

**CODE OF REGULATIONS
OF
OLMSTED TRAVEL BASEBALL ASSOCIATION**

ARTICLE 1-PURPOSE

Section 1. Olmsted Travel Baseball Association (the "Corporation") is organized and shall at all times be operated exclusively for charitable, religious, educational, social service and scientific purposes, which include the following:

- (a) The Corporation is a public benefit corporation. The Corporation is organized and formed for the exclusive purpose of engaging in charitable, religious, educational, social service and scientific activities within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), (or the corresponding provision of any future United States Internal Revenue Law), and specifically to develop, promote, and regulate the sport of baseball for youths under age 18 by teaching the ideals of good sportsmanship, baseball skills and honesty through organizing local, statewide and interstate competitions, promulgating rules, organizing officials and otherwise encouraging the growth of the sport of baseball.
- (b) Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to make gifts or contributions to other entities or persons; and to exercise all other rights and powers conferred by the laws of the State of Ohio upon not-for-profit corporations.

Section 2. The business of the Corporation shall at all times be carried on so as to meet the requirements of the Internal Revenue Code Section 501(c)(3) and regulations promulgated pursuant thereto to achieve or maintain tax exempt status under those or successor provisions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation may pay reasonable reimbursement requests for expenses incurred in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be 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 provision of this Code of Regulations, the Corporation shall not:

- (a) retain any of the income or net income of the Corporation so as to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future federal tax code or regulations, but shall distribute the entire net income of the corporation pursuant to the provisions of the Articles of Incorporation of the Corporation;
- (b) engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future federal tax code or regulations;
- (c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future federal tax code or regulations;
- (d) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future tax code or regulations;
- (e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future federal tax code or regulations; and
- (f) carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future federal tax code or regulations; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any future federal tax code or regulations.

ARTICLE 2 - MEMBERS

Section 1. Membership. The members of this corporation shall consist of any parent or guardian who has a child registered to play baseball with the Corporation. Each member shall abide by the written Rules and Regulations promulgated by the Corporation, and amended from time to time by the Board, and which may be accessed on the Corporation's website (www.olmstedtravelbaseball.com).

Section 2. Voting. Each member may be represented in person or by proxy in accordance with Section 5 hereunder at any Annual or Special meeting.

Section 3. Annual Meeting. The Annual Meeting shall be held during the month of October of each year, at such place and time as may be designated by the Board of Directors.

Section 4. Quorum. A quorum for the transaction of business at any meeting of the Corporation shall consist of those members who are present at the meeting.

Section 5. Proxies. When proxies are used, such proxy shall be signed by the member granting such proxy and shall specifically grant a named individual those rights to act which are authorized. No such rights to represent by proxy shall be implied where not specifically stated.

Section 6. Special Meetings. Special meetings of the Corporation may be held at any time upon the call of the President or a majority of the Board of Directors. Special meetings may also be requested by any group of members provided such a group represents at least 10% of all members. Requests for Special meetings by such groups shall be sent to the President of the Board of Directors. The President of the Board of Directors shall call a Special meeting to be held not later than sixty (60) days thereafter.

Section 7. Notice. Notice of all meetings of the Corporation shall be posted on the Corporation's website (www.olmstedtravelbaseball.com) by the Secretary at least five (5) days prior to such meeting, and in all cases of Special meetings, the notice thereof shall briefly state the purpose or purposes for which the meeting is called.

ARTICLE 3 - BOARD OF DIRECTORS

Section 1. Election of Directors. The Board of Directors shall consist of seven (7) Members, two of which shall be voting Members of the Olmsted Community Baseball/Softball Commission. Each Director shall hold office for two (2) years, or until either his or her successor is elected and qualified or his or her earlier resignation or removal from office or death. Four (4) Directors shall be elected each odd year and three (3) Directors shall be elected each even year.

Section 2. Qualification. In order to be eligible to serve on the Board of Directors, a Member must have attended at least seventy-five percent (75%) of the regular meetings throughout the previous year.

Section 3. Tenure. Any Director may serve more than one (1) term.

Section 4. Regular Meetings. Regular Meetings of the Members for the coming calendar year shall be scheduled at the Annual Meeting.

Section 5. Voting. At the Annual meeting of the Corporation, the Members present shall be entitled to vote on any qualified candidate who is presented by the Board of Directors to serve thereon.

Notwithstanding anything contained in this Code of Regulations to the contrary, the Board of Directors shall be empowered to fill any vacancies on the Board of Directors which occurs due to death, resignation or removal of any Director. Directors appointed in this manner shall serve as Directors until the next Annual Member's Meeting unless they are removed, resign or die prior to the next Annual Members' Meeting.

Section 6. Vacancies. At the Annual meeting of the Corporation, the then current Board of Directors shall present the Members with a slate of candidates for the Board of Directors, from whom successors are to be elected to replace open positions on the Board of Directors. New members of the Board of Directors of this Corporation shall be elected from the slate of candidates by the Members pursuant to this Section 5 of this Article.

Section 7. Removal. A Director may resign at any time by giving writing of such resignation to the Secretary of the Board of Directors. Any Director may be removed by the vote of the majority of the Board of Directors. Any Director absent from three (3) consecutive Board meetings without good cause shall be considered to have resigned. "Good cause" shall be any reason for which absence is excused by the President (in his sole discretion).

Section 8. Discipline. If the conduct of any Member is believed to be in violation of this Code or the Rules and Regulations promulgated hereunder or prejudicial to the Corporation's interest, the Directors may, by affirmative majority vote of all active Directors, suspend or expel any such Member. Prior to taking such action, a written copy of the charges shall be served upon the Member via hand-delivery, courier service or certified mail return receipt requested and a special Meeting of the Board of Directors shall be convened to consider the charge and permit the Member to be heard.

Section 9. Compensation. No Director shall receive compensation for his or her services to the Corporation.

ARTICLE 4 - POWERS OF DIRECTORS

Section 1. The general powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control and management of the property, affairs and funds of the Corporation, and shall have the power and authority to do and perform all acts and functions not inconsistent with these Regulations or any actions taken by the Corporation.

Section 2. No member of the Board of Directors shall be paid.

Section 3. The Directors shall have the powers and duties normally inuring to the Directors under Section 1702.01 et seq. of the Ohio Revised Code.

Section 4. The Directors shall manage any financial gifts or contribution given or received by the Corporation and shall make payments from such donations in the manner hereinafter set forth. The Board of Directors shall be responsible only for such money or property as shall actually be received by them as Directors hereunder. It shall not be the duty of the Directors to collect any sum, but they shall receive and hold as Directors hereunder such money and property paid over to them from time to time by contributors to the Corporation. In addition, the Directors shall have the following duties and powers:

- (a) To invest and reinvest the financial gifts and contributions in such debt obligations, stocks, or other securities as they deem proper and suitable, without regard to any statute or rule of law which now or hereafter limits the types of investments permissible by an Ohio not-for-profit corporation or an Ohio fiduciary.
- (b) To utilize the donations in order to further the purpose of the corporation as set forth in Article 1 as well as take any action or engage in any purpose lawful for a not-for-profit corporation to do under the laws of the State of Ohio.
- (c) Constitute, reconstitute and abolish such committees as it may deem necessary for the proper management or functioning of the Corporation.
- (d) To approve annually the managers of all teams.
- (e) To authorize the purchase of equipment, uniforms and other tangible property necessary for the operation of the Corporation.

Section 5. Additional Duties.

- (a) The Board of Directors shall cause to be compiled the financial affairs and records of the Corporation and shall submit at the Annual meeting compiled financial statements and reports.
- (b) The Board shall submit a written report of the affairs of the Corporation at the Annual meeting, and make recommendations for action by the Members.
- (c) The Board of Directors may dispose of property, real or personal, tangible or intangible, received from any source by way of inheritance, gifts or bequest for such considerations as it may deem proper and in accordance with the provisions of this Code of Regulations.

ARTICLE 5 - QUORUM

Section 1. Quorum. The majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 2. Adjournment In the absence of a quorum at the time and place set for a meeting of the Directors, those present may adjourn the meeting from time to time until a quorum is present.

ARTICLE 6 - REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall hold regular meetings quarterly to conduct such business as may come before it at such convenient location and convenient date and time as designated by the President

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the written request of the President and/or not less than one-third of the Directors. Written requests for Special Meetings shall be served on the Corporation's Secretary, who shall call such Special Meeting within fourteen (14) days of receipt of a written request. Written notice of Special meetings may be sent by U.S.P.S. mail, delivered personally or sent by telegram, telecopy, e-mail, express mail, or courier service to each Director at least five (5) days before the date of such Special Meeting. Written notice may be waived by written agreement of all Directors in advance of such meeting or by unanimous vote of all Directors if all are at the meeting.

ARTICLE 7 - OFFICERS OF THE CORPORATION

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President Secretary, and Treasurer. The officers shall be elected or appointed by majority vote of the Directors at the first Regular meeting, and thereafter such positions shall be filled at any Regular meeting of Directors or at a Special meeting called for such purpose.

Section 2. President Duties. The President shall:

- (a) Preside at all meetings, whether of the Corporation or of the Board of Directors, and shall be, ex officio, a member of all committees.
- (b) Have the duty and authority to see the proper execution of all affairs of the Corporation in accordance with the Code of Regulations, including the appointment to committees of which he shall be an ex-officio member and the chair of each committee shall be a member of the Board.
- (c) Execute on behalf of the Corporation all documents and contracts or agreements as directed by the Board.

- (d) Assure the integrity of the Board process, including effectiveness of meetings, and the Board's adherence to its policies and rules.
- (e) The President of the Board is to encourage, support and help to assure that governance work of the Board will be done in accordance with the following principles and guidelines:
 - (i) Uphold and support Olmsted Travel Baseball Association's mission effectiveness and vision fulfillment in all governance leadership decision making.
 - (ii) Explicitly address fundamental organizational values. The Board is to be a guardian of organizational and service values through deliberate and explicit pronouncements on values.
 - (iii) Foster an outcome-driven decision making system. Board functions and decisions are to be made vigorously against the standard of purpose/mission in outcome terms.
 - (iv) Have a Board agenda that supports Board work on large issues from small issues, with large issues taking first claim on Board time.
- (f) Perform such other duties as may be from time to time required of him or her by the Corporation or Board of Directors.

Section 3. Vice-President Duties. The Vice-President shall perform all the duties of the President in case of the latter's absence or disability. In the event that both the President and the Vice-President are absent or unable to perform their official duties, the Board of Directors shall appoint a President Pro Tempore with like authority and powers.

Section 4. Secretary Duties. The Secretary shall act as Secretary of both the Corporation and the Board of Directors, shall send appropriate notices and prepare agendas for all meetings of the Corporation and of the Board of Directors, shall act as custodian of all business records and reports, and shall be responsible for the keeping and reporting of adequate records of all meetings of the Corporation and of the Board of Directors. In the absence of the Secretary or his or her inability to serve, the Secretary's duties shall be performed by such person as shall be designated by the President.

Section 5. Treasurer Duties. The Treasurer shall be an ex-officio member of any Finance Committee established of the Board and shall be responsible to the Board for reporting on the financial conditions of the Corporation. He or she shall perform such other duties as directed by the Board. All withdrawals and checks in excess of Five Thousand Dollars (\$5,000) require the signatures of two officers, one of which may be the Treasurer. To the extent possible, all funds of the Corporation shall be kept in interest-bearing accounts.

ARTICLE 8 - CONFLICT OF INTERST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit and charitable organizations.

Section 2. Definitions.

- (a) **Interested Person.** Any Director, principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - (i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - (ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 8, Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

- (i)** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (ii)** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement
- (iii)** After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest
- (iv)** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

- (i)** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii)** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article 8, Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 9 - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of January in each year and end with the following thirty-first day of December.

ARTICLE 10 - NOTICES

All notices required by this Code of Regulations shall be in writing and shall be sent by U.S.P.S. mail, delivered personally or sent by telegram, telecopy, e-mail, express mail, or courier service by the Secretary to the Directors, as the case may be, at their addresses (including e-mail addresses) as entered in the records of the Corporation. A notice shall be unnecessary if it is waived in writing.

ARTICLE 11 - INDEMNIFICATION

Section 1. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, or agent of another corporation, or is or was serving at the request of the corporation as Director, Officer, or agent of the Corporation shall be indemnified by the Corporation for expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such cause of action, suit, or proceeding if 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 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 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 which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, or agent of the Corporation shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 3. Any indemnification under sections 1 or 2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by the provisions of sections 1 and 2 of this Article, to the extent that a Director, Officer, or agent of the corporation has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in the defense of any claim, issue, or matter therein, he or she shall, in any event, be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Board of Directors in a specific case only upon receipt by the corporation of an undertaking by or on behalf of the Director, trustee, officer, employee, or agent to repay any such amount unless it shall ultimately be determined that he or she is entitled to be indemnified in such amounts by the Corporation.

Section 5. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, bylaw, agreement, vote of stockholders or disinterested Directors, or

otherwise, both as to action taken in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, trustee, officer, employee, or agent and such rights shall inure to the benefit of such person's heirs, executors and administrators.

ARTICLE 12 - EMERGENCY REGULATIONS

The Directors may, without further member approval, adopt such emergency regulations as they may deem necessary or proper, to be operative only during any emergency for corporations, when and as proclaimed by the Governor of Ohio or any other person lawfully exercising the power and discharging the duties of the office of Governor.

ARTICLE 13 -AMENDMENTS

These Regulations may be altered, amended or repealed by the affirmative vote of seventy-five percent (75%) of the Directors entitled to vote thereon at any regular or special meeting duly convened after notice to the Directors of that purpose.

MARCH 21,2014