

BY-LAWS  
OF  
SOUDERTON AREA BASEBALL LEAGUE

ARTICLE I  
NAME, OFFICE, AND PURPOSE

Section 1.1. Corporate Name. The name of the corporation shall be "Souderton Area Baseball League, Inc." (hereinafter referred to as the "Corporation").

Section 1.2. Principle Office. The principle office of the Corporation shall be at 335 North Main Street, P.O. Box 766, Souderton, Pennsylvania, 18964, or at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

Section 1.3. Purpose. The purposes for which this Corporation has been organized are as follows:

a. The establishment of a youth organization located in the general geographic area of Souderton, Pennsylvania.

b. To promote the welfare of the greater Souderton-Telford-Franconia area and its citizens by providing recreational facilities for the use of the youth in the community.

c. To foster the spirit of sportsmanship and fair play among the youth of the community through active participation in a team sport.

ARTICLE II  
SEAL

Section 2.1. Designation of Seal. The Corporate Seal shall have inscribed thereon the Corporation's name, the year of its organization, and the words "Corporate Seal, Pennsylvania."

ARTICLE III  
Members

Section 3.1. The Members of the Corporation shall be all those persons actively involved and expressing an interest in community league baseball. Only those members who attend three (3) or more meetings during a calendar year shall have voting rights, except for at the start up of the Corporation.

ARTICLE IV  
DIRECTORS

Section 4.1. General Powers. The property, business and affairs of the Corporation shall be governed by the Board of Directors which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The Board may exercise all powers, rights and privileges of the Corporation (whether expressed or implied in the Articles of Incorporation or conferred by law or otherwise) and do all such acts and things which may be done by the Corporation.

Section 4.2. Composition. The Board of Directors of the Corporation shall consist of no more than twenty (20) and no less than five (5) directors. Each director shall hold office for a two (2) year term. Board elections shall occur in August of each year, and shall be staggered so that one-half (1/2) of the established number shall be elected each year. Directors shall be elected by the members, by a majority of votes cast at a members' meeting. A director may be removed with or without cause by a two-thirds (2/3) vote of the directors of the Corporation.

Section 4.3. Meetings. The Board shall have regular monthly meetings. The President of the Corporation shall conduct the meeting, and in his or her absence, the Vice-President, Treasurer, or Secretary shall conduct the meeting.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Vice-President, Treasurer, Secretary, or any two directors. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board shall be given at least five days previously thereto to each director.

Section 4.5. Informal Action by Directors. Any action required to be taken, or which may be taken, at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors of the Corporation.

Section 4.6. Quorum. A majority of the authorized number of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than such a majority is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 4.7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these By-laws.

Section 4.8. Mode of Meetings. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 4.9. Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors. The Board may appoint a director to fill the vacancy of a resigning or removed director until the next election of directors.

#### ARTICLE V OFFICERS

Section 5.1. Designation and Qualifications. The officers of the Corporation shall be a President, a League Vice-President, a Boys Vice-President, a Girls Vice-President, a Secretary, a Treasurer and any such other officers as may be elected by the Board of Directors.

Section 5.2. Term of Office and Removal. The officers of the Corporation shall be elected by the Board of Directors to serve a term of two (2) years or until their respective successors are elected and qualified unless their service is sooner terminated by death, resignation or removal. Elections shall occur in August. Any officer may be removed by the Board at any time with or without cause, whenever the Board believes the best interest of the Corporation would be served thereby. A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

Section 5.3. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these By-laws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in a resolution of the Board effecting such alteration or suspension.

Section 5.4. President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the President shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the President by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-laws, the President may execute for the Corporation such documents as needed for the conduct of the

Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes or other documents which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the document.

Section 5.5. Vice-Presidents. Any of the Vice-Presidents shall, in the absence of the President or in the inability of the President to act, have all of the powers of the President.

Section 5.6. Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board or by the President.

Section 5.7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation and, in general, the powers and duties of the Treasurer shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and duties as may be assigned to the Treasurer by the Board.

## ARTICLE VI COMMITTEES

Section 6.1 Committees. The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these By-laws, special committees shall have such designations and functions as shall be set forth by resolution of the Board. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board. Committees shall be self governing as to the number of members, tenure of a member, time and place of meeting, and necessary quorum.

## ARTICLE VII INDEMNIFICATION

Section 7.1. Personal Liability. The corporation shall indemnify to the full extent of the law, and may indemnify or agree to indemnify to the full extent required by law, any person who was or is a party, or is threatened to be made a part, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason

of that person's being or having been a director, officer, employee, or agent of the corporation or of any other enterprise at the request of the corporation. Notwithstanding the foregoing, the corporation has no obligation to purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such. Such insurance may be provided by the corporation at the sole discretion of the Board of Directors.

Section 7.2. Limitation of Personal Liability. No director, officer, or agent shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) The director, officer, or agent has breached or failed to perform the duties of his office relating to the standard of care and justifiable reliance; and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, PROVIDED, HOWEVER, that the provisions of this section shall not apply to: (1) the responsibility or liability of a director, officer, or agent pursuant to any criminal statutes; or (2) the liability of a director, officer, or agent for the payment of taxes pursuant to local, state, or federal law.

Section 7.3. Standard of Care and Justifiable Reliance. A director, officer, or agent shall stand in a fiduciary relation to the Corporation and shall perform his duties, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinance prudence would use under similar circumstances. In performing his duties, he shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (1) one or more officers or employees of the corporation whom the director, officer, or agent reasonably believes to be reliable and competent in the matters presents; (2) counsel, public accountants or other persons as to matters to which the director reasonably believes to be within the professional or expert competence of such person; (3) a committee of the board of upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director, officer, or agent shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committee of the board, individual directors, officer and agents may, in considering the best interests of the corporation, consider the effects of any

action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and other pertinent factors. The consideration of those factors shall not constitute a violation of the foregoing duties of the directors as set forth herein. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director, officer, or agent or any failure to take any action shall be presumed to be in the best interests of the corporation.

#### ARTICLE VIII FEDERAL TAX PROVISIONS

Section 8.1. Purpose. The Corporation is organized exclusively for religious, charitable, educational, scientific, and literary purposes, including the organization and operation of activities to further the exempt purposes of the Corporation and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

Section 8.2. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Section 8.3. Lobbying and Prohibited Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8.4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets in such a manner exclusively for religious, charitable, educational, scientific, or literary purposes, as the Board of Directors, shall determine. Any such assets not so

disposed of shall be disposed of by the County Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized exclusively for such purposes, as said Court shall determine.

ARTICLE IX  
MISCELLANEOUS PROVISIONS

Section 9.1. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.2. Checks. All checks, or other orders for the payment of money by the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, or by an officer or officers of the Corporation designated by the Board of Directors to make such determination.

Section 9.3. Books, Records, and Minutes. The Corporation shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All such books, records, and minutes shall be kept at the principal office of the Corporation, and may be inspected by any director entitled to vote, or that director's agent or attorney, for any proper purpose at any reasonable time.

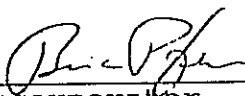
Section 9.4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 9.5. Amendment of By-laws. These By-laws may be amended or repealed and new By-laws may adopted by a majority vote of the Board of Directors.

Adopted: August 14, 1998.

Incorporator's Certification

I, the Incorporator of the Corporation, do hereby certify that this is a true and correct copy of the Bylaws adopted at the Meeting of the Incorporator on August 14, 1998.

  
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Incorporator

## SABL By Law Amendments

### **June, 2008**

Article IV, Section 4.2

~~Twenty (20)~~ amended to ~~Twenty-four (24)~~

### **November 12, 2008**

Article III, Section 3.1

~~Calendar Year~~ amended to ~~October 1<sup>st</sup>~~ to ~~September 30<sup>th</sup>~~

Article IV, Section 4.2

~~August~~ amended to ~~September~~

Article V, Section 5.2

~~August~~ amended to ~~September~~

Article IV, Section 4.9

~~Until the next election of directors~~ amended to ~~To finish the unexpired term~~

Article V, Section 5.2

~~Elected by the Board of Directors~~ amended to ~~Elected by the General Membership~~

Following sentence shall have amendment inserted: Nominated officers must be current directors. Nominations must be submitted to the League Secretary in writing (PO Box, Fax, email) by July 25<sup>th</sup> for director approval at August meeting. Secretary will confirm all nominations by July 31<sup>st</sup>.

**January 14, 2009**

Article V, Section 5.2

A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

Amended to:

If the President is unable to attend any single BOD meeting, the League Vice President will run the meeting, followed in absence by the Boys VP, Girls VP, and Treasurer. If none of these members can be present at the meeting, the meeting shall be cancelled and rescheduled. In the event of absence of any other officer, said officer shall make best effort in assigning another member – officer or non – to relay any reports due to the board of directors, and will have his or her report excluded from the meeting if this assignment is not made.

If the President's service is terminated by death, resignation, or removal procedure will follow these steps:

- A. League Vice President will run the initial meeting
  1. League VP will immediately be authorized for all necessary business duties
- B. The 3 Vice Presidents will be asked to submit their names for nomination
  1. In the event that one or more of the VP's are willing to run for President, the board of directors will vote in the replacement at the meeting following nominations.
    - a. Following the elected VP's promotion to President, nominations will be submitted to fill the VP vacancy from the general board of directors and voted on by the board of directors at that meeting or the following meeting.
    - b. The newly elected President will perform in this role until the next election, where standard operating procedure for elections will take place to fill the remainder of the term. The newly elected VP will complete the remainder of the term.
    - c. The Secretary of the league will run the election meeting.
  2. In the event that none of the 3 VP's are willing to run for President, nominations will be submitted from the general board of directors and remaining officers to be voted into office at the meeting following nominations.
    - a. If the person elected to fulfill the President role is an officer, nominations will be submitted from the general board of directors to fill that position and will

- be voted on by the board of directors at that or the following board meeting.
- b. The newly elected President will perform in this role until the next election, where standard operating procedure for elections will take place to fill the remainder of the term. If there is a new officer, the newly elected person will complete the remainder of the term.
  - c. The league VP will run the election meeting

If any other officer's service is terminated by death, resignation, or removal procedure will follow these steps:

- A. Nominations will be submitted from the general board of directors
- B. If no directors are nominated, nominations will be accepted from the general membership
- C. The board of directors will vote the replacement into office at the following meeting and the newly elected officer will complete the remainder of the term

#### Article V, Section 5.5

Any of the Vice-Presidents shall, in the absence of the President or in the inability of the President to act, have all of the powers of the President.

Amended to:

League Vice President performs all duties as determined by the Board of Directors and/ or League Policies. League Vice President reports to League President. Boys and Girls Vice Presidents perform all duties as determined by the Board of Directors and/ or League Policies. Boys and Girls Vice Presidents report to League Vice President.

#### February 11, 2009

#### Article IV Directors , Section 4.4 Special Meetings

Title **Special Meetings** Amended to Special/ Emergency Meetings

Add At End: The President, or the League VP in the absence of the President, will have the authority to call for an emergency meeting at any time there is business that the BOD must hear or take action on before the next regular board meeting or before a Special Meeting can be called. The Emergency Meeting shall only deal with the items that must be acted upon.

Article IV, Section 4.6 Quorum

**Authorized number of Directors Amended to Active Directors**

Article IV, Section 4.7 Manner of Acting

Amend section to add at end: Directors may give their proxy vote in writing to the League Secretary at least 48 hours prior to the scheduled monthly BOD meeting, stating the date the proxy is good for, what items may be voted upon, and how those items will be voted. The proxy will only be valid for the meeting and items specified.