

WARRIOR BASEBALL ASSOCIATION, INC.

BYLAWS

These Bylaws, adopted by the Board of Directors at the January 29th, 2018 general meeting, supersede and replace any and all prior bylaws, operating agreements, constitutions, and all other documents, regardless of title, in the nature of bylaws and intended to regulate and govern the management and affairs of Warrior Baseball Association, Inc. These Bylaws shall be the primary authority for such matters.

Article 1 – DEFINITIONS

The following terms and the definitions provided for such terms shall apply to the entirety of this document, regardless of capitalization, unless the context clearly implies a different meaning. Words that are not defined below or elsewhere in this document shall have the appropriate plain language meanings.

“*Association*” (the Association) means Warrior Baseball Association, Inc.

“*Alabama Business Code*” refers to Title 10A, Code of Alabama (1975), as amended by Act 2009-513.

“*Alabama Nonprofit Corporation Law*” and “*Ala. Nonprofit Law*” both refer to Chapter 3 and the provisions in Chapter 1 applicable to nonprofit entities, within the Alabama Business Code.

“*Bylaws*” means this document, which contains provisions and rules for regulating and managing the Association.

“*Governing Documents*” are these Bylaws together with the Association’s Articles of Incorporation, as amended by the Amended & Restated Certificate of Formation.

“*Internal Revenue Code*” and “*IRC*” refer to the Internal Revenue Code of 1985 and the Treasury Regulations promulgated thereunder.

Article 2 – NONPROFIT ORGANIZATION

Section 2.1 Name.

The official name is and shall remain Warrior Baseball Association, Inc.

Section 2.2 State Law Classification.

The Association is a nonprofit corporation within the meaning of Ala. 10A-3-1.02(7), organized for charitable, educational, and athletic purposes, as allowed under 10A-3-1.04.

Section 2.3 IRS Classification.

The Association was organized as a “qualified amateur sports organization”, defined in IRC 501(c)(3), and is operated exclusively to foster national amateur sports competition. The Association provides athletic facilities, and in some cases equipment, as allowed by IRC 501(j). The Association conducts national competition in the sport of baseball and develops amateur athletes for such competition by: Promulgating or adopting official rules and standards of play; Chartering and supervising teams; Providing coaching, equipment, and facilities; organizing inter-team competition; and, Promoting the sport. No part of the Association’s earnings may inure to any private individual based on such individual’s membership, official capacity, or

agency with the Association. No part of the Association's activities shall include carrying on propaganda, attempting to influence legislation, or participation in political campaigns.

Article 3 – GOVERNING AUTHORITY

Section 3.1 Board of Directors.

The Association shall be governed and controlled by a Board of Directors. The Board of Directors shall exercise or oversee the proper exercise of all the powers of the Association and shall manage its business and affairs.

Section 3.2 Number & Term.

There shall be fourteen (14) Directors on the Board of Directors, unless changed by a majority vote of the Board of Directors and reflected in an amendment to these Bylaws. In no event, however, shall there be less than three (3) Directors at any time. Directors shall serve one (1) year terms, running from August through the following July. Directors shall serve continuously, without term limits, until they resign, are removed, or fail to be reelected.

Section 3.3 Election & Removal.

The Board of Directors shall be at large positions, and all positions must be filled by a majority vote at the Board of Directors general meeting in August of each year as provided below. Directors shall be elected for the upcoming term (Aug-Jul) by the Board of Directors at the end of the preceding term. Any adult individual may be nominated for a position on the Board of Directors, and anyone may nominate a candidate. Directors may be removed from the Board of Directors by a super-majority (75%) vote of the current Board of Directors, which shall not include the Director in question for purposes of calculating such vote. A quorum of the current Directors is required at such meeting.

Section 3.4 Responsibilities & Protection.

Any act of the Board of Directors, supported by a majority of such Directors or in certain situations, a super-majority, shall be the official act of the Association. Directors shall fulfill the functions and duties ascribed them by these Bylaws and the laws of the State of Alabama. Directors shall work in cooperation with and oversee the functions of the Officers. No Director shall be subject to personal liability based on the actions of the Association, and all Directors shall be entitled to the fullest protection and indemnification by the Association, at the Association's expense, allowed by law. The Board of Directors shall have the power to create temporary or standing committees, and appoint members (which need not be Directors) to such committees but every committee shall have at least one Director as a member. Such committees shall, to the extent provided by the Board of Directors, shall have and exercise all the authority conferred to it by the Board of Directors, except that no committee shall have the authority to amend, alter, or repeal these Bylaws; or to elect, appoint, or remove any member of any committee or any Director or Officer of the Association; to amend the Certificate of Formation, restate the Certificate of Formation, adopt a plan of merger or adopt a plan of consolidation with another nonprofit corporation or other entity authorizing the conversion of the nonprofit corporation into another form of entity; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorize the voluntary dissolution of the Association or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Association; or amend, alter, or repeal any action or resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the committee.

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him or her by law.

Section 3.5 Officers.

The Officers of the Association shall be elected by the Board of Directors and serve terms concurrent with those of the Board of Directors. Every Officer must be an elected Director. The Officers shall include President, Vice President, Treasurer, and Secretary.

3.5.1 President. The President is the chief executive officer of the Association and shall have general charge and supervision of its affairs. The President shall preside over all meetings of the Officers and Board of Directors, shall be primarily responsible for executing such policies and procedures that may from time to time be established by the Board of Directors, shall assist the Treasurer in preparing the annual budget, and shall be responsible for seeing that the Association operates within the budget. The President shall represent the Association at any district, national or other baseball program of which the Association is sanctioned. The President shall assure that all necessary permits are attained to allow the efficient operation of the Association regarding buildings, utilities, fund raising, concessions and legal requirements.

3.5.2 Vice President. The Vice President may exercise all of the powers and duties of the President during the absence of the President or in the event of his/her inability to act. The Vice President shall oversee the sporting events hosted and attended by the Association. The Vice President oversees the activities of the Competition & Rules Committee, or any other committee assigned to baseball matters. The Vice President is responsible for implementing and overseeing policies and procedures related to player registration, team drafts, All-Star selection and play, evaluations, coaching registration, in-game disputes, and age group directors.

3.5.3 Treasurer. The Treasurer is the chief financial officer and the chief accounting officer of the Association. The Treasurer shall be responsible for all financial affairs and shall safeguard all funds of the Association, must keep full and accurate records of all financial and tax matters, report on the financial affairs at each meeting of the Board of Directors, prepare reports and supporting documentation for each meeting of the Board of Directors, and present the annual budget to the Board of Directors. The Treasurer shall account for all receipts of income and expenses paid, ensure the safe deposit of funds in a depository account with an institution approved by the Board of Directors. The Treasurer shall be responsible for working with the President and Board of Directors to identify vendors, suppliers, and retail opportunities for purchasing all supplies, materials, equipment and uniforms necessary at the best price available. The Treasurer shall reimburse valid expenses incurred by Directors according to the procedures contained herein. The Treasurer shall work in conjunction with the Secretary to solicit, receive, and present to the Board of Directors all bids for uniforms, equipment, supplies, and other necessary purchases. The Treasurer may submit any financial matter to the Board of Directors for discussion and a vote, but must do so on all expenses in

excess of \$1,000, with the exception of utility charges, taxes, tournament fees, and other fixed expenses that cannot be “shopped.”

3.5.4 Secretary. The Secretary shall be responsible for recording the business conducted at all meetings, maintaining official records and documents, financial reports and tax returns, correspondence, and all other official records of the Association. Such records must be maintained under an appropriate system and available for inspection, production, or distribution in appropriate circumstances. The Secretary shall maintain a current list of all Officers, Directors, and committee members, with accurate contact information. The Secretary shall also maintain all legal documents. The Secretary is responsible for giving all notices of meetings, recording the minutes from such meetings, assisting the President in conducting meetings, and when absent shall select another Director to perform the duties of Secretary at the meeting.

3.5.5 Resignation & Removal. An Officer elected or appointed to office may resign at any time via writing sent to the President or if the Officer resigning is the President, to the Secretary. An Officer may be removed by a super-majority vote of the Board of Directors whenever in their judgment the best interest of the Association will be served. However, such removal will be without prejudice to such individual’s position as a Director. Such individual may also be removed from the Board of Directors, but such removal must follow the procedures set forth with respect to Directors, above.

Section 3.6 Compensation & Reimbursement.

Officers and Directors shall not receive compensation for their service. They shall, however, be entitled to a reimbursement for reasonable and necessary expenses incurred in services to the Association, so long as the expense was incurred for a purpose within the duties and expectations of their position, is either less than \$250 or was preapproved by the President and Treasurer, and they submit a valid receipt for such expense. No reimbursement shall be made unless, at the time such reimbursement is requested, the Association has paid all currently due bills and the Treasurer verifies that there is sufficient cash on hand or anticipated revenue necessary to satisfy the Association’s financial obligations for the remainder of the current month. Further, the Treasurer shall not make any reimbursement until all prior valid reimbursement requests have been satisfied.

Section 3.7 Joint Meetings.

The Board of Directors and Officers shall meet at least quarterly, or 4 times per calendar year. Directors who also serve as Officers shall be entitled to only one vote despite such dual service. The term “Director”, for purposes of following provisions of this Section 3.7, includes all Directors whether or not they also serve as an Officer. The President, or any other Officer acting at the instruction of the President, shall give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Alabama. A simple majority shall constitute a quorum sufficient to conduct business at meetings of the Board of Directors. The Secretary shall record the business conducted in the minutes and shall maintain a record of all such minutes.

3.7.1 January Meetings. At least one of the four or more general meetings shall be held during the month of January, at which time the President shall report on the activities of the Association during the previous year, and shall relate his or her plans and

goals for the coming year. The Treasurer shall report on the financial condition of the Association and provide a clear and accurate profit/loss statement as of December 31st of the prior year. The Treasurer shall provide copies of all bank statements from the preceding year. The Treasurer shall present a budget for the current calendar year, for discussion and approval by the Board of Directors. The budget, including employee compensation, contract amounts, and procedures for reconciling accounts shall be finalized and approved by a majority of the Board of Directors no later than March 1st of each year.

3.7.2 July Meetings. At least one of the four or more general meetings shall be held in the month of July, at which time the President shall report on any vacancies anticipated for the next term beginning in August, and request nominations to fill such vacancies. The Treasurer, at such meeting, shall report on the general financial condition of the Association, including detail information concerning tournament income, debt that must be paid prior to December 31st of the current year, and expected Fall season revenue.

3.7.3 Special Meetings. Special meetings may be called as needed by any Officer or by a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be given to each Director at least three days before a special meeting of the Board of Directors.

3.7.4 Attendance. Attendance of a Director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting except where such Director attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under a provision of law or the governing documents, a waiver of such notice in writing signed by the person or persons entitled to notice whether before or after the time stated is such waiver, will be deemed equivalent to the giving of such notice.

3.7.5 Quorum. All meetings of the Board of Directors must have a majority of Directors (a "quorum") in order to conduct official business. The act of the majority of Directors present at any meeting in which there is a quorum shall be the official act of the Board of Directors and the Association, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 3.8 Action by Consent.

Any action which may be taken at a meeting of the Board of Directors may be taken without such a meeting, by a consent in writing that sets forth the action so taken and is signed by all Directors in office, and filed with the Secretary.

Article 4 – PARTICIPANTS & CONTRIBUTORS

Section 4.1 No Members.

The Association shall not have "members", as such term is defined under Ala. 10A-3-1.02 as being someone with certain membership rights allowing them to participate in the management of the Association or to receive financial benefits from the Association.

Section 4.2 Participants, Sponsors, and Community Members.

The Association relies on and acknowledges the importance of the contributions and ideas of its participants, sponsors, and community leaders. And while the Association shall not have members, it will always implement ways to involve those groups in the operation of its activities and solicit their input on matters affecting the Association. The procedures used to achieve these goals shall be established, implemented, and controlled in the discretion of the Board of Directors.

Section 4.3 Private Property Not Subject to Association Debt.

No property of any participant, sponsor, community member, coach, volunteer, Director, Officer, agent, or any other individual shall be subject to any debt of the Association, even if such property is used by or for the benefit of the Association.

Section 4.4 Disciplinary Action, & Termination.

In certain situations the Association may take disciplinary action against a player or coach, and may prohibit other individuals from attending games or other activities of the Association. Disciplinary Action against a player or coach means any official decision or policy or instruction by the Board of Directors that prohibits, restricts, or limits a player or coach from full participation where such action is based on the conduct or behavior of a particular player or coach and does not affect all players or coaches (i.e. not a change to the league rules or general policies). Disciplinary Action shall be permitted when the conduct in question is deemed, in the absolute discretion of the Board of Directors, to be detrimental to players, coaches, fans, Officers, Directors, or to the Association itself. By way of example, such conduct shall be considered inherently detrimental, and will almost always justify disciplinary action, if it creates an unnecessary risk of injury, is intentionally cruel or disparaging, is generally considered immoral or unethical, unreasonable and unjustly hinders the functions or activities of the Association, or is illegal. The decision by the Board of Directors to take disciplinary action or prohibit attendance must be approved by a super-majority (75%) of the Directors. Any Director may abstain from such a vote if it directly involves such Director or a member of their family and, in such cases, that Director shall not be counted for purposes of determining a super-majority. All disciplinary matters shall be taken up at a general meeting or a special meeting called for that purpose. The Secretary shall make a reference to such matter in minutes of such meeting but shall not include specific details or the names of individuals involved when making such reference. All details and identities shall be included in a separate document and protected as confidential and sensitive information.

ARTICLE 5 - MISCELLANEOUS

Section 5.1 No Private Benefit from Association Earnings.

No Officer or Director shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable reimbursement for expenses incurred on behalf of the Association. No such person or persons shall be entitled to share in the distribution of any of the Association's assets upon its dissolution.

Section 5.2 Contracts between Association and Officers/Directors.

The Officers and Directors may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Association,

notwithstanding that they may also be acting as individuals, or as trustees, or as agents for other persons or corporations, or may be interested in the same matters as directors or otherwise; but shall be deemed "at arm's length" and not violative of proscriptions against the Association's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Officers or Directors be obligated to inquire into the authority of the Officers or Directors to enter into and consummate any contract, transaction, or other action.

Section 5.3 Dissolution.

Upon the dissolution of the Association, all assets shall be distributed for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 6 - AMENDMENT

The Directors shall have the power to make, alter, amend and repeal these Bylaws by affirmative vote of the majority of the Board of Directors at any regular or specially called meeting for the purpose of amending these Bylaws. Written notice of any meeting where the Bylaws are to be amended shall be given to each Director at least thirty (30) days before the meeting.

CERTIFICATE

We, the undersigned Directors of Warrior Baseball Association, Inc. do hereby ratify and adopt the foregoing Bylaws this 29th day of January 2018.



Kevin Nichols, President



Lourn Evans, Vice President



Lance Ridley, Treasurer



T. Matthew Jones, Secretary



Brandon Carter



Brandon Kemp



Darren McAusland



Derek Thornton



Jeremy Shaw



Justin Crocker



Mark DuBose



Stephen Barnett



Wes Welch



Wesley Wright