

BYLAWS
OF
NORTHVILLE BASEBALL-SOFTBALL ASSOCIATION,
a Michigan Nonprofit Corporation

I
CORPORATION

1.1 DEFINITIONS

For purposes of these Bylaws, the terms referred to herein shall have the following meanings:

A. The term "Board" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board.

B. The term "Corporation" means Northville Baseball-Softball Association, a Michigan nonprofit corporation, unless from its context or use, it clearly has a different meaning.

1.2 PLACES OF BUSINESS. The Corporation shall have its principal place of business in Northville, Michigan and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES. As stated in the Articles of Incorporation, the purposes of the Corporation are as follows:

1. To operate youth baseball and softball programs in the Northville community, to foster opportunities for youth to engage in recreational baseball and softball and all matters incident thereto.
2. To provide instructional baseball and softball clinics for youths.
3. 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.
4. To acquire, to own, to dispose of, and to deal with real and personal property and interests therein.
5. To receive and apply gifts, grants, bequests, and devises, and the proceeds thereof, in furtherance of the purposes of the corporation.
6. 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.

C. Regardless of any other provisions of these Articles of Incorporation or the laws of the State of Michigan, the Corporation shall not:

1. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes);
2. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
3. Participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

II

BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The business and affairs of the Corporation shall be managed by the Board of Directors which shall be the governing body of the Corporation. The Board of Directors shall meet as often as necessary to conduct the business of the Corporation,

but at least quarterly. The Board shall appoint officers, establish committees and provide for the 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.

2.2 NUMBER AND SELECTION OF DIRECTORS. The Board Of Directors shall consist of not less than seven (7) nor more than eighteen (18) voting members, the exact number to be determined by the Board from time to time. 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.

2.3 REMOVAL; RESIGNATION. Any Trustee 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. 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.

2.4 VACANCIES. Vacancies in positions on the Board of Directors occurring by reason of death, resignation, removal or other inability to serve, shall be filled by the affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A member of the Board of Directors elected to fill a vacancy or because of an increase in the number of Directors shall serve only until the next election of Directors.

2.5 ANNUAL MEETING. The Board of Directors shall hold an annual meeting of the Board in April of each year, at such time and place as the Board of Directors shall determine, for the purpose of election of Directors and officers and consideration of such business as may properly be brought before the meeting. 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.

2.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors may be held at such times and places as the Directors may from time to time determine at a prior meeting or as shall be directed by the President. Special meetings of the Board may be called by the President and shall be called by the President or the Secretary upon the written

request of any two (2) Directors. Minutes at such meetings will be taken and copies thereof distributed to the members of the Board in a timely manner.

2.7 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board of Directors shall be given to each Director at least three (3) days before the date of the meeting, either personally or by mailing, electronically mailing (e-mail) or faxing to each Director at the address designated by the Directors for such purposes, or if none is designated, at the Director's last known address. 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.

2.8 WAIVER OF NOTICE OF MEETINGS. Notice of any meeting of the Board may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

2.9 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Directors or committees of the Corporation may be taken without a meeting, without prior notice and without a vote, if all of the Directors or committee members entitled to

vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

2.10 QUORUM AND VOTING REQUIREMENTS. A majority of members of the Board of Directors then in office, and a majority of the voting members of any committee, shall constitute a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is quorum shall be the act of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A committee may, however, make recommendations and reports to the Board of Directors without a quorum being present. A member of the Board or of a committee appointed by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.11 POWERS OF THE BOARD OF DIRECTORS. 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 from Section 1.3, 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.

2.12 COMPENSATION. No member of the Board of Directors shall be entitled to compensation for services as a Director. The Board of Directors may, however, provide reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director, and may reimburse any Director for expenses actually and necessarily incurred in the performance of his or her duties as Director. The Corporation may enter into a contract directly or indirectly with a Director for the provision of goods or services to the Corporation, if such contract is in the best interest of the Corporation and on fair and reasonable terms and if the Director's interest is disclosed or known to the Board of Directors and the contract is authorized by a vote of the Board of Directors sufficient for the purpose without counting the vote of any interested Director.

III

OFFICERS

3.1 OFFICERS. The officers shall be a President, a Secretary, and a Treasurer. There may also be one or more Vice Presidents and such assistant officers as the Board of Directors deems appropriate. The President must be a member of the Board of Directors, but other officers need not be.

3.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors. Elections shall be held in a special meeting in September of each year, or as necessary, at the annual meeting of the Board. Two or more offices may be held by the same person but no person may execute, acknowledge or verify any instrument in more than one capacity.

3.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

3.4 VACANCIES. In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until a successor shall be elected.

3.5 **PRESIDENT.** The President shall preside at all meetings of the Board, shall provide leadership in the governance of the Corporation and collaboration with the President, shall recommend governance policies and procedures for the Corporation. The President shall have the power, under the direction and on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

3.6 **VICE PRESIDENTS.** There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Directors or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall perform the duties of the President in the President's absence.

3.7 **SECRETARY.** The Secretary shall act under the direction of and be accountable to the President. Subject to the direction of the President, the Secretary shall attend all meetings of the Board and record or cause the proceedings to be recorded, and shall perform like duties for committees of the Board when requested by the Board. The Secretary shall give, or cause to be given, notice of all annual, regular and special meetings of the Board, and shall perform such other duties as may be prescribed from time to time by the Board. The Secretary shall keep in safe custody the seal of the Corporation, if any, and, when authorized by the President or the Board, cause it to be affixed to any instrument requiring it. The Secretary shall prepare and file or cause to be prepared and filed all corporate reports and records required by law, sign or attest

all instruments on behalf of the Corporation as he or she shall be authorized by law or the Board to do, and keep in safe custody all books and records of the Corporation.

3.8 TREASURER. The Treasurer shall act under the direction of and be accountable to the President. The Treasurer shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; shall render reports from time to time, as requested by the Board of Directors, of the financial condition of the Corporation; and shall perform such other duties as usually pertain to the office as may be determined from time to time by the President or the Board of Directors.

3.9 CUSTOMARY POWERS. To the extent the powers and duties of the several officers are not provided from time to time by resolution, these Bylaws, or the directive of the Board, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of Corporations similar in organization and business purposes to this Corporation.

3.10 ACTING OFFICERS. The Board may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

IV

COMMITTEES

4.1 COMMITTEES. The Executive Committee shall be the sole standing committee of the Corporation. The Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation, and shall define the powers and responsibilities of such committees. The members and chairpersons of all committees shall be elected by the Board of Directors for a one (1) year term or until their successors are duly elected, but shall be subject to removal with or without cause at any time by vote of a majority of the members of the Board of Directors then in office.

4.2 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, the Secretary and the Treasurer. The Executive Committee may exercise all powers and authority of the Board of Directors in management of the Corporation between meetings of the Board of Directors (within the limits prescribed by law).

V

INDEMNIFICATION

5.1 VOLUNTEER TRUSTEE LIABILITY.

A volunteer Director (as defined in Section 110 of the Michigan Nonprofit Corporation

Act, hereinafter referred to as a "Director") of the corporation shall not be personally liable to the corporation or its member for monetary damages for a breach of the Director's fiduciary duty arising under applicable law. However, this Article shall not eliminate or limit the liability of a Director for any of the following:

- (a) A breach of the Director's duty of loyalty to the corporation or its member;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) A transaction from which the Director derived an improper personal benefit;
- (e) An act or omission occurring before the effective date of this Article; or
- (f) An act or omission that is grossly negligent.

Any repeal or modification of this Article VII by the member of the corporation shall not adversely affect any right or protection of any Director of the corporation existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

5.2 INDEMNIFICATION. Each person who is or was a member of the Board of Directors of the Corporation, an officer of the Corporation, and each person who serves or has served at the request of the Corporation, as a director, officer, agent or committee member of any other Corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against such liability under the laws of the State of Michigan, but no right of subrogation is intended to be created hereby. Any such indemnification by the Corporation shall be only those amounts above and beyond the amount of applicable insurance.

VI

AMENDMENTS AND INTERPRETATION

6.1 AMENDMENTS. These Bylaws may be amended by the members of the Corporation at any annual or special meeting by a two-thirds (2/3) vote of the members of the Board then in office. No amendment of the bylaws that is inconsistent with the Articles of Incorporation shall become effective prior to an amendment that may be required in the Articles of Incorporation.

6.2 INTERPRETATION. 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.

Northville Baseball-Softball Association Bylaws adopted effective March, 2005.

Revised June, 25, 2007