

BYLAWS OF MOTOR CITY BASEBALL CLUB

Article I – Name, Purpose

Section 1: The name of this organization shall be the Motor City Baseball Club (“MCBC”)

Section 2: The MCBC is organized exclusively for charitable and educational purposes, more specifically to encourage and educate young men and women in youth baseball.

➔ *Section 3:* The MCBC shall remain a nonprofit organization for as long as it exists.

Article II- Corporate Membership

Section 1: Corporate Membership shall consist only of the members of the Board of Directors.

Article III Board of Directors

Section 1: Board Role, Size, Compensation. The Board is responsible for the overall policy and direction of MCBC and delegates responsibility for day-to-day operations to the committees and Head Coaches. The Board shall have up to 8 members and not fewer than five members. The board receives no compensation.

Section 2: Meetings. The Board shall meet at least two times per year, at an agreed upon time and place.

Section 3: Board Elections: Election of new directors or election of current directors to a second term will occur as the first item of business at the first annual meeting of the year. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve two year terms, but are eligible for reelection.

Section 5: Quorum. A quorum must be attended by at least 60% of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member will have written notice two weeks in advance.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chairman, Vice-Chairman, Secretary and Treasurer. Their duties are as follows:

The Chairman shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chairman, Secretary and Treasurer.

The Vice Chairman will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new Board members may be received by present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if she/he has two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

Article IV - Conflict of Interest

Section 1: Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. Additionally, each Board member will annually complete a Conflict of Interest statement.

Article V - Fiscal Policies

Section 1: The fiscal year of the board shall be September 1st to August 31st.

Article VI – Committees

Section 1: The Board may create committees as needed, such as fundraising, etc. The Board Chariman appoints all committee chairs.

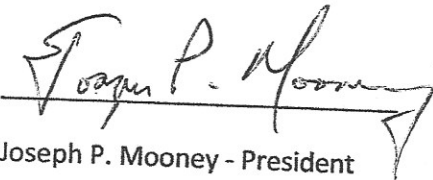
Section 2: The four officers serve as the member of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Article V II– Amendments

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with the regular Board announcements.

These Bylaws were approved at the meeting of the Board of Directors of

MCBC on September 23, 2011



Joseph P. Mooney - President