

AMERICAN MADE BASEBALL
A NON-PROFIT ORGANIZATION OF CALIFORNIA
(Approved & Adopted September 2021)

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of American Made Baseball. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE I – NAME

Section 1.01 The legal name of the Non-Profit Organization shall be known as American Made Baseball, and shall herein be referred to as the "AM Baseball."

ARTICLE II – PURPOSE

Section 2.01 The purpose for which the Non-Profit Organization is formed as set forth in the attached Articles of Incorporation for charitable purpose, within the meaning of IRS Publication 557, Section 501(c)(3), Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code.

Section 2.02 The specific purposes of the Organization shall be operated exclusively for youth travel ball (baseball) teams in which were formed within said organization.

ARTICLE III – MEMBERSHIPS

Section 3.01 The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

ARTICLE IV – BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

Section 4.01 Powers and Responsibilities:

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 4.02 Board of Directors, Officers, and Committees:

The Board shall have up to 4 members, but no fewer than one (1) Board member. The number of Board members may be increased beyond 4 members by the affirmative vote of a simple majority of the then-serving Board of Directors.

The Officers of the Organization shall be a President, a Secretary, a Treasurer, and a Vice-President. The same person may hold more than one office, except that the same person may not be both President and/or Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

The Board shall elect officers of the Corporation/Organization which shall include either a Chair of the Board (Chief Executive Officer) or a President (Executive Director) or both a Chair of the Board and a President, a Secretary, a Treasurer (Chief Financial Officer), and any other officers with any titles and duties as stated in these Bylaws. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Section 4.02.1 Appointment of Officers and Terms:

The Board may appoint such any other Officers as it may be deemed desirable and such Officers shall serve for such period as the Board may designate.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when required by law that the President's signature must be provided.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death,

resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

Executive Committee

Board may appoint an Executive Committee composed of a minimum of two (2) directors, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board.

Section 4.03 Board Compensation:

The Board shall receive no compensation for services rendered to the Organization as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Organization, in reasonable amounts, as approved by the Board.

Section 4.04 Resignations and Vacancies:

Any Officer may resign from his or her office position at any time. Such resignation is to be made in writing and will become effective at the time specified in the written resignation that was provided to the Organization by such Officer. Vacancies within the Board of Directors may exist, at the occurrence of the following conditions: The death, resignation, or removal of any director. Any vacancy on the Board may be filled by any of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. A Board member may be elected to fill a vacancy for the unexpired term of his or her predecessor in office.

Section 4.05 Quorum and Voting:

At any meeting of the Board, a majority of the Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 4.02, shall constitute a quorum for the transaction of business. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tiebreaker. Members of the Board shall not be allowed to vote by written proxy.

Section 4.06 Meetings, Notices and Miniatures:

The Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of appointment of Officers, review and approval of budgets, discussions of other business, and renewal of the Bylaws. Any member of the Board can call a special meeting with the Board, with 1 days' notice provided to each member of the Board. The notice shall be served upon each member of the Board via electronically (text, email) or orally (phone call or in person). The locations and times of any meetings will be determined by the Board.

Section 4.06.1 Remote Meetings:

Participation by Telephone or remotely shall constitute presence in person at a meeting.

Section 4.07 Action by Directors Without a Meeting: Any action required to be taken by the Board may be taken without a meeting, if all members of the Board, consent in writing to the action and adoption of a resolution authorizing the action. Such written consent shall have the

same force and effect as a unanimous vote of the Board taken at a meeting and such written consent shall be filed with the minutes of the proceedings of the Board.

Section 4.08 Minutes:

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 5 business days after the close of each Board meeting.

Section 4.09 Board Member Attendance:

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

Section 4.10 Conflict of Interest:

The purpose of the Conflict-of-Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

ARTICLE V – CONTRACTS AND LOANS WITH DIRECTORS, OFFICERS AND COMMITTEES

Section 5.01 Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the Founder.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be

signed by such person or persons as the Board of Directors shall authorize to do so.

Section 5.02 Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

Section 5.03 Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 5.04 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

ARTICLE VI – RECORDS AND REPORTS

Section 6.01 Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other

property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the California Attorney General and members of the public for inspection no later than ** days after the close of the fiscal year to which the statements relate.

Section Reports

The Board shall ensure an annual report is sent to all directors within 14 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

Section Fiscal Year:

The fiscal year for this Corporation/Organization shall end on 8/31.

The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year. The principal changes in assets and liabilities, including trust funds, during the fiscal year. The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.

ARTICLE VII – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE VIII – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.