

**BYLAWS
OF
Hilliard Davidson Baseball Club**

**Article I
Name, Nature, and Purpose**

Section 1.01. Name. The name of this organization shall be Hilliard Davidson Baseball Club, hereinafter referred to as “the Club”.

Section 1.02. Nature. The Club is a nonprofit corporation formed under the state of Ohio, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 1.03. Purpose. The Club is organized to support the baseball programs at Hilliard Davidson High School and Hilliard Weaver Middle School as set forth in its Articles of Incorporation which are filed with the State of Ohio.

**Article II
Membership**

Section 2.01. Qualification. Parents, step-parents, and guardians of current Hilliard Davidson High School and Hilliard Weaver Middle School baseball players shall be considered voting members of the organization. The Head Varsity Baseball Coach and parents, step-parents, and guardians of prospective and past players shall be non-voting, advisory members of the organization. For the purpose of this section, a current player means a player in good standing who has been rostered on a Weaver Middle School or Davidson High School baseball team within the previous calendar year.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees, and be nominated and elected to the Club’s Board of Directors. Voting members shall have the right to vote for the Board of Directors and other matters brought before the full Club.

Section 2.03. Quorum. The members present at any membership meeting of the organization, provided ten (10) or more members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which quorum is not present shall be discussed and decided by the Board of Directors.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership in the first thirty (30) calendar days of the school year at which the Board of Directors is elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Board of Directors or at the request of four (4) or more members in writing to the Board of Directors.

Article III Board of Directors

Section 3.01. Membership. The Board of Directors shall consist of an odd number of members, no less than five (5), and no more than nine (9). Directors need not be residents of the State of Ohio.

Section 3.02. Election. Election to the Board of Directors shall be by majority vote of the Club's voting members, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Board Member shall hold office for a term of one (1) year and thereafter until their successor is elected and qualified. The board shall begin seeking nominees in July of the year in which the candidates will be elected. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by board or from the floor.

Section 3.03. Authority. The affairs, activities, and operation of the Club shall be managed by the Board of Directors. The Board of Directors shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.04. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 3.05. Officers. The Board of Directors shall elect from among its members a President, Vice President, Secretary, and Treasurer, hereinafter referred to as "officers" with minimum duties as specified in Article IV of these bylaws and other duties as it may prescribe. Board Members not elected to serve as an officer shall be considered "At Large" Board Members. The Board shall elect its officers at the first board meeting following the full Club's Annual membership meeting. Any Officer may be removed upon an affirmative vote of two-thirds of the Board, whenever in its judgment the best interests of the Club would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3.06. Regular Meetings. The Board of Directors shall meet at a minimum four (4) times between September 1 and April 1 to conduct the affairs of the club.

Section 3.07. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the Ohio, as the date, hour, and place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written or electronic notice.

Section 3.08. Quorum. A quorum of the Board of Directors for the conduct of business shall consist of a majority of the Board's Directors in attendance.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.10. Participation in Meeting by Video or Audio Conference Call. Members of the Executive Board of Directors may participate in a meeting through use of video or audio software/applications or similar communications equipment.

Section 3.11. Reimbursement. Board of Directors members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Section 3.12. Resignation; Removal. A Director may resign from the Board of Directors at any time by giving notice of resignation in writing addressed to the President or Secretary of the Club or by presenting a written resignation at a meeting of the Board of Directors. Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

Article IV Duties of Officers

Section 4.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Board of Directors and, when present, shall preside at all meetings of the Board and all meetings of the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 4.02. Vice President. The Vice President shall be a member of the Board of Directors and, in the absence of the President, shall perform the duties of the President. The Vice President shall perform such other duties as are assigned by the President or the Board.

Section 4.03. Secretary. The Secretary shall be a member of the Board of Directors. The Secretary shall keep the meeting minutes of the proceedings of the membership and the Board, shall see that all notices are duly given in accordance with these bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board.

Section 4.04. Treasurer. The Treasurer shall be a member of the Board of Directors. The Treasurer is the authorized custodian to have oversight of all funds of the organization in accordance with the organization's financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the organization's tax-exempt purpose, bylaws and budget. The financial records belong to the organization and must be available to the other officers and members upon request. The Treasurer shall:

- Prepare an annual budget for review and approval by the Board.
- Ensure that numbered receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in the organization's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report including income and expenditures and comparing budgeted amounts to actual year-to-date amounts, at each General Membership Meeting of the membership and at other times as requested by the Board.
- See that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board, General Membership, and other stakeholders.
- Seek Board approval for any request for funding greater than \$500.00.
- File annual tax documents with the state of Ohio.

Article V Committees

Section 5.01. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 5.02. Number, Appointment, and Term of Office. The number of members of each committee shall be determined by the Board of Directors. Members of each regular committee shall be appointed by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 5.03. Committee Leadership. The President may designate from among the members of each committee a Chairperson and Vice Chairperson of such committee, and such other committee leadership positions as the President may determine, each position having such duties as the President prescribes.

Section 5.04. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5.05 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 5.06. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 5.07. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.01. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Hilliard Davidson Baseball Club, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Hilliard Davidson Baseball Club, and such authority may be general or confined to specific instances.

Section 6.02. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Hilliard Davidson Baseball Club, shall be signed by such Officer or Officers and/or agent or agents of the Hilliard Davidson Baseball Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.03. Deposits. All funds of the Hilliard Davidson Baseball Club shall be deposited from time to time to the credit of the Hilliard Davidson Baseball Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.04. Gifts and Contributions. The Board of Directors may accept on behalf of the Hilliard Davidson Baseball Club any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Hilliard Davidson Baseball Club. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Ohio, and any other relevant jurisdiction.

**ARTICLE VII
BOOKS AND RECORDS**

The Hilliard Davidson Baseball Club shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of Hilliard Davidson Baseball Club shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE IX
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of Ohio or under the provisions of the Articles of Incorporation or the Bylaws of the Hilliard Davidson Baseball Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X
CONFLICTS OF INTEREST**

Section 10.01. Existence of Conflict, Disclosure. Directors, officers, and contractors of Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, member or contractor competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 10.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting.

However, the person may be permitted to provide the Board with any and all relevant information.

Section 10.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 10.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer,/or contractor who is presently serving the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually for information and guidance of directors and officers, members and contractors, and new officers and directors, members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE XI INDEMNIFICATION

Every member of the Board, officer, of the Organization may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE XII AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meetings.