

**BYLAWS**

**OF**

**WEST CENTRAL BASEBALL**  
**ASSOCIATION, INC.**

## TABLE OF CONTENTS

<b>ARTICLE I. Name</b> .....	1
<b>ARTICLE II. Principal Place of Business.</b> .....	1
<b>ARTICLE III. Purpose</b> .....	1
<b>ARTICLE IV. Board of Directors.</b> .....	2
Section 1. General Powers. ....	2
Section 2. Composition. ....	2
Section 3. Meetings. ....	3
Section 4. Quorum .....	3
Section 5. Voting. ....	3
Section 6. Vacancies. ....	3
Section 7. Informal Action. ....	3
Section 8. Resignation and Removal. ....	4
Section 9. Conflict of Interest. ....	4
<b>ARTICLE V. Special Committees</b> .....	4
<b>ARTICLE VI. Officers</b> .....	4
Section 1. Officers. ....	4
Section 2. Election and Term of Office .....	5
Section 3. President .....	5
Section 4. Vice President. ....	5
Section 5. Treasurer. ....	5
Section 6. Secretary. ....	5
<b>ARTICLE VII. Resignations, Removals and Vacancies.</b> .....	6
Section 1. Resignations. ....	6
Section 2. Removal .....	6
Section 3. Vacancies. ....	6
<b>ARTICLE VIII. Miscellaneous.</b> .....	6
Section 1. Contracts, Etc. ....	6
Section 2. Checks, Drafts, Etc. ....	6
Section 3. Corporate Seal .....	6
Section 4. Fiscal Year. ....	6
Section 5. Notices and Waivers Thereof. ....	7
Section 6. Interested Directors. ....	7
Section 7. Limitation of Liability and Indemnity .....	7
Section (a) Liability. ....	7
Section (b) Indemnity. ....	7

Section 8. Books and Records. . . . . 8

**ARTICLE IX. Amendments . . . . .8**

    Section 1. Voting. . . . . 8

    Section 2. Vacancies. . . . .8

    Section 3. Informal Action. . . . .8

    Section 4. Removal. . . . . 8

**ARTICLE X. Disciplinary Issues . . . . .8**

**CERTIFICATE OF SECRETARY. . . . .9**

**BYLAWS**  
**OF**  
**WEST CENTRAL BASEBALL ASSOCIATION, INC.**

**Article I.**  
**Name**

The name of the corporation shall be West Central Baseball Association, Inc, a non-profit Corporation.

**Article II.**  
**Principal Place of Business**

The principal office of this Corporation will be P.O. Box 152, Hartford, South Dakota 57033. The Board of Directors shall fix, and may from time to time change, the location of the principal executive office of West Central Baseball Association, Inc. (the "Corporation"), at any place within or outside the State of South Dakota.

The registered office of the Corporation required by the South Dakota Business Corporation Act to be maintained in the State of South Dakota may be, but need not be, identical with the principal office in the State of South Dakota and the address of the registered office may be changed from time to time by the Board of Directors.

**Article III.**  
**Purpose**

The purpose of West Central Baseball Association, Inc., is:

1. To provide a baseball program for the promoting, funding, educating, and enriching of youth in Hartford, Humboldt and the surrounding communities as a charitable, public service oriented organization as is required by 501(c)(3). Said purpose is also to provide the youth with the opportunity to gain an understanding of the rules and concepts of the game of baseball, to acquire and promote baseball skills, and to play the game of baseball in an atmosphere that promotes good sportsmanship and respect for teammates, opponents, coaches, game officials and the game of baseball itself.
2. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

3. To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations and evidences of indebtedness of all kinds, without limit as to amount, and to secure the same by mortgage, security interest, or pledge of corporate property or otherwise, provided the same be permitted by law.
4. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of South Dakota.
5. To purchase or otherwise acquire and to hold, create security interests in, pledge, sell, exchange or otherwise dispose of securities, including stock, bonds, debentures, notes, mortgages, or other obligations created or issued by any persons, firms, associations, corporations or governments or subdivisions thereof and to make payment therefor in any lawful manner and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof and to purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own shares and its own debt obligations.
6. The foregoing clauses shall be construed as both purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.
7. In effectuating the above-stated purposes, the corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized pursuant to the South Dakota Business Corporation Act, found at South Dakota Codified Laws, Chapters 47-2 through 47-9A, as long as it does not affect the status of the corporation as a 501(c)(3) nonprofit, charitable organization.
8. The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized pursuant to the South Dakota Business Corporation Act.

#### **Article IV. Board of Directors**

Section 1. General Powers. The property, affairs and business of the Corporation shall be managed and controlled and all corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Composition. The Board of Directors of the Corporation shall consist initially of seven (7) directors. The number of directors may be increased or decreased from time to time by the Board, but shall not be less than three (3) nor more than fifteen (15). The directors shall be elected annually at the annual meeting of the Board of Directors. Each director shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall be elected and qualified, unless prior thereto he/she dies, resigns or is removed from office.

The Board shall consist of individuals that are interest in continuous active participation which positively affects the purpose of West Central Baseball Association, Inc. Approval as a

Director is attained by a majority vote of the membership at any regular meeting of the organization.

The Board shall consist of and appoint for a three year term with the first terms being the following:

- a. Three members to serve for a one year term (at large board members);
- b. Two members to serve for a two year term;
- c. Two members to serve for a three year term.

After the initial board of directors for the initial above rotation, all terms shall be for three year terms.

Section 3. Meetings. The Board of Directors may hold its meetings either within or without the State of South Dakota. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by the Board of Directors, for the purposes set forth in these Bylaws and for the transaction of such other business as may come before the meeting, as shall be designated in the notice of the meeting, which shall be given at least seven days, but not more than twenty-one days before the meeting.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called by the President or by a majority of the directors then in office. Such notice shall be given by the Secretary or, in his/her absence, any other officer of the Corporation, at least seven days, but not more than fourteen days, before the meeting. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or the purpose or purposes of the meeting therein.

Section 4. Quorum. Except as otherwise provided by law, the Certificate of Incorporation or Bylaws of the Corporation, a majority of the number of members of the Board of Directors at the time in office shall constitute a quorum for the transaction of business. If there shall be less than a quorum present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time by an announcement thereat, and the meeting may be held as adjourned without further notice.

Section 5. Voting. Except as otherwise provided by law, the Certificate of Incorporation or Bylaws of the Corporation, the affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

Section 6. Vacancies. Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his/her successor is duly elected and qualified.

Section 7. Informal Action. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all the directors.

Section 8. Resignation and Removal. Any director may be removed at any time for cause by the Board of Directors at any meeting. Any director may resign his/her directorship at any time by giving written notice thereof to the Secretary or, if there is no Secretary, to the President or any other officer. The resignation shall become effective upon the date specified therein or, if no date is specified, upon receipt of such resignation by any officer of the Corporation. Acceptance shall not be necessary to render the resignation effective.

Any director may be removed, either with or without cause, by majority vote of the members of the Board of Directors not being removed (the "remaining directors") at any regular or special meeting of the Board of Directors or by the unanimous written consent of the remaining directors.

No reduction of the authorized number of directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 9. Conflict of Interest. No person who is a member of or who is employed by or who is in any way connected with the West Central Baseball Association, Inc. shall receive any personal financial benefit therefore beyond the reasonable value of services in carrying out the purpose for which the Association has been organized.

No person who is a member of the city council or the mayor of the City of Hartford or the City of Humboldt or any other association or group that would have a conflict of interest, whether direct or indirect, with the Association may serve on the Board of Directors.

## **Article V. Special Committees**

The Board of Directors may from time to time designate and appoint one or more special committees with such powers and duties as the Board of Directors may determine. At least one of each such committee shall be a member of the Board of Directors. Such committees may have as advisors persons who are not directors, officers or employees of the Corporation.

## **Article VI. Officers**

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Each officer of the Corporation shall have such authority, shall perform such duties and shall hold office for such term as may be prescribed by these By Laws or by the Board of Directors. Any person may hold two or more offices at one time, except the offices of President and Secretary, provided the duties thereof can be consistently performed by the same person. The person elected as an officer shall be a member of the Board of Directors.

Section 2. Election and Term of Office. The President and Vice President of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. The Secretary and Treasurer shall be elected annually by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Section 3. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions by the Bylaws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and shall perform all other duties and enjoy all other powers commonly incident to his/her office or which may be prescribed by the Board of Directors or which are or may at any time be authorized or required by law.

Section 4. Vice-President. Each Vice-President shall perform such duties as from time to time may be assigned to him by the Board of Directors. In the absence of the President or in the event of his/her inability to act, the Vice-President so designated by the Board of Directors shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

Section 5. Treasurer. Subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Corporation. When necessary or proper, he/she shall endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit all funds of the Corporation in such banks or other depositories as may be designated by the Board of Directors. Subject to the direction of the Board of Directors, he/she shall perform all other duties and enjoy all other powers commonly incident to this office or as from time to time may be assigned to him by the Board of Directors.

In the absence of the Treasurer or in the event of his/her inability to act, the President may appoint an Assistant Treasurer to act temporarily in his/her place. The Board of Directors may require the Treasurer and any Assistant Treasurer to be bonded for the faithful discharge of his/her duties in such sums and with such surety or sureties as the Board of Directors may determine.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall be responsible for the custody of all such minutes. Subject to the direction of the Board of Directors, the Secretary shall have custody of the documents of the Corporation. She shall give notice of meetings and, subject to the direction of the Board of Directors, shall perform all other duties and enjoy all other powers commonly incident to her office or as may from time to time be assigned to her by the Board of Directors.

In the absence of the Secretary or in the event of his/her inability to act, the President may appoint an Assistant Secretary to act temporarily in his/her place.



**Article VII.  
Resignations, Removals and Vacancies**

Section 1. Resignations. Any director, officer, employee or agent of the Corporation or any member of any committee may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective unless otherwise provided therein.

Section 2. Removal. Any officer, employee or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 3. Vacancies. Any vacancy in the office of any officer arising from death, resignation, removal or other cause may be filled at any time by the Board of Directors at any meeting, and the officer so elected shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been elected and qualified.

Any vacancy in the Board of Directors and any additional membership on the Board of Directors resulting from an increase in the number of directors may be filled at any time by the affirmative vote of a majority of the then remaining directors, though less than a quorum of the Board, at any meeting, and the person so elected shall hold office until the next annual meeting of the Members.

**Article VIII.  
Miscellaneous**

Section 1. Contracts, etc. Except as otherwise provided by law or the Bylaws, such officer or officers, employee or employees, or agent or agents of the Corporation shall be specified by the Board of Directors shall sign, in the name and on behalf of the Corporation, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board of Directors; and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, notes, bonds, bills of exchange or other orders, instruments or obligations for the payment of money shall be signed by such officer or officers, employee or employees or agent or agents of the Corporation as shall be specified by the Board of Directors.

Section 3. Corporate Seal. The corporate seal of the Corporation, if it is formally adopted by the Board of Directors, shall be circular in form and shall have inscribed thereon the year of the Corporation's organization and the words "Corporate Seal."

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from October 1 through September 30 of each year.

Section 5. Notices and Waivers Thereof. Whenever any notice is required by the Bylaws, by the Certificate of Incorporation or by any law to be given to any director or officer, such notice, except as otherwise provided by law, may be given personally or by email, hand delivery, or U.S. Mail, addressed to such director or officer at his/her place of business, if any, or at such address as appears in the records of the Corporation as the home address of the director or officer; or the notice may be given in writing by mail, in a sealed wrapper, postage prepaid, addressed to such director or officer at either of the above addresses. Any notice given by telegram, cable or radiogram shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in a post office, in a regularly maintained letter box or with a postal carrier. A waiver of any such notice in writing, signed by the person entitled to such notice, whether before or after the time of the action for which such notice is required, shall be deemed the equivalent thereof; and the presence without objection at any meeting of any person entitled to notice thereof shall be deemed a waiver of such notice as to such person.

Section 6. Interested Directors. In the absence of fraud, no contract or transaction between the Corporation and its director or any other corporation or entity in which such director is a director or officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the director was present at a meeting of the board, or of a committee thereof, which approved such contract or transaction, provided that the fact of such common directorship, officer ship or financial or other interest is disclosed or known to the Board or committee, and that the Board or committee approves such transaction or contract by a vote sufficient for such purpose without the vote of such interested director. Such director may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common directorship, officer ship or financial interest is disclosed or known to the directors entitled to vote and the contract or transaction is approved by vote of the Board of Directors.

Section 7. Limitation of Liability and Indemnity.

- (a) Liability. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by his/her as an officer, director, or employee of the corporation if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or confirmation furnished by officers or employees of the corporation which he/she had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which she may be entitled as a matter of law.
- (b) Indemnity. Each officer and director, whether or not then in office, shall be held harmless and indemnified by the corporation against all claims and liabilities and all expenses reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or

criminal, or the settlement or compromise thereof, to which he/she may be made party by reason of any action taken or omitted to be taken by him as a director of the corporation, in good faith, if such person, in the opinion of a court or of the Board of Directors (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he/she had reasonable grounds to believe.

Section 8. Books and Records. The corporation shall keep correct and complete books and records on account and shall also keep minutes of the proceedings of its Board and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote.

### **Article IX. Amendments**

The Board of Directors shall have power to make, alter, amend or repeal the Bylaws at any duly convened meeting of the Board of Directors by the affirmative vote of a majority of the directors at any such meeting at which a quorum is present.

Section 1. Voting. Except as otherwise provided by law, the Certificate of Incorporation or Bylaws of the Corporation, the affirmative vote of a majority of the directors at any meeting at which a quorum is present shall decide any question brought before such meeting.

Section 2. Vacancies. Vacancies among directors and newly created directorships shall be filled by vote of the Board of Directors. A director so elected shall hold office until the next annual meeting of the Board of Directors and until his/her successor is duly elected and qualified.

Section 3. Informal Action. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 4. Removal. Any director may be removed at any time for cause by the Board of Directors at any meeting.

### **Article X. Disciplinary Issues**

Enforcement of playing rules at games shall be the responsibility of the umpire who has been assigned to the game. Enforcement of additional conduct rules shall be the responsibility of

the coach. In the event the issue cannot be resolved through the umpire and coach, the issue shall be addressed by the Board of Directors. The Board of Directors shall have the power to handle all disciplinary issues. Any disciplinary issue may be brought to the attention of the board and shall be handled on a case by case basis. In the event that a Board Member has a conflict of interest in regards to the disciplinary issue, he or she shall not take part in the discussions of the issue. The Board shall have the discretion to have private, executive sessions to address disciplinary issues.

### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of West Central Baseball Association, Inc., a South Dakota corporation; and

(2) That the foregoing Bylaws, comprising 9 pages, constitute the original Bylaws of said Corporation as duly adopted by the Board of Directors thereof as of February 12, 2014.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Corporation as of February 12, 2014.

Executed on the 12<sup>th</sup> day of February, 2014.

  
\_\_\_\_\_  
Charles J. Hanisch, Secretary