

**BY-LAWS
OF
ST. ANTHONY BASEBALL ASSOCIATION**

**ARTICLE I
NAME AND OBJECTIVES**

A. **NAME.** This corporation shall be known as the St. Anthony Baseball Association ("SABA").

B. **REGISTERED OFFICE.** The registered office for the SABA will be 2505 34th Avenue NE, St. Anthony, MN 55418 or such other address as is adopted by resolution of the board of directors.

C. **PURPOSE.** The Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.

D. **OBJECTIVES.** The purpose of this corporation shall be to support amateur baseball activities in the geographic area of the St. Anthony New Brighton School District.

**ARTICLE II
BOARD OF DIRECTORS**

A. **BOARD OF DIRECTORS.** The general management of the affairs of the SABA shall be vested in the Board of Directors who shall be elected as provided in Article IV, Section A. of the by-laws. The number of directors shall be not less than two (2) and not more than twenty (20).

B. **DUTIES AND POWERS.** The Board of Directors shall have a general charge and management of the affairs, funds and property of the SABA. The Board shall have full power and it shall be the Board's duty to carry out the purpose of the SABA according to its by-laws, in accordance with Minnesota state laws for a non-profit organization and to establish such philosophy as is reasonable and necessary to accomplish the purpose of the SABA.

C. **ELECTIONS.** Directors shall be elected by the Board of Directors at a meeting called for that purpose. All Directors shall hold their offices until their successors shall have been elected and qualify. Individual directors can be removed with or without cause by a two-thirds (2/3) majority vote of the Board of Directors at a director's meeting where a quorum is present.

D. **VACANCIES.** If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining directors, though less than a quorum, may choose a successor or successors, who shall hold office until a new successor or successors have been duly elected and qualify.

E. **PLACE OF MEETING.** The Board of Directors may hold its meetings at such places as the majority of the members may from time to time determine.

F. **REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Board of Directors shall be held at such times and upon such notice as are fixed from time to time by resolution of the Board of Directors. Special meetings may be held at any time upon call of the President or any two Directors, upon ten (10) days written notice to each Director, which notice shall set forth the purpose, date, time and place thereof.

G. **MEETING WITHOUT NOTICE.** Any Director may, in writing, either before or after the meeting, waive notice thereof, and without notice, any Director by his attendance at and participation in the action taken at any meeting of the Board of Directors shall be deemed to have waived notice thereof. Whenever all the Directors of this Corporation shall be present and consent to or participate in a meeting, all business transacted thereat shall be legal and valid in all respects as if such meeting had been regularly called and noticed.

H. **CONSENT TO ACTION.** Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting, if taken by written action signed by all of the directors. Such action shall be effective when all of the Directors have affixed their signatures, unless a different effective date is provided therein.

I. **PRESUMPTION OF ASSENT.** A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before its adjournment, or shall forward such dissent to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

J. **QUORUM AND ADJOURNED MEETINGS.** A majority of the Directors shall constitute a quorum for the transaction of business. If, however, a quorum is not present at any such meetings, the Director or directors present shall have the power to adjourn the meeting from day to day, without notice other than announcement at the meeting, until a quorum is present.

K. **COMPENSATION OF DIRECTORS.** Directors will not be compensated for their services as directors. However, it shall be lawful for the Board of Directors to allow each director to be reimbursed for expenses incurred on behalf of the Corporation.

L. **INDEMNIFICATION OF DIRECTORS AND OFFICERS.** Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against reasonable costs and expenses (including attorney's fees) incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been Director or officer of the Corporation, except matters where he shall finally be adjudged or have entered his consent in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he shall be entitled as a matter of law.

M. **COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the Board, may appoint an Executive Committee and such other committees as it may deem appropriate. Each such committee shall consist of at least one member of the Board of Directors, shall have and exercise such powers as shall be conferred or authorized by the resolution appointing it, and shall be under the control of and directly responsible to the Board of Directors.

N. **MEETING BY CONFERENCE COMMUNICATION.** Except as may be otherwise restricted by the Articles of Incorporation or By-Laws, members of the Board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communication equipment so that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III: OFFICERS

A. **OFFICERS.** The officers of the SABA shall consist of a President, Vice President, Secretary and Treasurer elected by the Board of Directors as provided in Article III, Section C.

B. **DUTIES:**

1. **President.** The President shall preside at all meetings of the SABA and of the Board of Directors, and shall administer committee leadership.

2. **Vice-President.** In the absence of the President, the Vice-President shall perform the president's duties. The Vice-President can also serve as a director of one of the committee positions.

3. **Secretary.** The Secretary shall keep the minutes of all meetings of the SABA and shall present such minutes at the beginning of each meeting for approval.

4. **Treasurer.** The Treasurer shall have charge of all receipts and monies of the SABA in a bank approved by the Board of Directors and disburse funds

as ordered or authorized by the Board of Directors. All revenues generated shall be returned to the SABA treasury to enable the SABA to provide baseball opportunities for boys and girls.

C. **ELECTION.** The Board of Directors at the annual meeting shall elect the Officers. Any Director in good standing is eligible to stand for election to an Officer position.

D. **TERM.** The Officers term shall be two years.

E. **VACANCY.** Upon vacancy, the Board of Directors at its monthly meeting shall elect a replacement to fulfill the remaining term of the vacated Officer position.

F. **REMOVAL.** The Board of Directors may remove an Officer, with or without cause, by a 2/3rd vote.

ARTICLE IV POSITIONS DIRECTORS

A. **POSITIONS.** The SABA will maintain the following director positions.

1. Legion Baseball Representative;
 2. VFW Baseball Representative;
 3. Sports Boosters Representative;
 4. Townteam Baseball Representative;
 5. High School Coaches Representative;
 6. Fundraising;
 7. Concessions;
 8. Past President (to be established after first President is succeeded)
 9. Field Equipment
 10. Field Maintenance
 11. Past Coach
 12. Public Relations
 13. Norsemen Baseball Representative
 14. Past President
- and
15. Other positions established by the board of directors.

B. **ACCOUNTABILITY.** The director will be accountable for all aspects of the position.

C. **TERM.** The term of the director position will be until a successor is elected and qualified.

D. **ELECTION.** The Directors shall be elected at the annual meeting.

E. **VACANCY.** Upon vacancy, the President may appoint a Director of the Board to fulfill the remaining term of the director.

F. **REMOVAL.** The Board of Directors may remove a position director, with or without cause, by a 2/3rd vote.

ARTICLE V MEETINGS

A. **ANNUAL MEETING OF THE BOARD OF DIRECTORS.** The annual meeting of the SABA Board of Directors shall be on the second Sunday in February of each year. Notice of the time and place for the annual meeting shall be published in community publications.

B. **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.** The President or any Board of Director upon request to the President may call special meetings of the Board of Directors. Notice of the special meeting must be provided at least 48 hours in advance of such meeting and said Notice must specify the purpose of the special meeting.

C. **ORDER OF BUSINESS.** At all meetings of the SABA, the order of business shall be by agenda established by the President or other presiding officer.

D. **MEETINGS OF THE BOARD OF DIRECTORS.** Meetings of the Board of Directors shall be on a quarterly basis on the second Sunday of the Month at 7:30PM unless otherwise specified by the President with at least 48 hours notice of said change.

E. **PUBLIC ATTENDANCE AT BOARD OF DIRECTOR MEETINGS.** SABA Board of Director meetings are open to all parents/guardians of St. Anthony Baseball participants and the agenda shall permit parents/guardians to bring special issues before the Board of Directors.

F. **EXECUTIVE SESSIONS.** The Board of Directors, by majority of vote of the Directors present, may elect to adjourn to executive session to discuss items of a confidential or sensitive nature.

G. **QUORUM FOR BOARD MEETINGS.** A simple majority of the current Board of Directors shall constitute a quorum. Once a quorum is achieved, the meeting can continue to adjournment even if a quorum of the current Board of Directors ceases to be present.

H. **VOTES OF THE BOARD OF DIRECTORS.** Assuming a quorum has been achieved, unless otherwise specified, all votes of the Board of Directors will require a simple majority of the Board of Directors then present at the meeting to carry.

ARTICLE VI

MISCELLANEOUS

A. **AMENDMENT OF BY-LAWS.** These by-laws may be amended only by a 2/3rd vote of all current members of the Board of Directors at a meeting of the SABA Board of Directors.

B. **NOTICES.** All notices to eligible individuals shall be mailed to their addresses as shown in the records of the SABA, and such mailings shall constitute presumptive evidence of service thereof.

C. **INDEMNIFICATION.** To the fullest extent permitted by law the Corporation shall indemnify its Directors, Officer, employees and other agents including persons formerly occupying such positions against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding stemming from their position with the Corporation.

The Corporation shall have the power to purchase and maintain insurance for the above purposes.

ADOPTED AND APPROVED

DATE

BOARD PRESIDENT