board of Directors, but shall have no vote in matters coming before the Board, shall not be counted for the purpose of determining a quorum, and

shall not be held responsible or liable for any act or failure to act on the part of the Board of Directors. Members of the Board of Directors other than Honorary Directors shall serve for three (3) year terms, staggered so that, insofar as possible, the terms of approximately one-third of the Members of the Board of Directors expire each year.

Section 3. Annual Meeting. An annual meeting of the Board of Directors shall be held, at a time and place, within the State of Michigan, stipulated to by resolution of the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Until modified by said resolution of the Board of Directors, the annual meeting shall be held in the month of November of each year or the date determined to be the most favorable by the Board of Directors. If less than a quorum of the Directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

Section 4. Regular Meetings. The Board of Directors shall meet as often as necessary to conduct the business of the Corporation but at least quarterly, at a time and place, within the State of Michigan, stipulated to by resolution of the Board of Directors, for the purpose of retention of paid or volunteer staff sufficient to enable the Corporation to fulfill its mission and purposes as described in the Articles of Incorporation and Bylaws of the Corporation and for the transaction of such other business as may come before the meeting. Notice may be given by electronic transmission\*. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The Board of Directors may provide by resolution the time and place, within the State of Michigan, for the holding of regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Board of Directors or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Michigan, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any meeting of the Board of Directors shall be given at least three (3) days thereto by written notice delivered personally or sent by mail, fax, or electronic transmission\* to each Director at his or her address and/or fax number and/or e-mail address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. No notice need be given of an adjourned meeting of the Board provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. The President of the Board of Directors shall preside at the meetings of the Board.

\* **'Electronic transmission'**; means any form of communication that meets all of the following: (a) It does not directly involve the physical transmission of paper; (b) It creates a record that may be retained and retrieved by the recipient; (c) It may be directly reproduced in paper form by the recipient through an automated process.

Section 9. Removal. Any Director who fails to attend at least one-half (1/2) of the meetings of the Board during any twelve (12) month period shall automatically be removed from the Board. The President shall give prompt notice of such removal to the affected Director. In addition, any Director may be removed from office with or without cause by the vote of two-thirds (2/3) of the members of the Board then in office.

Section 10. Resignation. A Director may resign by written notice to the President of the Corporation. The resignation is effective upon its receipt by the President or at a subsequent time as specified in the notice of resignation.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at a regular or special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 12. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 14. Telephonic Conferences. A Director may participate in a meeting of Directors by conference telephone or similar communication equipment by which all persons participating in the meeting may communicate with each other, if all participants are advised of the communication equipment and the names of the participants in the conference are divulged to all participants. Participation in the meeting pursuant to this section constitutes presence in person at the meeting.

## **ARTICLE V - OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except President and Secretary. An officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by more than two officers.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall serve as the Chairperson of the Board of Directors, shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary. If required by the Board of Directors, the Secretary shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and, if the Corporation has a seal, of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register or the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Compensation. No compensation shall be paid to officers for services rendered to the Corporation in the course of holding office. The Board of Directors may authorize reasonable compensation for services of value performed by an officer independent of his or her office.

Section 10. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation against any liability asserted against such person and incurred by him in any such capacity, rising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability, provided that, when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty to indemnify any such person to the extent such liability is covered by such insurance, except as may be set forth in the Corporation's Articles.

Section 11. Indemnification. To the extent not inconsistent with the law of the State of Michigan and the Articles of Incorporation, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the corporation may be indemnified by the Corporation as provided in the Act.

## **ARTICLE VI - COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by written resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; fixing the compensation of the Directors for serving on the Board or on a committee; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership or any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VII - CONTRACTS, CHECKS AND DEPOSITS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation who are not specifically so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; provided that such authorization shall be confirmed by written resolution.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers as provided for above or such officers, or agents of the Corporation and in such manner as shall from time to time be determined by written resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VIII - BOOKS AND RECORDS**

Section 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE IX - FISCAL YEAR**

Section 1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE X - SEAL**

Section 1. The Board of Directors may provide a corporate seal. If a corporate seal is adopted it shall be affixed to a secretary's certificate and filed in the corporate record book.

## **ARTICLE XI - CONFLICT OF INTEREST POLICY**

Section 1. The Board of Directors shall adopt and maintain a Conflict of Interest Policy.

## **ARTICLE XII - WAIVER OF NOTICE**

Section 1. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or by Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XIII – DISSOLUTION**

Section 1. Upon the dissolution of the Corporation, assets shall be distributed 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XIV - AMENDMENTS TO BYLAWS**

Section 1. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority of the Directors present at any annual or regular meeting or at any special meeting, if at least thirty days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

### **ARTICLE XV – INTERPRETATION**

Section 1. The interpretation of the Board of Directors of the Corporation as to the meaning or effect of any provision of these Bylaws shall be final.

### **ARTICLE XVI - SEVERABILITY**

Section 1. Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

Approved and adopted: