

055461

**MILTON AMERICAN BASEBALL, INC.**

**BYLAWS**

**ARTICLE I**

*Name, Office, and Duration*

1. Name. The name of this nonprofit corporation is Milton American Baseball Inc.
2. Location. The principle place of business and administrative office shall be located at 35 Garden St., Milton, Massachusetts 02186.
3. Duration. The Corporation shall have perpetual existence.

**ARTICLE II**

*Purpose*

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

- To develop and promote the sport of baseball among individuals under 13 ("children") years of age in the Town of Milton, Massachusetts;
- To provide educational opportunities, workshops, and coaching to children regarding baseball, and to teach sportsmanlike conduct;
- To encourage the social, physical, and emotional growth of children;
- To regulate and organize baseball events and tournaments for children at the local, statewide, regional, and national level;
- To maintain and improve publicly owned baseball parks and playing fields in Milton, Massachusetts;
- To encourage the organization and establishment of parks and playing fields by the Town of Milton and other public authorities or private organizations;
- To raise funds for organizing baseball events and leagues, and for the maintenance of parks and playing fields; and
- To stimulate public interest in the sport of baseball, and in the availability of parks and playing fields for playing baseball in the Town of Milton.

**ARTICLE III**

*Membership*

The Corporation shall have no members.

## ARTICLE IV

### *Board of Directors*

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws.
2. Number. The initial number of Directors shall be thirteen (13) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).
3. Qualifications. To serve as a Director, an individual shall have prior experience: (a) serving on a nonprofit board; (b) coaching baseball; (c) general business or entrepreneurial experience; or a demonstrated commitment to the charitable purposes of Milton American Baseball, Inc.
4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the Commonwealth of Massachusetts, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.
5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including, but not limited to, phone conference calls, monthly or annual meetings, or other meetings as called by a majority of the Board of Directors.
6. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.
7. Annual Meetings. Directors may meet each year for the purpose of electing officers and transacting other business. The time and location of such meeting shall be provided by written notice.
8. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.
9. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years.

10. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation.

11. Compensation. Directors shall receive no compensation for their service as Directors.

12. Order of Business at Meetings.

- Call to order by the presiding officer
- Roll call of the Secretary
- Reading of the minutes of the previous meeting by the Secretary followed by the necessary questions and a vote for the acceptance of the minutes
- Treasurer's report followed by questions and a vote for acceptance, if necessary
- Reports from committees
- Unfinished business
- New business
- Adjournment

## ARTICLE V

### *Officers*

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Secretary.

2. Election and Term. Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to discharge the duties of the office as prescribed by these bylaws or conduct detrimental to the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the Corporation shall not be compensated.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Offices.

A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President

and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

## ARTICLE VI

### *Contracts, Checks, Deposits and Funds*

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed only by an Officer or Board agent designated by a general resolution of the Board of Directors.
3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

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## ARTICLE VII

### *Dissolution*

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## ARTICLE VIII

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

### **Adoption of Bylaws**

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

Dated: August 7, 2013