



**HARRIS BASEBALL SOFTBALL,
INC.**

**ARTICLES OF INCORPORATION
and
BY-LAWS**

August 25, 2018

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ARTICLE I - NAME OF THE CORPORATION

The name of this Corporation is **Harris Baseball Softball, Inc.** and shall be organized as a non-profit organization.

ARTICLE II - HEAD OFFICE

The corporate office shall be located in Harris Township, St. Joseph County, Indiana. The corporate address shall be Post Office Box 62, Granger, Indiana, 46530.

ARTICLE III - PURPOSE

Harris Baseball Softball, Inc. is set-up to emphasize the education of baseball and softball rules, teach the fundamentals, mental and physical development, a respect for the rules of the game and basic ideals of sportsmanship and fair play. In all aspects, the Harris Baseball Softball, Inc. is committed to provide the youth of our community with the very best educational sports experience possible. It is our fundamental belief that every child with a desire to play baseball or softball be afforded that opportunity.

Harris Baseball Softball, Inc. is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, Harris Baseball Softball, Inc. shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of Harris Baseball Softball, Inc. shall be attempting to influence legislation.

ARTICLE IV - OBJECTIVES

The objectives of this Corporation are to:

- Teach the fundamentals of baseball/softball
- Teach sportsmanship and fair play
- Teach rules of baseball/softball
- Promote mental and physical development
- Teach respect for the game, coaches, umpires and competitors

BY-LAWS

ARTICLE V - MEMBERSHIP

1. MEMBERSHIP

Active Members:

- An active member is a legal parent or guardian of a registered player for the current season or the last completed season (once the season has ended), but before the upcoming season's registration has begun.
- An active member can also be an umpire registered and licensed to umpire games at Harris Baseball Softball, Inc.

Every active member's family shall have full rights to vote on the affairs of the Corporation and otherwise enjoy the benefits of membership. Every active member's family is entitled to one (1) vote, regardless of the number of family members that are registered/or participate at the park, for each Officer position in an election year or for any voting.

2. ELIGIBILITY FOR MEMBERSHIP

Membership in this Corporation is open to any person who meets both criteria below:

- Meets the active membership noted above.
- Is in good standing with the park.
- The Board of Directors and Officers shall have power to suspend or terminate any membership for such reasons as shall appear to it to require such action in the best interests of the Corporation.

ARTICLE VI - BOARD OF DIRECTORS

1. GENERAL

This Corporation shall be governed by a Board of Directors comprised of eight (8) Officers elected by the active members of the Corporation ; President, Vice-President, Secretary, Treasurer, Baseball Commissioner, Softball Commissioner, Operations, At-Large.

2. ELIGIBILITY

Any active member is eligible to be an Officer of the Corporation who:

- Meets the eligibility requirements for an active member of the Corporation ; and
- Is not an employee of the Corporation

To be eligible for the position of President you must also have previously served as an Officer for a minimum of one (1) year.

To be eligible for the Baseball or Softball Commissioners positions, you must also have previously served as an Officer for a minimum of one (1) year, or served as a Sub-Commissioner/Travel Commissioner or the like for a minimum of one (1) year.

3. TERM OF OFFICE

Officers shall hold a term of two (2) years starting from the time in which they were voted into their respective positions by the members of the Corporation. All Officers must remain in good standing with the park during the duration of their term of office.

4. ELECTION OF OFFICERS

Officers shall be elected by a majority vote of the eligible members of the Corporation either in attendance personally at the election meeting or through a mail-in ballot. President, Treasurer, Softball Commissioner and At-Large Officer will be elected in August of every odd numbered year (2019, 2021, 2023, etc...). Vice President, Secretary, Baseball Commissioner and Operations Manager every even numbered year (2018, 2020, 2022, etc...).

Any Officer position(s) which is/are not filled at the election meeting will be filled by a two-thirds (2/3) majority vote of the newly elected/retained Board of Directors.

5. NOMINATION OF OFFICERS

The Board of Directors will gather nominees for an upcoming election. Any Active member of the Corporation who meets the eligibility requirements is eligible for nomination. The nominees will be presented to the members of the Corporation at least fifteen (15) days prior to Election Day.

Any positions without nominees prior to Election Day, may accept nominations from the floor on Election Day. These nominations may be done in person or by written declaration. These nominations will have to be seconded by another active member in attendance, prior to the nominee being official.

6. VACANCIES

Any vacancies of an Officer position, however caused, may be filled by a two-thirds (2/3) majority vote of the remaining Board of Directors. The newly elected Officer shall remain in office for the duration of the vacant term.

7. MEETINGS

Upon completion of the election, the outgoing Officers must attend the first scheduled meeting for the purposes of guidance and support.

The Board of Directors is required to hold at least one (1) regularly scheduled General meeting per month. The dates, times and locations must be published to the members.

A quorum, one half (1/2), of the Board of Directors members, must be present for official business to be conducted and meeting minutes must be recorded and distributed to all Board of Directors members. If less than a quorum, one half (1/2) of the Board of Directors, is present, no official business can be conducted and the meeting must be adjourned.

All General meetings must have a formal agenda.

Any General meeting may be canceled for lack of agenda with at least five (5) days notice to all members.

8. REMOVAL OF AN OFFICER

The Board of Directors shall have the authority to remove another Officer, for just cause, with a two-thirds (2/3) majority vote of the remaining Board of Directors.

The open position will be filled by a two-thirds (2/3) majority vote of the remaining Board of Directors.

9. CONFLICT OF INTEREST

Where an Officer, either on his/her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as an Officer, he/she:

- A. Shall disclose his/her interest fully at a meeting of the directors;
- B. Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in the meeting;
- C. Shall not take part in the discussion of or vote on any question in respect of the matter; and
- D. Shall not in any way whether before, after or during the meeting to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate (parent, spouse, son or daughter and brother or sister) family member shall, if known to the Officer, be deemed to be also the pecuniary interest of the Officer. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

10. REMUNERATION OF OFFICERS

The Officers shall receive no remuneration for acting as such and no Officer shall directly or indirectly receive any profit from his position. Officers may receive reimbursement for approved incurred expenses by them in the normal course of their duties.

11. ADDITIONAL CLAUSES RE: OFFICERS

Officers are required to regularly attend all meetings.

ARTICLE VII - POWERS OF THE BOARD OF DIRECTORS

1. GENERAL AND SPECIFIC POWERS

The affairs of this Corporation shall be governed by the Board of Directors. The Board of Directors shall have full power of direction and control in all matters affecting the management, activities, policies and welfare of the Corporation.

The decision of the Board of Directors on any and all questions relating to the interpretation of these by-laws shall be final.

Should any necessity arise from action not covered by the appropriate by-laws, it shall be the duty of the Board of Directors to pass upon the subject and its decision shall be final and binding upon all concerned.

2. POWERS OF INDIVIDUAL OFFICERS

No individual Officer shall have any authority to act on behalf of the Board of Directors with respect to agents or employees of the Corporation except as provided in this by-law or by resolution of the Board of Directors. Each individual Officer may appoint various Members-at-

Large to assist him/her in their duties, i.e. baseball or softball sub-commissioners. No appointment can be made before the appointee's name has been presented to the Board of Directors for review. Once the name(s) have been submitted, the Board of Directors will have one (1) week to voice concerns for any candidate(s). The Officer must consider any concern offered before making his/her appointment. No formal vote by the Board of Directors is necessary.

3. OFFICERS' ACCOUNTABILITY

The Board of Directors and individual Officers represent the membership of the Corporation and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Corporation for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public.

Every Officer of the Corporation shall exercise the powers and discharge the duties of his/her office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

ARTICLE VIII - OFFICERS AND DUTIES

1. PRESIDENT

The president shall preside over and facilitate all meetings of the Board of Directors as well as all meetings of the Corporation. The president shall oversee the general care and well being of the Corporation under the direction of the Board of Directors, including the financial health of the organization, the general state of the facilities and the well being of the programs. The Concession Stand Manager shall report to the president. The president shall have such powers and perform such duties as is deemed necessary with a two-thirds (2/3) majority vote of the Board of Directors.

2. VICE PRESIDENT

The vice-president shall exercise all of the powers, authority and duties of the president in the event of the President's absence, disability or refusal to act.

3. SECRETARY

The secretary shall keep the meeting minutes for the Corporation. The secretary will be responsible for the safe keeping of these records. He/she shall issue notifications of all meetings.

4. TREASURER

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.

The Treasurer shall, under the direction of the Board of Directors, disburse the funds of the Corporation, taking proper vouchers with the appropriate approvals therefore and shall render to

the Board of Directors at regular monthly meetings thereof, or as whenever required, an account of all such transactions and the financial position of the Corporation.

5. COMMISSIONERS (BASEBALL & SOFTBALL)

The Baseball and Softball Commissioners shall oversee the activities, general care and well being of their respective leagues, whether it is recreational or travel. They will adjust rules and guidelines with the approval of the Board of Directors to improve the play and the experience for the players, as well as create a positive atmosphere for learning. As needed, they may select members with Board of Directors approval to be sub-commissioners (recreational) or travel commissioners.

6. OPERATIONS MANAGER

The operations manager shall oversee, monitor and coordinate the overall operations of the park. This includes but is not limited to the following: field maintenance, park maintenance and equipment and supplies.

7. INDEMNIFICATION

Every Officer of the Corporation shall be indemnified and saved harmless, out of the funds of the Corporation, in or about the execution of his duties were done, in good faith, The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Corporation.

ARTICLE IX - MEETING OF MEMBERS

1. ANNUAL MEETING

The Board of Directors is required to hold an annual meeting of the Corporation in the month of November. This meeting time, date and location must be set at least 30 days in advance, posted on the Corporation's website, and a message must be broadcasted out to all active members in the Corporation's database.

A detailed financial statement must be prepared and presented to all members in attendance at this meeting.

2. GENERAL MEETING

The Board of Directors is required to hold at least one (1) regularly scheduled General meeting per month. The dates, times and locations must be published to the members.

A quorum, one half (1/2) of the Board of Directors members, must be present for official business to be conducted and meeting minutes must be recorded and distributed to all Board of Directors members. If less than a quorum, one half (1/2) of the Board of Directors, is present, no official business can be conducted and the meeting must be adjourned.

All General meetings must have a formal agenda.

Any General meeting may be canceled for lack of agenda with at least five (5) days notice to all members.

ARTICLE X - DISSOLUTION OF THE CORPORATION

In the event of the merger or dissolution of Harris Baseball Softball, Inc. for any reason, all money, assets and securities or other property of whatsoever nature which at the time be owned or under the absolute control of Harris Baseball Softball, Inc. shall be distributed at the discretion of the Board of Directors, or such other persons as shall be charged by law with the liquidation or winding up of Harris Baseball Softball, Inc. and its affairs, to another like organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions, or to a state or local government, for a public purpose.

ARTICLE XI - AMMENDMENTS TO THE ARTICLES AND/OR BY-LAWS

The Board of Directors has the right to amend these Articles of Incorporation and By-Laws at anytime without limitations. Such amendments shall be authorized and adopted by a two-thirds (2/3) majority vote of the Active members in attendance at a meeting that is called for such purpose.

A notice of the amendment including a brief description of changes must be posted to the website for a minimum of 30 days to allow the members ample time to review. Once they have been posted for 30 days, they will be discussed at the next regularly scheduled General meeting. A special notification of this meeting specifically detailing the review of the proposed amendments to the By-Laws must be posted to the website, broadcasted out to the active members currently in the database detailing the date, time and location of the meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote by the active members of Harris Baseball Softball, Inc. on August 25, 2018,

Secretary

Date

State of Indiana
Office of the Secretary of State

Certificate of Amendment
of
HARRIS BASEBALL SOFTBALL, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Amendment of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Saturday, August 25, 2018.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 27, 2018

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

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To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>