

BYLAWS
OF
WARREN BASEBALL & SOFTBALL, INC.

ARTICLE I. NAME AND OBJECTIVE.

Section 1. Name. The organization shall be known as Warren Baseball & Softball, Inc. (“WBSI”).

Section 2. Objective. The objective of WBSI shall be to impart to the boys and girls participating in our programs the ideals of good sportsmanship, honesty, loyalty, courage and a respect for authority, so they may grow to be decent, healthy, trustworthy adults. To achieve this objective WBSI will provide a supervised program of baseball and softball. In pursuing this objective, WBSI may affiliate with any youth baseball or softball association it deems appropriate or operate independently as the Board (as hereinafter defined) sees fit.

ARTICLE II. MEMBERSHIP.

Membership shall consist of the board of trustees of WBSI (collectively, the “Board,” and individually, each a “Trustee”).

ARTICLE III. BOARD OF TRUSTEES.

Section 1. Board Role and Size. The Board shall be responsible for the overall policy and direction of WBSI, and shall conduct the activities of WBSI and utilize WBSI’s funds and property in accordance with the objectives set forth in **Section 2** of **ARTICLE I** hereof. The Board shall have up to fifteen (15), but no more than thirty (30) Trustees, not inclusive of the Commission Trustee (as defined below).

Section 2. Qualification of Trustees.

(A) Except as specifically provided below in subsection **2(B)** of this **ARTICLE III**, to be eligible to serve as a Trustee an individual must be at least eighteen (18) years of age.

(B) The Warren Township Recreation Commission (the “Commission”) shall be entitled, but not required, to appoint one (1) representative to serve on the Board (the “Commission Trustee”). Prior to each Annual Meeting (as hereinafter defined), the Commission shall notify the President in writing either: (a) who shall serve as Commission Trustee for the following year; or (b) that the Commission shall not be appointing a Commission Trustee for such following year. The Commission Trustee shall have the same rights (including, without limitation, voting rights) and obligations as any other Trustee.

Section 3. Nominating Trustees. The President shall recommend a nominee or slate of nominees for Trustee positions, to be voted upon at the Annual Meeting. In addition, any Trustee may nominate an individual for a Trustee position provided such nomination is delivered in writing to the President prior to the Annual Meeting and is signed by three (3) current Trustees (the nominating Trustee and two (2) additional Trustees).

Section 4. Elections. At each Annual Meeting, the Trustees shall determine the number of Trustees to be elected for the following year and shall elect such number of Trustees from the individuals nominated pursuant to **Section 3** of this **ARTICLE III**. The number so fixed may, within the limits prescribed in **Section 1** of this **ARTICLE III**, be increased at any Special Meeting (as hereinafter defined) and if so increased, additional Trustees (each an “Additional Trustee”) may be nominated and elected at such time, in accordance with the provisions set forth herein. The term of an Additional Trustee shall be for the remainder of time until the next Annual Meeting.

Section 5. Terms. With the exception of the Commission Trustee, each Trustee shall serve a one (1) year term. There shall be no limit on the number of terms a Trustee may serve.

Section 6. Resignation, Termination and Absences. Resignation from the Board shall be delivered in writing to the Secretary (as such term is hereinafter defined). In the event any Trustee fails to attend three (3) consecutive Board meetings (be they Annual Meetings and/or Special Meetings), such Trustee shall be terminated from the Board.

Any Trustee (other than the Commission Trustee) may be removed from the Board by a three-fourths vote of the remaining Trustees.

Section 7. Vacancies. If any vacancy occurs in the Board, by death, resignation or otherwise, it may be filled in the manner set forth for the nomination and election of Additional Trustees in **Sections 3 and 4** of this **ARTICLE III**.

Section 8. Remuneration. No Trustee shall receive, directly or indirectly, any salary or compensation from WBSI for services rendered as a Trustee or an Officer (as such term is defined below).

ARTICLE IV. MEETINGS.

Section 1. Annual Meeting. The annual meeting of the Board (the “Annual Meeting”) shall be held during November of each year; written notice of the exact time, date and place of such meeting shall be given to the current Trustees at least ten (10) days prior thereto. The Annual Meeting shall be for the purpose of electing a Board and Officers (as defined below) and transacting any other business the Board deems appropriate.

Section 2. Monthly Meetings. The Board shall meet at least once per month (each a “Monthly Meeting”) for a minimum of nine (9) months per year. The President shall give notice of the time, date and place of each Monthly Meeting to the Trustees in writing, by telephone or by e-mail.

Section 3. Special Meetings. The President (as hereinafter defined) may call special meetings of the Board (each a “Special Meeting”) at their discretion. Notice of the time, date and place of any Special Meeting shall be given, in writing, by telephone, or by e-mail, no later than three (3) days prior thereto. Upon the request of three (3) or more Trustees, the President shall be required to call a Special Meeting.

Section 4. Open Meetings. In any given year, the Board shall invite public attendance to at least three (3) Monthly Meetings (each an “Open Meeting”). The President shall post the time, date and place of each Open Meeting on the main website maintained by WBSI at least one (1)

week prior thereto. During the first hour of any Monthly Meeting that is also an Open Meeting, members of the community shall have the opportunity to voice their opinions, concerns and suggestions to the Board. The remainder of such Monthly Meeting shall be closed to the public.

Section 5. Quorum. The presence of a majority of the Trustees shall be necessary to constitute a quorum at any meeting of the Board.

Section 6. Voting. Each Trustee shall have one (1) vote and, unless otherwise specified herein, the vote of the majority of the Trustees present at a meeting at which quorum exists shall be the act of the Board.

ARTICLE V. OFFICERS.

Section 1. Election. At the Annual Meeting the Board shall elect four (4) officers (the "Officers"): President, Vice-President, Secretary and Treasurer. Their duties shall be as follows:

(A) President. The President shall be responsible for conducting the affairs of WBSI and execute the policies established by the Board. The President shall present a report of the condition of WBSI at the Annual Meeting and at such other times as the President or Board deems appropriate.

(B) Vice-President. The Vice-President shall perform the duties of the President in the case of absence or disability of the President.

(C) Secretary. The Secretary shall be responsible for keeping records of all Board actions, including, without limitation, keeping minutes of all Board meetings, complying with notice requirements for meetings as set forth herein, distributing copies of minutes and other relevant documentation to the Trustees at all meetings, and maintaining all appropriate corporate records.

(D) Treasurer. The Treasurer shall keep records of the receipt and disbursement of all monies or securities of WBSI. The Treasurer shall receive all monies or securities and deposit them in a depository

approved by the Board. Such monies shall be withdrawn by check signed by the Treasurer, President or Vice-President for payment of bills as approved by the Board. Any check exceeding Twenty-Five Hundred (\$2,500.00) Dollars shall be signed by at least two (2) Officers. The Treasurer shall prepare an annual financial report to be presented to the Board (either orally or in writing) in May of the following year.

ARTICLE VI. COMMITTEES AND STAFF. The Board may create committees as needed to conduct the business and promote the purpose of WBSI. The President shall appoint a Trustee to serve as chairperson for each such committee. The Board may hire such paid staff, and/or volunteers, as they deem proper and necessary for the operation of WBSI. The Board shall determine the powers and duties of any staff or volunteers so hired.

ARTICLE VII. AMENDMENTS. These bylaws may be amended as necessary by a majority vote of the Trustees present at any Annual Meeting, or Special Meeting called for such purpose, provided the quorum requirements set forth in **Section 5 of ARTICLE IV** hereof are satisfied.

ARTICLE VIII. DISSOLUTION. Upon dissolution of WBSI, the Board shall direct any assets remaining after the settlements of all debts to be transferred to one or more charitable organizations engaging in youth baseball and softball activities substantially similar to those of WBSI. For purposes of the immediately preceding sentence, a charitable organization is one, which is exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX. CHARITABLE STATUS. No Trustee shall take any action or carry on any activity by or on behalf of WBSI not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 2006, and any regulations promulgated there under, as they now exist or may hereafter be amended.

ARTICLE X. INDEMNIFICATION. Each Trustee and employee of WBSI shall be indemnified by WBSI against all reasonable expenses and liabilities (including, without limitation, reasonable attorney's fees) incurred or imposed upon such Trustee by reason of such individual

being a Trustee of WBSI, provided the Trustee acted in good faith and in a manner which the Trustee reasonably believed to be in the best interests of WBSI.