

By-Laws of Mid-Iowa Men's Senior Baseball League

Article I

The name of this organization shall be the Mid-Iowa Men's Senior Baseball League, hereinafter referred to as the "League," or, alternatively, as the "Corporation." The purpose of the league shall be to promote amateur baseball within the State of Iowa. The League will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on:

- a) by a corporation exempt from federal income tax under §501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or
- b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Article II

Offices

Section 2.1 - Principal Office

The principal office of the corporation in the State of Iowa shall be located in the City of West Des Moines, County of Polk. The corporation may have such other offices, even within or without the State of Iowa, as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 2.2 - Registered Office

The registered office of the corporation required by the Iowa Non-Profit Corporation Act, Chapter 504A, Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

Article III

Board of Directors

Section 3.1 - General Powers

The business and affairs of the corporation, including control and disposition of its property and funds shall be managed by its Board of Directors. The Board of Directors shall have sole authority to establish the methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications, or levels relating to contributions which in its sole discretion deems necessary, subject to applicable legal requirements. In accepting gifts, bequests, and devises, it is the intention that the directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation, and by these bylaws so that such actions will not jeopardize the federal income tax exemption of this corporation, pursuant to the provisions of Section §501(c)(4) of the Internal Revenue Code of 1986 is now in force, or as may be amended.

Section 3.2 - Number, Tenure, and Qualifications

The number of directors of the corporation shall be fifteen, and shall include four officers described in Article IV, and shall serve for a term of four years commencing with his or her appointment or until his or her successor shall have been appointed and qualified. Each such successor shall be elected by a majority vote of

the Board of Directors. A member of the Board of Directors shall be an active participant in the league, however, this qualification may be waived by a majority vote of the Board of Directors.

Section 3.3 - Regular Meetings

The Board of Directors may provide by resolution, the time and place, either within or without the State of Iowa, for holding regular meetings without other notice than such resolution. The Board of Directors shall hold a minimum of four meetings per year.

Section 3.4 - Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of the president, or a majority of the directors. The person or person authorized to call special meetings of the Board of Directors, may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be given at least ten days previously thereto by actual or written notice delivered personally, mailed or e-mailed to each director at his personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting, said waiver need not be in writing. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except or when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, except as otherwise provided by the Bylaws, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.5 – Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Any vacancy occurring on the Board of Directors and to the extent permitted by law, any directorship to be filled by a reason of an increase in the number of directors may be filled by election by a majority of the then-sitting directors of the corporation. A director so elected shall serve the unexpired term of his or her predecessor in office, or the full term of such new directorship, as the case may be.

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail from the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.6 – Informal Action by Directors

Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. For the purposes hereof, facsimile signatures shall be adequate to show consent.

Section 3.7 – Resignation and Removal

Any director may, at any time, resign by serving written notice thereof on the remaining directors. Membership on the Board of Directors may also be terminated by a passage of removal resolution by the Board of Directors, after any director has missed more than three consecutive meetings, or for a good cause, as to be determined by a majority of the remaining members of the Board of Directors.

Section 3.8 – Compensation

Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the corporation, the corporation may retain the services of a director other than in his or her capacity as a director, and the director may be compensated for services so rendered, as the Board of Directors may, from time to time, deem appropriate.

Article IV

Officers

Section 4.1 – Officers Appointment and Term of Office

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer and will serve four year terms commencing with their election. The election of these officers, if their term has expired or will expire, will be held annually at the first meeting of the Board of Directors after the beginning of the fiscal year. Each officer shall hold office until his or her successor have been duly appointed, and shall have qualified, or until his or her death or resignation.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled in accordance with the provisions of these bylaws with respect to the original appointment to such office.

The president shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors shall, in general, supervise and control all the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign with the secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of the president, and such other duties as may be prescribed by the Board of Directors from time to time.

In the absence of the president, or in the event of the president's death, inability, or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president, or by the Board of Directors.

The Secretary shall:

- (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law;
- (c) be custodian of the corporate records;
- (d) keep a register of the post office address of each member of the Board of Directors which shall be furnished to the secretary by each member; and
- (e) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 4.2 – Treasurer

The Treasurer shall:

- (a) have charge and custody of, and be responsible for all funds and property of the corporation;
- (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories that shall be selected in accordance with the provisions of these bylaws;
- (c) compile and distribute annually to each director a report of the activities of the corporation, including a statement of receipts and expenditures; and
- (d) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The treasurer may be required to give a bond at the expense of the corporation for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 4.3 – Resignation

Any officer may at any time resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof, or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

Section 4.4 – Removal

Any officer may be removed by the Board of Directors whenever in its judgment, the best interest of the corporation will be served thereby. Any officer holding the position of the president, vice president, secretary, or treasurer, shall automatically be removed if the individual holding the subject office is no longer a member of the association's Board of Directors, due to death, resignation, or removal.

Section 4.5 – Assistance and Acting Officers – Executive Director

The Board of Directors or any officer, duly authorized by the Board of Directors, may appoint any person to act as an assistant to any officer, or to perform the duties of such officer whenever it is impractical for the officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may otherwise be defined or restricted by the board or the appointing officer. The Board of Directors is hereby explicitly authorized to, in its discretion, appoint a full or part-time executive director to assist each of the corporation's officers in the conduct of their duties and the business of the corporation. An officer or director of the corporation, or any other person may serve as executive director. The executive director shall manage the regular business and affairs of the corporation, and shall have other such powers and duties as the Board of Directors shall specify.

Section 4.6 – Salaries

The president, vice president, secretary, and treasurer shall serve without compensation, except that reasonable expense shall be paid.

Article V

Indemnification

Section 5.1 – Indemnification

Except for any prohibition against indemnification specifically set forth in these Bylaws, or in Chapter 504A, Code of Iowa, at the time indemnification is sought by any member, director, officer, employee, volunteer, or agent of the corporation, the corporation 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 proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a member, director, officer, employee, volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employer, or agent of another corporation, partnership, of a joint venture, trust, or other enterprise (such serving as a member, a director, officer, employer, or agent of the corporation, or at the request of the corporation referred to herein as "serving on behalf of, or at the corporation's request"), against expenses (including 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, if he or she acted in good faith, and in the manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, 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 person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or conduct was unlawful.

If a member, director, officer, employee, volunteer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually reasonably incurred by him or her in connection therewith. Any other indemnification (unless ordered by a court), shall be made by the corporation only as authorized in the specific case upon a determination that the

indemnification of such person is proper, because he or she met the applicable standard of conduct set forth in Section 1; such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit, or proceedings; or
- (b) in a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not party to such action, suit or proceedings; or
- (c) if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, any written opinion by special independent legal counsel selected by a majority vote of the full board of directors in which directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit, or proceedings as authorized in the manner provided in this Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she met the applicable standard of conduct, is set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses provided herein shall not be exclusive of any of the rights to which those seeking indemnification or advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision of the Articles of Incorporation or Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions, and as to indemnification and advancement of expenses under these provisions, and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws by any agreement, or otherwise, for any breach of duty of loyalty to the corporation or its members, if any, for any act or omissions not in good faith, or which involves intentional misconduct or a known violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a member, director, officer, employee, volunteer, or agent, and shall inure to the benefit of the heirs, executors, personal representatives, and administrators of such a person. The Board of Directors shall have the power to purchase and maintain insurance on behalf of any person who is, or was serving on behalf of the corporation's request against any liability asserted against him or her and incurred by him or her in any capacity or arising out of his or her status, as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions thereof.

Article VI

Contracts, Loans, Checks, and Deposit

Section 6.1 – Contracts

The Board of Directors may authorize any officer or agents to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the corporation, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The corporation shall make no loan to any officer or director of the corporation.

Section 6.2 – Checks, Drafts, etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer, the president, or such other officer or officers, agent, or agents of the corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 6.4 – Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories, as the Board of Directors may select.

Article VII

Whenever any notices required to be given to any member or director of the corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to giving such notice. For the purposes hereof, facsimile signatures shall be adequate to show consent of such waiver.

Article VIII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year, and end the last day of December in the same year.

Article IX

Seal

The corporation shall have no corporate seal.

Article X

Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of all member of the Board of Directors at any regular or special meeting of the Board of Directors, provided that a minimum of 30 days notice in writing of the character of the proposed alteration, amendment or repeal is given to all members of the Board of Directors.

Article XI

Committees of the Board of Directors

The president, with the Board of Directors concurrence, may establish and appoint standing and special committees and shall be deemed as desirable for the endeavors of the corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed, and shall have no other powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task assigned to any special committee, the special committee shall be discharged.

Persons who are not directors or officers of the corporation may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting.

Except as otherwise provided in the Board of Directors' resolution, approving the establishment and appointment of a standing or special committee, all committees shall maintain written minutes of their meetings, which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary, and shall at a minimum, submit a written report to the committee's activities at the Board of Directors' annual meeting. The Board of Directors may accept an oral presentation in lieu of a written report upon the vote of a majority of the Board of Directors.

All committees shall meet at such time and place as designated by the chairperson of the committee, and as often as necessary to accomplish their duties.

Article XII

League Rules

Incorporated herein and made a part of these Bylaws, are the Men's Senior Baseball League and Men's Adult Baseball League Rules and Regulations posted annually on the Men's Senior Baseball League website (www.msblnational.com). Exceptions and additions to the national rules and regulations as set forth by the Mid-Iowa MSBL are also posted annually on the Mid-Iowa Baseball League website (www.iowabaseball.org). Further, any subsequent changes in the Men's Senior Baseball League, and Men's Adult Baseball League rules and regulations, shall be further incorporated herein.