



NOVI YOUTH BASEBALL LEAGUE

BYLAWS

(Updated on September 15, 2015)

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1. Purpose.

1.1 The Novi Youth Baseball League (“NYBL” or the “Corporation”) is organized for the purpose of promoting, organizing and operating youth baseball leagues for the benefit of the residents of Novi, Michigan, and surrounding communities. NYBL shall be organized and operated as an organization exempt from tax under Code Section 501(c)(7). NYBL shall not discriminate on the basis of race, color or religion.

1.2 To carry out its purposes, NYBL shall have the following powers:

(a) To receive and administer funds, and to operate, as a club organized for pleasure, recreation and other nonprofit purposes, within the meaning of Code Section 501(c)(7);

(b) To acquire, own, dispose of, and deal with real and personal property, and to use gifts, grants, bequests, and devises, the proceeds of such items, and income from any other source, to further the purposes of NYBL; and

(c) To take any action allowed by the laws of the State of Michigan and not forbidden of organizations described in Code Section 501(c)(7) that the Board of Directors determines to be appropriate to accomplish NYBL’s purposes.

1.3 No part of the net earnings of NYBL shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, or private person. No individual trustee, officer, or director of NYBL shall have any personal title to or interest in corporate property or earnings. NYBL may, however, pay reasonable compensation for services rendered, and make payments and distributions, in furtherance of its corporate purposes.

1.4 Upon dissolution of NYBL, the property remaining after providing for the debts and obligations of NYBL shall be distributed to one or more other nonprofit organizations exempt from tax under Code Section 501(c)(7), as designated by the Board of Directors.

2. Definitions.

- 2.1 The “Act” means the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq.
- 2.2 The “Corporation” refers to Novi Youth Baseball League.
- 2.3 The “Code” means the Internal Revenue Code of 1986, as amended.
- 2.4 “Director” is defined in Section 5.1(b).
- 2.5 “NYBL” means the Novi Youth Baseball League.
- 2.6 “Parent Member” is defined in Section 5.1(a).
- 2.7 A “Registered Participant” means a child who is registered to play on an NYBL baseball team.

3. Offices.

3.1 Principal Office. The principal office of NYBL shall be located in the State of Michigan where the Board of Directors determines from time to time.

3.2 Other Offices. NYBL may also have offices at any other place that the Board of Directors determines from time to time.

4. Seal and Fiscal Year.

4.1 Seal. NYBL shall not adopt a seal at this time. The Board of Directors may adopt, alter, or terminate the use of a corporate seal at any time. The seal may be used by causing it or a facsimile to be impressed, affixed, or reproduced.

4.2 Fiscal Year. The fiscal year of NYBL shall end on September 30 of each year.

5. Membership.

5.1 The members of NYBL shall consist of the following:

- (a) The parents or legal guardians of a Registered Participant (a “Parent Member”); and
- (b) Each officer of NYBL, if he or she is not a member by reason of being a Parent Member.
- (c) Each director of NYBL, if he or she is not a member by reason of being a Parent Member.

5.2 Parent Members. The parents or legal guardians of one or more Registered Participants shall constitute a single membership. Attendance at the meeting, voting or other action by any one parent or legal guardian of a Registered Participant shall constitute attendance, voting or other action by Parent Member.

5.3 Term of Membership. Each Parent Member shall be a member for the one-year period following the registration of a child to participate in an NYBL baseball program, provided that his or her child continues to participate in the program. Each officer and director shall be a member during his or her term as an officer or director of NYBL.

5.4 Transfer of Membership. Membership in NYBL is nontransferable.

5.5 Registered Membership. NYBL shall be entitled to treat the person(s) registered as Parent Member(s) on its books as the member(s) for all purposes, including voting and the provision of notice to members.

5.6 Membership Certificates. Membership in NYBL shall be designated by registration on the books and records of NYBL. NYBL shall not issue certificates or instruments evidencing membership.

6. Members and Meetings of Members.

6.1 Annual Meeting. An annual meeting of the members shall be held in the month of August or September of each year, at a place, date, and time as the Board of Directors determines. At the meeting, the members shall elect directors, review the results of the preceding baseball seasons, review the financial condition of the Corporation, and may take any other action that properly comes before the meeting.

6.2 Special Meetings. Special Meetings of the members may be called at any time by the President, Vice President or a majority of the Board of Directors, and shall be noticed by the President, Vice President or Secretary at the written request of members holding ten (10%) percent of the total number or members of NYBL entitled to vote. The request shall state the purposes for which the special meeting is to be called.

6.3 Time and Place of Meetings. The Board of Directors shall determine the time and place of all meetings of the members.

6.4 Notice of Meetings. Except as otherwise provided by statute, written notice of the time and place, and in the case of a special meeting the purposes of a meeting, of the meeting shall be given not less than 7 nor more than 60 days before the date of the meeting, to each member of record entitled to vote at the meeting. Notice to any Parent Member shall be deemed notice to all Parents Members. No notice need be given of an adjourned meeting, provided the time and place to which such meeting is adjourned are announced at the original meeting, and only such business is transacted at the adjourned meeting as might have been transacted at the original meeting. However, if a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date.

6.5 Record Dates. The Board of Directors of the President may specify in advance a record date for any corporate purpose, including determining members entitled to notice of and vote at a meeting of members. If a record date is not fixed as provided above, the record date shall be the date the Board authorizes the corporate action. The record date shall not precede the date on which the resolution fixing the record date is adopted by the Board or the President. Furthermore, for the purpose of determining members entitled to notice of and to vote at a meeting of members, the record date shall not be more than 60 nor less than 10 days before the date of the meeting. Only members of record on the record date shall be entitled to notice of and to vote at a meeting, or to participate in any other action, notwithstanding any change in membership after the record date.

6.6 List of Members. The Officer of Communications and League Coordination of NYBL, shall make and certify a complete list of the members entitled to vote at a meeting of members. The list shall be arranged alphabetically, with the address of each member. The list shall be produced at the meeting, and shall be subject to inspection by any member during the entire meeting. The list shall be prima facie evidence as to the members entitled to examine the list or vote at the meeting.

6.7 Quorum. Unless a greater or lesser quorum is provided in the Articles of Incorporation, these Bylaws or the law of the State of Michigan, a quorum shall consist of ten (10) members, who must be present at a meeting in person. The members present at a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, a meeting of members may be adjourned by a vote of the members present.

6.8 Proxies. No proxies shall be allowed. A member may vote or participate in a meeting only by attending in person.

6.9 Inspectors of Election. In advance of a members' meeting, the Board of Directors may appoint one or more inspectors to act at the meeting. If inspectors are not appointed, the person presiding at the members' meeting may, and on request of a member entitled to vote shall, appoint one or more inspectors. In case an appointed person fails to appear or act, the vacancy may be filled by the Board of Directors in advance of the meeting, or at the meeting, by the person presiding.

If appointed, the inspectors shall determine the members entitled to vote, the voting power of each, and the existence of a quorum; shall receive votes, ballots, or consents; shall hear and determine challenges and questions arising in connection with the right to vote; shall count and tabulate votes, ballots, or consents, and determine the result; and shall do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or a member entitled to vote, the inspectors shall make and execute a written report to the person presiding at the meeting of the facts found by them and matters determined by them. The report shall be prime facie evidence of the facts stated and of the vote as certified by the inspectors.

6.10 Voting. The Parent Member(s) of one or more Registered Participants shall constitute a single membership, and shall be entitled to a single vote on each matter submitted to a vote of the membership. Any Parent Member shall be authorized to cast such vote, but in the event that the Parent Members cannot agree how to vote their single vote, such vote shall be void. Action other than the election of directors shall be authorized by a majority of the votes cast, unless a greater amount is required by the Articles of Incorporation, elsewhere in these Bylaws, or by the laws of the State of Michigan.

7. Board of Directors.

7.1 Number. The business and affairs of NYBL shall be managed by a Board of Directors consisting of 4 officers (described in Section 9 of these Bylaws) and 13 directors: Pinto, Mustang, Bronco, Pony, Colt/Palomino, Umpire, Field, Marketing, Tournament (Inferno), Travel (Heat), Equipment, Fundraising, and Player Agent. The number of Board members may be changed by amending these Bylaws.

a) Inferno Director The Inferno Director is responsible for identifying coaches for each age group of NYBL for the formation of Tournament Teams. The Director shall work with the coaches to schedule team tryouts and oversee the selection of the rosters. When the rosters are finalized the Director shall select the uniform design with the approval of the Marketing Committee. The Director shall assist the coaches with the selection of the tournaments and facilitate the payment of the Tournament fees. It is intended to have Inferno Clinics primarily in the off season at the Strike Zone facility, the Director shall be responsible for scheduling and making sure the clinics are properly staffed.

b) Umpire Director The Umpire Director is responsible for establishing a roster of umpires for each Division. Annually the Director shall schedule, plan and supervise an umpire clinic. The Director shall develop, score and return the exams to the umpire candidates. The Director shall then submit a funding request to the NYBL Treasurer, contract for the website scheduling service and order equipment and uniforms for the qualified umpires. The Director shall collaborate with the Travel and Field Directors and input all games into the scheduling website. Throughout the season the Director shall manage umpire game request and assignments along with managing the bank account and payroll. The Director shall coordinate with the Field Supervisor to confirm

umpires attendance at scheduled games. The Director shall be responsible for handling all conflicts/ejections with coaches, parents and players.

c) Field Director This Director position serves as the main contact for the scheduling of all games, scrimmages and practices at the City of Novi baseball fields. The Director will distribute a master schedule showing field availability for practices and games to all Division Directors prior to the season. The Field Director also serves as the main point of contact with the City of Novi for field scheduling, weather delays, game cancellation and field improvements. The Field Director will coordinate with the Field Maintenance Director to assure the proper field prep and maintenance is done at the assigned fields according to the master schedule. Coordinate game schedules with the Umpire Director.

(i) Field Maintenance Manager The Field Maintenance Manager is a non-voting position. The Field Maintenance Manager shall be responsible for maintaining and preparing the baseball fields for NYBL use. The Field Maintenance Manager has the responsibility to hire a field crew and schedule the appropriate crew size for each day depending on the number of games or practices scheduled. The Field Maintenance Manager shall furnish a budget for equipment and supplies for the maintenance of the fields for the upcoming season. Once this budget is approved by the Board then the Manager will have the authority to coordinate with the Treasurer of NYBL to order and purchase said supplies and equipment. When inclement weather has affected the fields it is the Field Maintenance Manager's responsibility to assess whether the fields are playable and communicate such assessment to the Field Director and or the Parks & Recreation point of contact with the City of Novi.

d) NYBL Player Agent The Player Agent will be responsible for the planning, setup and execution of the NYBL House Division Coaches Clinic to be held in the month of February. The Player Agent will be responsible for the planning, setup and execution of the NYBL Player Skills Evaluation Session to be conducted in early March each year. The Player Agent to be responsible for the planning, setup and execution of the NYBL House Division Draft Sessions for the Pony, Bronco, Mustang and Pinto Divisions. Mediate behavioral conduct issues. Act as a 3rd party buffer.

e) Equipment Director The Equipment Director's main responsibility is to make sure the all NYBL House teams have the proper equipment for the season. This will include taking inventory of all equipment bags, procurement of new equipment for the upcoming season, distribution of the bags at the beginning of the season and the collection of the bags at the end of the season. The equipment bags are inspected for safety and completeness; each bag shall contain four to five batting helmets, one set of catchers gear, one bat, one first aid kit, ice packs, practice balls, game balls and a scorebook. There can be times when the Equipment Director will be needed to purchase other equipment for the league such as pitching machines, field maintenance equipment and supplies.

f) Novi Heat Director The Novi Heat Director provides direction and leadership for the Novi Heat Travel Program in concert with NYBL. The Director will assemble a committee to lead and carry out key responsibilities including but not limited to: baseball operations, uniforms, field and umpire procurement, financial matters and the selection of qualified coaches. The Heat Director in conjunction with NYBL shall lead with respect to the development and growth of all NYBL and Heat members on and off the field.

g) Fundraising Director The Fundraising Director shall be responsible for securing donations and sponsorships for the Novi Youth Baseball League and the corresponding indoor training facility partnership the Strike Zone. The Fundraising Director shall work to develop longstanding relationships within the community that can be counted on annually to support the efforts of NYBL and the development of our membership. At the discretion of the Board the Fundraising Director shall be responsible for the organization of fundraising events, collecting the funds from the secured sponsors and the follow through of the NYBL sponsorship promise.

h) Marketing Director The Marketing Director shall be responsible for the promotion and marketing of NYBL. The Marketing Director will lead the Marketing Committee in promoting community awareness of the organization to maximize player registration, parent involvement with NYBL and the NYBL Board of Directors, as well as increasing the visibility of the NYBL in the Novi community. The Marketing Director will be responsible for supervising and coordinating all efforts in regard to advertising, publicity, merchandising and public relations. The Marketing Director or Chair shall be responsible for selecting, acquiring and distributing uniforms within the budget authorized by the Board. The committee will also be responsible for the marketing and distribution of spirit-wear. The Marketing Director shall coordinate Opening Day of the NYBL season.

i, j, k, l, m) Pinto, Mustang, Bronco, Pony, Colt & Palomino Directors (5 positions). The role of the Division Director is to coordinate the functions and operations of their respective Division by working with the Head or Assistant Coaches and the Board of Directors. The Director is responsible for identifying head coaches for the teams, coordinating the evaluation of the players, creation of the teams based on the quantity of participants, coordinate the distribution of equipment, and develop the practice and game schedules for their respective Division. In addition, the Directors will participate in the Rules Committee to provide or update Division specific rules. During the season the Division Directors will monitor the performance of the coaches and address any concerns or issues. Division Directors will take their lead from the Vice President.

At the end of the summer season, the Directors will create the play-off schedule, request All-Star representatives from each team, and coordinate the return of equipment. (Does not apply for Colt and Palomino Divisions)

Once the summer season is concluded, each Division Director in coordination with the Vice-President shall recruit and organize team(s) for NYBL Fall Baseball

Division Director Responsibilities

The responsibilities of the Division Directors include the following items.

1. Identify Head and Assistant Coaches for each team.
2. Obtain previous year Division player evaluations
3. Coordinate a pre-season coaches' conference call to review the rules and address any questions
4. Coordinate player evaluations usually scheduled in March
5. Coordinate and schedule the Division Player Draft
 - a. Head Coach and Two Assistant Coaches are permitted to maintain their own siblings
6. Equipment
 - a. Schedule equipment pick-up – Equipment Bag, Pitching Machine, and Bucket of Balls
 - b. Schedule drop off of equipment – one week after closing day
 - c. Inspect equipment bags to ensure all equipment is returned and if equipment needs to be repaired or replaced
7. All-Stars
 - a. Request each coach to submit their All-Star selections from their team two weeks prior to the last game. (Does not apply to Colt and Palomino Division)
 - b. The quantity of All-Stars from each team will depend on the quantity of teams. Recommend at least 3 from each team. (Does not apply to Colt and Palomino Division)
8. Trophies
 - a. Submit quantity of trophies
- i. Participation Medals (Order 2 Extra)
9. ii. 1st Place Play-Off
10. iii. 2nd Place Play-Off
11. iv. All-Star Medals (Order 2 Extra)
12. 9. Uniforms

(iii) The persons receiving the most votes, based upon the number of positions to be filled, shall be elected. For example, if there are six directors to be elected, the six persons who receive the most votes shall be elected. Newly-elected directors shall assume their offices effective as of the close of the meeting at which they are elected.

(d) Each director shall hold office until the earlier of expiration of the term for which he or she is elected or until the election of a qualified successor, or until his or her resignation or removal.

(e) A director may resign by written notice to NYBL. A resignation shall be effective upon its receipt by NYBL, or upon a subsequent time specified in the notice of resignation.

(f) A director may be removed with or without cause by the majority vote of the Board of Directors. A director may be removed with or without cause by the vote of two-thirds of the other directors.

7.3 Vacancies. Vacancies in the Board of Directors occurring by reason of death, resignation, removal, increase in the number of directors, or otherwise (excluding normal expiration of term) may be filled by the vote of a majority of the remaining Board of Directors.

7.4 Annual Meeting. The Board of Directors shall hold an annual meeting each year within one month after the annual meeting of the members. Members and the public at large shall be allowed to attend the meeting. The Board shall use reasonable efforts to make a public announcement or advertisement of the meeting (such as but not limited to an announcement in the local newspaper and/or on the NYBL website), but shall not be required to send individual notices to the members. At the meeting, the Board of Directors shall review the recently completed baseball seasons, shall elect officers, shall allow a reasonable period of time for public comments, and shall consider any other business that is properly brought before a meeting.

7.5 Regular and Special Meetings. The Board of Directors may hold regular meetings at times and places that a majority of the Board determines. The Board of Directors shall hold a special meeting upon the written request of not less than two members of the Board of Directors submitted to the President or Vice President of NYBL, specifying in reasonable detail the issue(s) to be discussed at the special meeting. Upon receipt of a request for a special meeting, the President, or in his or her absence the Vice President, shall schedule a special meeting of the Board to be held promptly after receipt of the request. Unless otherwise designated by the President or a majority of the Board, meetings of the Board shall be open to the public, and a reasonable period of time shall be provided for public comments.

7.6 Attendance Via Telephone Conference Call. Board members may participate in meetings of the Board only in person. A member of a committee of the Board of Directors may, however, vote and participate in a committee meeting by means of conference telephone or similar communication equipment, provided that the chairperson of the committee permits participation in such manner and all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence at the meeting. Minutes of committee meetings shall be kept and may be approved at the next meeting of the Board of Directors.

7.7 Notices. No notice shall be required for regular meetings of the Board of Directors or for adjourned meetings, whether regular or special, provided that the business conducted at the adjourned meeting is limited to that which could have been conducted at the original meeting. For special meetings, at least five days' written notice shall be given, stating the date, time, location and purpose(s) of the meeting. For the annual meeting, at least 10 days' advance notice shall be given.

7.8 Quorum. A majority of the members of the Board of Directors or of a committee shall constitute a quorum for the transaction of business unless otherwise provided in the Articles of Incorporation, the Bylaws or, in the case of a committee other than a permanent committee, in the resolution of the Board of Directors establishing the committee. The vote of a majority of the members of the Board of Directors or a committee shall

constitute the act of the Board of the committee, unless a greater vote is required by the laws of the State of Michigan, the Articles of Incorporation, these Bylaws or the Board resolution establishing the committee.

7.9 Directors' Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting, without prior notice and without a vote if all of the directors or committee members entitled to vote consent to such action in writing. The written consent shall be filed in the corporate minute book, and shall have the same effect for all purposes as a vote of the Board or committee, as the case may be.

7.10 Executive and Other Committees.

(a) NYBL shall have seven standing committees: Fundraising, Opening Day, Closing Day, Off Season Training, Rules, Tournament/Travel and Finance. The Board of Directors may from time to time establish one or more additional committees, by resolution passed by a majority of the Board, to exercise some or all of the power and authority of the Board of Directors. Any temporary committees as deemed necessary by the Board of Directors shall terminate when the purpose of their formation has been fulfilled.

(b) The Board may not delegate to a committee the authority to do any of the following:

- (i) Adopt an agreement of merger or consolidation;
- (ii) Sell, lease, or exchange all or substantially all of NYBL's property and assets;
- (iii) Amend these Bylaws; or
- (iv) Fill vacancies in the Board of Directors.

(c) The Board may not delegate to any committee, officer, director or agent the authority to discipline, remove, suspend or terminate a coach, the power being reserved exclusively to the full Board of Directors.

(d) The committees of NYBL shall have the following powers, duties and governing rules. The President shall appoint one or more officers or directors to serve on each of the committees, but not all committee members must be officers or directors of NYBL.

(i) Fundraising Committee: The Fundraising Committee shall be headed by the Fundraising Director. The Fundraising Committee shall be responsible for securing donations and sponsorships for the Novi Youth Baseball League and the corresponding indoor training facility partnership the Strike Zone. The sole purpose of the committee under the leadership of the Director and Chair is to develop longstanding relationships within the community that can be counted on annually to support the efforts of NYBL and the development of our membership. At the discretion of the Board this committee shall be responsible for the organization of the fundraising events, collecting the funds from the secured sponsors and the follow through of the NYBL sponsorship promise.

(ii) Marketing Committee: The Marketing Committee shall be responsible for the promotion and marketing of NYBL. The committee will work to promote community awareness of the organization to maximize player registration, parent involvement with NYBL and the NYBL Board of Directors, as well as increasing the visibility of the NYBL in the Novi community. The Marketing committee will be responsible for supervising and coordinating all efforts in regard to advertising, publicity, merchandising and public relations. The committee shall serve at the discretion of the NYBL Board and operate within the stated budget authorized by the Board. The Marketing Committee shall be responsible for creation and distribution of all pre-registration flyers, brochures, etc.

The Marketing committee shall be responsible for selecting, acquiring and distributing uniforms within the budget authorized by the Board. The committee will also be responsible for the marketing and distribution of spirit-wear. Finally, Opening Day (including photography) of the NYBL season shall be coordinated by the Marketing Committee as directed by the Board.

(iii) Finance Committee: The Finance Committee shall be responsible for working with the Treasurer to gather the expected expenses of the league for the coming fiscal year. Once a budget is formed and at the discretion of the Board of Directors the committee shall make recommendations to the Board on how to allocate the discretionary funds if available to further the development of NYBL and its membership. The committee shall also complete long range planning that may be necessary for special projects or goals the Board of Directors may request.

(iv) Rules Committee: The NYBL Rules Committee will consist of the Umpire Director, Player Agent and all Division Directors. The NYBL Rules Committee shall review, create and revise Division rules for the NYBL as authorized and approved by the NYBL Board of Directors. USSSA Rules will be used as a starting point with a goal of remaining consistent with the Kensington Valley Baseball and Softball Association (KVBSA) rules. NYBL Division rules are to be reviewed annually to ensure they meet the goal of serving beginning and intermediate players and are intended to promote player safety and skill development..

(vi) Tournament and Travel Committee: See separate addendum for Travel Baseball.

(vii) The number of members to serve on each committee shall be subject to the discretion of the Board. All committee members shall serve at the pleasure of the Board except as provided in Section 7.10(d)(v) above. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace an absent or disqualified member at any meeting.

(e) The Board of Directors, in establishing or modifying a committee, shall specify the committee's powers, duties, obligations and governing rules, and shall designate one or more directors as members of the committee. The Board of Directors may terminate, or modify the duties, obligations or governing rules of any committee other than the Finance Committee, at any time.

(f) Any and all action by any committee is at all times subject to the authority of the full Board of Directors.

7.11 Dissents. A director who is present at a meeting of the Board of Directors, or a committee of which he or she is a member, at which corporate action is taken is presumed to have concurred in that action, unless his or her dissent is entered in the minutes of the meeting, or he or she files a written dissent to the action with the person acting as secretary of the meeting before the adjournment of the meeting, or he or she forwards such dissent by registered mail to the Secretary of NYBL promptly after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action. A director who is absent from a meeting of the Board of Directors or a committee of which he or she is a member at which any such action is taken is presumed to have concurred in the action unless he or she files a written dissent with the Secretary of NYBL within a reasonable time after he or she has knowledge of the action.

7.12 Compensation. All members of the Board of Directors and any committee member shall serve on a volunteer basis. No officer, director or committee member shall be entitled to compensation for services rendered in such capacity; but an officer, director or committee member may be reimbursed for reasonable expenses incurred on behalf of NYBL after approval by a majority of the Board, and may be paid reasonable compensation for services rendered in a capacity other than as an officer, director or committee member of NYBL.

8. Notices and Waivers of Notice.

8.1 Notices. Notices of meetings, other than announcements to the public of the annual Board of Directors meetings (7.4), may be given by any reasonable means of notifying the person, including personal delivery, first class mail, facsimile or email, addressed to the person's last known address as indicated on the books of NYBL; but telephone message shall not be sufficient. Such notice shall be deemed to be given at the time when the notice is served, mailed or otherwise dispatched.

8.2 Waiver of Notice. Notice of a meeting may be waived, either before or after the meeting. Attendance of a member, officer or director at a meeting shall result in the waiver of any required notice of the meeting, unless he or she at the beginning at the meeting, or upon his or her arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

9. Officers.

9.1 Number of Officers.

(a) The Board of Directors shall elect by majority vote to fill as needed openings for the following executive officers: President; Vice President; Secretary; and Treasurer. Each of these executive officers must be a member of the Board of Directors.

(b) The Board of Directors may elect additional executive officers, who may, but do not have to be members of the Board of Directors of NYBL.

(c) Any two offices may be held by the same person, but no officers may execute, acknowledge, or verify an instrument in more than one capacity.

9.2 Term of Office, Resignation and Removal. An officer shall hold office for a term of one year, or until election of a successor, or until his or her resignation or removal. An officer may resign by written notice to the President or Secretary of the NYBL. The resignation shall be effective upon its receipt by NYBL or upon a subsequent time specified in the notice of resignation. Officers shall serve at the pleasure of the Board, and may be removed by majority vote of the Board of Directors at any time with or without cause.

9.3 Vacancies. The Board of Directors may fill any vacancy in any office occurring for any reason.

9.4 Authority. All officers, employees, and agents of NYBL shall have such authority and shall perform such duties in the conduct and management of the business and affairs of NYBL as the Board of Directors and these Bylaws designate; their conduct of such duties shall at all times be subject to the authority of the Board of Directors.

10. Duties of Officers.

10.1 President. The President shall be responsible for developing a set of goals to improve the NYBL experience each year. The President shall work with the officers and committees of the NYBL to ensure the long term viability of the league from a financial and participation perspective. The President shall set the Board meeting schedule and preside over all Board meetings when present and designate a Board member to preside in his or her absence. The President shall empower each Officer and Director on the NYBL Board to fulfill their responsibilities as outlined in these by-laws. The President shall foster an environment where ideas and solutions to improve the NYBL experience can be discussed with an open mind and with the Board's approval implemented. The President shall be the primary point of contact with the City of Novi with the exception of the duties assigned to the Field Director.

10.2 Vice President. In the temporary absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all restrictions upon the President. The Vice-President shall also perform such duties as from time to time may be assigned by the President

or the Board. The Vice-President shall be the point of contact for all Division Directors throughout the year for any NYBL matters. The Vice President shall serve as an ex-officio member of all NYBL Committees as outlined in the By-Laws. While serving as a member of the Marketing Committee the Vice President shall be the point of contact in the organization and coordinator of NYBL Closing Day. The Vice-President shall oversee NYBL Fall Baseball in coordination with the Division Directors.

10.3 Communications and League Coordination Officer. The Director of Communications is responsible for coordinating all NYBL Board Meetings including reserving a room, distributing the meeting agenda and recording the meeting minutes. The Director shall also be responsible for maintaining and updating the NYBL website for news, registrations, teams, schedules and makeup games. The Director is also responsible for all communication to the NYBL members and to the NYBL Board. Director is responsible for maintaining Facebook and NYBL email account.

10.4 Treasurer. The Treasurer position shall be responsible for the tracking and recording the finances of the NYBL. The Treasurer shall have the responsibility of preparing a budget for each fiscal year and present it to the Board for approval. The Treasurer shall have the responsibility of remitting funds to the various suppliers and vendors to NYBL for services rendered. The Treasurer shall also be responsible for any regulatory filing such as tax returns, EIN requirements and State of Michigan filings.

11. Special Corporate Acts.

11.1 Orders for Payment of Money. All checks, drafts, notes, bills of exchange, and orders for the payment of money of NYBL shall be signed by one or more officers or other persons periodically designated by the Board of Directors.

11.2 Contracts and Conveyances. The Board of Directors may at any time designate one or more officers or agents to execute any instrument or document on behalf of NYBL. When the execution of an instrument or document has been authorized but no officer or agent has been specified to execute the instrument or document on behalf of NYBL, the President, Vice President, Secretary or Treasurer may execute the instrument or document on behalf of NYBL.

12. Books and Records.

12.1 Maintenance of Books and Records. The officers and agents of NYBL shall keep and maintain books, records, and accounts of NYBL's business and affairs, minutes of the proceedings of its Board of Directors and committees, and any other books or records specified by the Board of Directors or required by law. Books, records and minutes may be kept inside or outside the State of Michigan, in a place periodically designated by the Board of Directors.

12.2 Reliance on Books and Records. Except as otherwise provided below, in discharging his or her duties, an officer or director of NYBL may rely upon information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by any of the following:

(a) One or more officers, directors or agents of NYBL, or of a business organization under joint control or common control, whom the officer, director or agent reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, engineers or other persons as to matters the officer or director reasonably believes are within the person's professional or expert competence; and

(c) A committee of the Board of Directors of which he or she is not a member if the officer or director reasonably believes the committee merits confidence.

(d) An officer or director is not entitled to rely on such information if he or she has knowledge concerning the matter in question that makes reliance that would otherwise be permitted unwarranted under the circumstances.

13. Liability and Indemnification.

13.1 Liability of Officers or Directors.

(a) No volunteer officer or director, within the meeting of the Act, shall be personally liable to NYBL for monetary damages for a breach of the officer's or director's duties. The provision does not, however, eliminate or limit the liability of an officer or director for any of the following:

- (i) A breach of the officer's or director's duty of loyalty to the Corporation.
- (ii) Acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (iii) A violation of section 551(1) of the Act.
- (iv) A transaction from which the officer or director or their family members, friends or associates derived an improper personal benefit.
- (v) An act or omission occurring before the effective date of the provision granting limited liability.
- (vi) An act or omission that is grossly negligent.

(b) NYBL assumes the liability for all acts or omissions of an officer, director or other volunteer occurring on or after the date of adoption of these Bylaws if all of the following are met:

- (i) The person was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (ii) The person was acting in good faith.
- (iii) The person's conduct did not amount to gross negligence or willful and wanton misconduct.
- (iv) The person's conduct was not an intentional tort.
- (v) The person's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle of which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

13.2 Indemnification for Nonderivative Actions. Subject to the other provisions of this Section, NYBL shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of NYBL), by reason of the fact that he or she is or was an officer, director, employee, agent or volunteer of NYBL, against expenses (including reasonable attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of NYBL, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to

the best interests of NYBL, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

13.3 Indemnification for Derivative Actions. Subject to all of the other provisions of this Section, NYBL shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of NYBL to procure a judgment in its favor, by reason of the fact that he or she is or was an officer, director, employee, agent or volunteer of NYBL against expenses (including reasonable attorney fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or suit, provided that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of NYBL. Indemnification shall not be made for a claim, issue or matter in which such person has been found liable to NYBL, unless and to the extent that the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity with respect to reasonable expenses incurred.

13.4 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 13.2 or 13.3 of these Bylaws, or in defense of any claim, issue or matter contained in such action, suit or proceeding, he or she shall be indemnified against actual and reasonable expenses (including reasonable attorney fees) incurred with such defense.

13.5 Determination that Indemnification is Proper. An indemnification under Section 13.2, 13.3 or 13.4 of these Bylaws (unless ordered by a court) shall be made by NYBL only as authorized in the specific case upon determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 13.2, 13.3 or 13.4, whichever applies, and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. Such determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board of Directors consisting of members who are not parties or threatened to be made parties to such action, suit, or proceeding;

(b) If such quorum is not obtainable, by majority of a committee duly designated by the Board of Directors and consisting solely of two or more members who are not parties or threatened to be made parties to the action, suit or proceedings; or

(c) By independent legal counsel in a written opinion.

13.6 Expense Advance. NYBL may pay or reimburse the reasonable expenses incurred by an officer, director, employee, agent or volunteer who is a party or is threatened to be made a party to an action, suit or proceeding in advance of final disposition of the proceeding if all of the following apply:

(a) The person furnishes NYBL with a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct for indemnification set forth in Section 13.2, 13.3 or 13.4 of these Bylaws;

(b) The person furnishes NYBL with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct for indemnification set forth in Section 13.2, 13.3 or 13.4 of these Bylaws; and

(c) A determination is made in the same manner prescribed under Section 13.5 of these Bylaws that the facts then known to those making the determination would not preclude indemnification under this Section.

13.7 Former Officers and Directors. The indemnification provided in this Section continues as to a person who ceases to be an officer, director, employee, agent or volunteer, and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

13.8 Insurance. NYBL may purchase and maintain insurance on behalf of any person who is or was an officer, director, employee, agent or volunteer of NYBL against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not NYBL would have power to indemnify him or her status as such, whether or not NYBL would have power to indemnify him or her against such liability under these Bylaws or the laws of the State of Michigan.

14. Governing Rules and Amendments.

14.1 Governing Rules. These Bylaws shall govern the internal affairs of NYBL to the extent they are consistent with Michigan law and the Articles of Incorporation. Nothing contained in the Bylaws, however, shall prevent the imposition by contract of greater voting, notice, or other requirements than those set forth in these Bylaws.

14.2 Amendments. Except as otherwise provided in these Bylaws, these Bylaws may be amended or repealed, or new Bylaws may be adopted, only by the vote of two-thirds of the full Board of Directors.

14.3 Coaches' Code of Conduct. 1) Coaches, assistant coaches and any volunteer of all house, tournament, and travel teams must review and adhere to all policies, procedures, rules, and regulations as established by the NYBL Board of Directors. 2) Encourage good sportsmanship. 3) Participate in a safe and healthy environment. 4) Create a positive, enjoyable experience for all. 5) Respect the abilities and contributions of all coaches, parents, and players affiliated with assigned team. 6) Demand an environment that is DRUG, TOBACCO, and ALCOHOL free at all times. 7) You are a role model and leader for your team! Your behavior, language, gestures, actions, etc. are constantly being observed by those around you. Act accordingly at all times! Any coach, assistant coach or volunteer, in any capacity, shall serve at the pleasure of the Board, and may be removed by the majority of the Board of Directors at any time with or without cause.

14.4 What is Expected of Coaches: NYBL expects the following from its coaches: 1) Teach and instruct the skills, strategies, rules, etc. of the game of baseball to the best of your ability. 2) Engage those around you to help support your effort (parents, siblings, etc.). You cannot do it all yourself! 3) Be sensitive to the needs and abilities of all players; size, skill, experience, emotional, etc. 4) Developing basic skills and having an enjoyable experience are top priority! Winning should not be! 5) Communication skills are important! Parents and players should always be aware of what will be expected of them. 6) Leadership when organizing all aspects of your team's progress throughout the season.

14.5 All coaches, assistant coaches, volunteers and Players must adhere to the rules and regulations, policies, and code of ethics as established within the NYBL Bylaws. Failure to comply with these Bylaws will result in a formal review by the NYBL Board of Directors. Individuals found in violation of the stated Bylaws may be suspended or possibly banned from any involvement with the NYBL program, as set forth herein.

ADOPTED BY ACTION OF THE BOARD OF DIRECTORS OF NYBL ON September 16, 2015.

Tim Rush – 9/16/2015

Tim Rush, President

September 15, 2015