

BY-LAWS
OF
BROOKWOOD ATHLETIC ASSOCIATION-BASEBALL, INC.

ARTICLE I
REGISTERED OFFICE AND AGENT

- 1.1 **Registered Office and Agent.** The initial registered office of the Corporation and the initial registered agent of the Corporation at said office shall be as set forth in the Articles of Incorporation of the Corporation. The registered office of the Corporation and the registered agent of the Corporation at such office may be changed from time to time by the Corporation in the manner specified by law.

ARTICLE II
MEMBERSHIP

- 2.1 **Membership.** All persons interested in promotion youth athletics in the Brookwood Community who have paid any required membership fees or dues.
- 2.2 **Rights of Membership.** All members shall have the right to attend any of the Corporation's meetings. The membership as whole shall elect the Board of Directors.
- 2.3 **Withdrawal.** Any member may withdraw from membership at any time.
- 2.4 **Temporary Exclusion or Removal.** Any member who acts inconsistently with the purposes, rules or principles of the corporation and/or the Code of Ethics may be removed or excluded from membership by a three-fourths (75%) vote of the members in attendance at any membership meeting.

ARTICLE III
MEETINGS OF MEMBERS

- 3.1 **Time and Place of Meetings.** Meetings of the Members shall normally be held at such date, time and place as may be fixed by the Board of Directors of the Corporation.

- 3.2 Annual Meeting. An annual meeting of the Members shall be held following the conclusion of the regular baseball season.
- 3.3 Regular Meeting. The Board of Directors shall determine by resolution how frequently to convene regular meetings of the Members and the date, time and place of such meetings.
- 3.4 Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors upon a majority vote of the Board, or when requested in writing by not less than ten percent (10%) of the Members of the Corporation.
- 3.5 Notice of Meeting. Notice of a meeting stating the time, place and hour shall be given in a reasonable manner. Twenty-four (24) hour notice of a meeting is notice given in a reasonable manner. For special meetings, notice given by six (6) hours telephone notice is notice given in a reasonable manner. No notice of any meeting of the members need state the business to be transacted at, nor the purpose of, any regular, annual or special meeting. For special meetings when other than routine business is to be transacted, notice shall include the purpose of or business to be transacted at the meeting.
- 3.6 Waiver of Notice. Attendance of a Member at a meeting shall of itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Member attends a meeting solely for the purpose of stating at the beginning of the meeting, any such objection or objections to the transaction of the business.
- 3.7 Quorum. A quorum shall consist of at least 25 members.
- 3.8 Adjournment. Any meeting of the Members may be adjourned by a majority of the Members present at a meeting, whether or not a quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting shall not be necessary, provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.
- 3.9 Voting Rights. Each Member shall be entitled at each meeting to one (1) vote.

3.10 Proxies. A proxy shall not be valid.

ARTICLE IV

BORAD OF DIRECTORS

- 4.1 General Powers, Number, Qualification, Election and Term of Office. The affairs of the Corporation shall be managed by a Board of twelve (12) directors. The initial number of Directors shall be as set forth in the Articles of Incorporation of the Corporation. The Directors shall be natural persons of the age of eighteen (18) years or over. The Board of Directors shall be elected for a three-year term by the membership as a whole from a slate of individuals offered by the nominating committee and/or the general membership. No member shall serve more than one (1) three-year term, unless the needs of the corporation dictate otherwise.
- 4.2 Replacement Members of Board. New board members will be elected by a majority vote of the members present at the meeting.
- 4.3 Removal and Vacancies. The Board is authorized to replace Board members during the year for the remainder of that year without a general membership meeting by majority vote of the remaining Board of Directors.
- 4.4 Compensation. Each director shall serve without compensation.
- 4.5 Board May Appoint Advisory Board. The Board of Directors may appoint an Advisory Board. The purpose of the Advisory Board is to advise the Board of directors on Brookwood Athletic Association-Baseball, Inc. matters. The Advisory Board members shall not have a vote on Board matters. The Board may appoint a Commissioner of Baseball and league directors and such other persons as may be necessary to carry on the objectives of the corporation.
- 4.6 Removal of Managers and Coaches. The Board of Directors, with a majority vote, can suspend and prevent any manager and/or coach of a team from any further association with any team if the behavior of the manager and/or coach is inconsistent with the Code of Ethics of the corporation. A manger/coach may be given one warning and will be on probation for the remainder of the season. Any further violation requires suspension.

- 4.7 Proxy. Only those members of the corporation in attendance at the meeting shall be eligible to vote. There shall be no votes allowed by proxy.

ARTICLE V

MEETING OF THE BOARD

- 5.1 Place and Time of Meetings. Regular meetings of the board of Directors may be held at such time and place as necessary and appropriate.
- 5.2 Annual Meeting. The Board of Directors shall meet at least annually for the consideration of such business as may come before it.
- 5.3 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Vice President.
- 5.4 Notice of Meetings. Notice of a meeting stating the time, place and hour shall be given in a reasonable manner. For a special meeting, notice given by six (6) hours telephone notice is notice given in a reasonable manner. No notice of any meeting of the Board of Directors need state the business to be transacted at, nor the purpose of, any regular, annual or special meeting. For special meetings when other than routine business is to be transacted, notice shall include the purpose of or business to be transacted at the meeting.
- 5.5 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting unless he or she attends for the purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
- 5.6 Quorum. At meetings of the Board of Directors, one-half (50%) of the directors in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the Directors in attendance shall be the acts of the Board.
- 5.7 Adjournment. A meeting of the Board of Directors may be adjourned by a majority of the Directors present, whether or not a quorum exists. Notice of the time and place of the adjourned meeting and of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is

- present, any business may be transacted which could have been transacted at the meeting originally called.
- 5.8 Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all the Directors, and be filed with the minutes of the proceeding of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.
- 5.9 Action By Telephone Conference Call. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VI

OFFICERS

- 6.1 Officers. The officers of the Corporation shall consist of a President, Vice President(s), Secretary and Treasurer. Each officer shall be elected by the Directors and each officer shall hold office for a one-year term.
- 6.2 President. The President shall preside at all meetings of the Board of Directors and of the the Members, and shall be an ex-officio member of all standing committees. The President is a member of the Board of Directors. The President shall be the Chief Executive Officer of the Corporation, and shall have the responsibility for the general supervision of the affairs of the Corporation. He or she shall perform whatever duties the Board of Directors may from time to time prescribe.
- 6.3 Secretary. The Secretary of the Board of Directors shall serve as Secretary of the Corporation and shall keep minutes of all meetings of the Members and Directors and have charge of the minute books and the seal of the Corporation and shall perform such other duties and have such other powers as may from time to time

be delegated to her or him by the President of the Board of Directors. The Secretary is a member of the Board of Directors.

- 6.4 Vice President. In the absence or disability of the President, the Vice President, if any, shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Vice Presidents or may otherwise specify the order of seniority of the Vice Presidents. The league directors shall report to the Vice President.
- 6.5 Treasurer. The treasurer of the Board of Directors shall serve as Treasurer of the Corporation and shall be charged with the management of the financial affairs of the Corporation and shall have such other duties as shall be delegated to him or her by the President or by the Board of Directors.
- 6.6 Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it may be filled by majority vote of the Board of Directors. The officer so selected shall hold office for the remainder of the term of the officer vacating such office.
- 6.7 Delegation of Duties. Whenever an officer is absent for an extended period of time or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.
- 6.8 Removal of Officers. An officer of the Corporation may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the Corporation will be served by the removal.
- 6.9 Absentees. Any board member missing three consecutive board meetings may be removed from the Board of Directors upon a majority vote of the Members of the Board.

ARTICLE VII
COMMITTEES

- 7.1 Nominating Committee. The nominating committee shall offer a slate of individuals to the Board as candidates for the members to vote on for election to the Board of Directors. The immediate pas President shall act as the Chairman of committee. In the event he cannot serve, the current President will appoint a Chairman.
- 7.2 Other Committees. The President or Board of Directors may appoint other committees and committee chairman when necessary or appropriate.

ARTICLE VIII
MISCELLANEOUS

- 8.1 Inspection of Books. All books and records of the Corporation may be inspected by any Member, Director, or his agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose and the payment of all costs associated with such inspection.
- 8.2 Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine. In the event that it is inconvenient at any time to use the corporate seal of the Corporation, the words “Seal” or “Corporate Seal” enclosed in parentheses or scroll shall be deemed the corporate seal of the Corporation.

ARTICLE IX
AMENDMENT

- 9.1 The By-Laws of the Corporation may be altered, amended, or repealed and new By-Laws may be adopted by majority vote of the Members in attendance at any annual, regular or special meeting of the Members of the Corporation; provided, however, that notice of the general nature of the proposed change in the By-Laws shall have been given in the notice of such meeting.

**AMENDMENT TO THE
BY-LAWS OF
BROOKWOOD ATHLETIC ASSOCIATION-BASEBALL, INC.**

ARTICLE IV – BOARD OF DIRECTORS – is hereby amended this 1st day of November 1992 to read as follows:

- 4.1 The affairs of the Corporation shall be managed by a Board of fifteen (15) directors.....

This amendment is made pursuant to a motion voted upon and passed by a majority of members present at the annual general meeting of November 1, 1992.

Diane L Forrest
Secretary

**AMENDMENT TO THE
BY-LAWS OF
BROOKWOOD ATHLETIC ASSOCIATION-BASEBALL, INC.**

ARTICLE 4.1 – General Powers, Number, Qualification, Election and Term of Office. –
is hereby amended this 25th day of September, 1994 to read as follows:

Four of the current fifteen members will serve one additional year to enable the Association to make appointments of five new members per year beginning in year 1996.

The motion was made by Mike Trapani at the September 25, 1994 annual meeting. The motion was 2nd by Jerry Tollison, A vote was taken, The motion passed unanimously.

Betty J. Shaw
Secretary 1994-1995

AMENDMENT TO THE
BY-LAWS OF
BROOKWOOD ATHLETIC ASSOCIATION-BASEBALL, INC.

ARTICLE IV – BOARD OF DIRECTORS – is here by amended this 24th day of October 2004 to read as follows;

4.1.....The affairs of the Corporation shall be managed by a Board of eighteen (18) directors.....

This amendment is made pursuant to a motion voted upon and passed by a majority of members present at the annual general meeting of October 24, 2004.

Dan Redovian, President

Dolford Layson, Treasurer

