

AMENDED AND RESTATED BYLAWS  
OF  
ROLAND PARK BASEBALL LEAGUES, INC.

ARTICLE I. PURPOSE

The purpose of the Roland Park Baseball Leagues, Inc. (the “League”) is to instill sportsmanship while providing a nurturing environment, which will allow young people to mature physically, mentally, and emotionally. Further, the league strives to work with parents to develop realistic expectations of their children.

ARTICLE II. BOARD OF TRUSTEES

Subject to the provisions of law, the Articles of Incorporation, and these Bylaws, the business, properties, and affairs of the League shall be controlled, managed, and directed by the Board of Trustees.

Section 1. Powers.

The Board of Trustees shall have the powers normally reserved to a Board, including, without limitation, the following:

- (a) Periodically review the League’s mission and its compliance with the mission;
- (b) Periodically develop, review, and approve a strategic plan and long-range plan;
- (c) Elect a Commissioner who shall serve as the League’s President and Chief Executive Officer;
- (d) Approve the annual budget and annual registration fees, regularly monitor the League’s financial condition, and establish policy guidelines affecting all of the League’s assets and investments;
- (e) Contribute time and energy in support of the League’s fundraising goals and participate actively in strategies to secure sources of funding and support;
- (f) Authorize financing transactions so long as such transactions serve the best interests of the League;
- (g) Authorize the construction of athletic fields, attendant buildings and structures, and other capital improvements that serve the best interests of the League;

- (h) Approve all expenditures of the League that exceed the sum of Five Thousand Dollars (\$5,000.00);
- (i) Authorize and approve any annual compensation offered to any officer, employee, or independent contractor of the League;
- (j) Authorize and establish the calendar of events for the League; and
- (k) Review the Bylaws of the League no less than every two (2) years.

### Section 2. Number and Tenure.

The Board of Trustees shall be elected by a majority vote of the Trustees holding office from time to time from among such individuals as may be nominated by the Commissioner. Each Trustee shall hold office for a term of three (3) years, or until a successor shall have been elected and qualify. No Trustee may serve more than two (2) terms in succession, except in the case of officers, who may serve one (1) additional consecutive term at the discretion of the Board of Trustees. The Board of Trustees may decide, by a vote of sixty-seven percent (67%) of the Trustees on the Board, to designate one or more Lifetime Trustees, whose terms do not expire. A former Trustee will be eligible for two (2) additional three (3) year terms after a lapse of at least one (1) year. Terms of Trustees shall be staggered so that one-third (1/3) of the Board's term shall expire each year. At the time of approval of these Bylaws, the League has seventeen (17) Trustees. The terms of the existing Trustees shall expire as set forth on the attached Exhibit A. The number of Trustees may, by vote of a majority of the entire Board, be decreased to not less than five (5) or increased to a number not exceeding twenty-five (25). The Board of Trustees shall keep minutes of its meetings and a full account of its transactions.

### Section 3. Annual Meetings and Regular Meetings.

An annual meeting of the Board of Trustees shall be held during the month of January in each year, on a day, and at a time and place to be determined by the Commissioner. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the Commissioner.

### Section 4. Special Meetings.

Special meetings of the Board of Trustees may be called by the Commissioner or by a majority of the Trustees.

### Section 5. Place of Meetings.

The Board of Trustees may hold its regular and special meetings at such place within or without the State of Maryland as it may from time to time determine. In the absence of such

determination, regular and special meetings of the Board of Trustees shall be held at the principal business office of the League.

#### Section 6. Notice.

Notice of the place, day, and hour of every regular and special meeting shall be given to each Trustee:

1. By notice in writing mailed postage prepaid or sent by electronic mail not later than the third (3<sup>rd</sup>) day before the day set for the meeting and addressed to the Trustee's last known post office address or e-mail address according to the records of the League; or

2. By telegraphic or telephonic communication or by notice in writing delivered personally or left at the Trustee's residence or usual place of business not later than the second (2<sup>nd</sup>) day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Trustee, who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

#### Section 7. Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of thirty (30) days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees.

#### Section 8. Vacancies.

Any vacancy occurring in the Trustees or any vacancy created by an increase in the number of Trustees may be filled in the manner provided in Section 2 hereof with respect to the appointment of such Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### Section 9. Removal and Resignation.

Any Trustee may be removed from office at any time, with or without cause, by a vote of sixty-seven percent (67%) of the Trustees on the Board, and another may be appointed in the manner provided in Section 2 hereof in the place of the person so removed to serve for the

remainder of the term. A Trustee may resign at any time by giving written notice to the Board of Trustees, or the Commissioner. Unless otherwise specified in the notice, the resignation shall take effect upon acceptance thereof by the Board of Trustees or the Commissioner.

#### Section 10. Compensation.

Trustees shall receive no compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the League. Nothing herein shall preclude Trustees from serving as independent contractors in administrating the affairs of the League and from being compensated for the same.

#### Section 11. Informal Action by Trustees.

Any action of the Trustees may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Trustees and filed with the minutes of the League.

#### Section 12. Telephone Conference.

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

### ARTICLE III. OFFICERS

#### Section 1. General.

The officers of the League shall consist of a Commissioner, a Deputy Commissioner, a Secretary, a Treasurer, and whenever deemed advisable by the Board, one or more Assistant Secretaries or Assistant Treasurers. All officers shall hold office only during the pleasure of the Board, or until their successors are chosen and qualify, except that the Commissioner shall serve a two (2) year term, beginning on July 1<sup>st</sup> and ending on June 30<sup>th</sup> in the second calendar year following the beginning of such two (2) year term. By way of illustration, and not by way of limitation, the next Commissioner of the League shall serve as such from July 1, 2011 through June 30, 2013. Any two offices, except that of Commissioner and Deputy Commissioner, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one (1) capacity, when such instrument is required to be executed, acknowledged, or verified by any two (2) or more officers. The Board of Trustees may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper.

## Section 2. Commissioner.

The Commissioner shall have the responsibility for the management of the business and general supervision and direction of all of the affairs of the League. The Commissioner shall be the President and Chief Executive Officer of the League. The Commissioner shall be subordinate in authority only to the Board of Trustees. He or she shall preside over the meetings of the Board at which he shall be present and shall perform such other duties as may be assigned to him by the Board of Trustees. The Commissioner shall have the authority on the League's behalf to execute any documents requiring the signature of an executive officer of a corporation. The Commissioner shall be an ex-officio member of all committees. Further, the Commissioner shall have the authority to designate the Deputy Commissioner, all of the various league coordinators, all managers and coaches for all teams, and the authority to assign all players to various teams within the various divisions of the League. In addition, except for expenditures that exceed the sum of Five Thousand Dollars (\$5,000.00), which shall require the approval of a majority of the Board of Trustees, the Commissioner shall have the authority to authorize all expenditures on behalf of the League.

## Section 3. Deputy Commissioner.

The Deputy Commissioner shall be vested with all the power and may perform all the duties of the Commissioner in his or her absence. The Deputy Commissioner shall perform such other duties as from time to time may be assigned to him or her by the Commissioner, or the Board of Trustees. In general, the Deputy Commissioner shall have all the powers and authorities vested in a Vice-President of a corporation by law. The Deputy Commissioner shall be appointed by the Commissioner.

## Section 4. Secretary.

The Secretary shall keep minutes of the meetings of the Board of Trustees, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and be custodian of the corporate records and of the seal of the League. In general, he or she shall perform all the 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 Commissioner or the Board of Trustees.

## Section 5. Treasurer.

The Treasurer shall be the Chief Financial Officer and shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the League, and shall deposit or cause to be deposited, in the name of the League, all moneys or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be selected by the Board of Trustees. The Treasurer shall render to the Board, whenever requested, an account of the financial condition of the League, and, in general, he or she shall perform all 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 Commissioner or the Board of Trustees. If required

by the Board of Trustees, he or she shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine, the cost of which shall be borne by the League.

#### Section 6. Assistant Officers.

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Commissioner or the Board of Trustees may prescribe.

#### Section 7. Compensation.

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses, actually and reasonably incurred on behalf of the League. Nothing herein shall preclude an officer from serving as an independent contractor in administering the affairs of the Corporation and from being compensated for the same.

#### Section 8. Tenure.

Officers of the League shall be elected by a majority vote of the Board of Trustees, except for the Deputy Commissioner, who shall be appointed by the Commissioner. No individual may serve in the office of Commissioner or Deputy Commissioner for more than three (3) successive two (2) year terms.

#### Section 9. Removal.

The Board of Trustees shall have the power to remove any officer with or without cause by the affirmative vote of sixty-seven percent (67%) of the Trustees on the Board. The Board may authorize any officer to remove subordinate officers.

#### Section 10. Vacancies.

The Board of Trustees shall, at any regular or special meeting, have the power to fill a vacancy occurring in any office.

### ARTICLE IV. COMMITTEES

#### Section 1. Executive Committee of Trustees.

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate from among its members an Executive Committee consisting of such number of Trustees as may be specified in the resolution, which committee, to the extent provided in such

resolution, shall have and exercise the authority of the Board of Trustees in the management of the League, except that such committee shall have no authority to amend, alter, or repeal the Bylaws, to elect, appoint, or remove any Trustee or officer of the League, or to approve any charter document required to be filed with the State Department of Assessments and Taxation (SDAT) of Maryland.

## Section 2. Standing Committees.

The League shall have the following seven (7) standing committees that shall each have the purpose indicated:

a. *Coaches' Committee.* The Coaches' Committee shall work with the Board of Trustees, the Commissioner, and the various coaches in the various divisions of the League to develop educational programs and assessment tools to help promote the mission of the League and to improve the overall level of coaching provided to the players within the League.

b. *Rules Committee.* The Rules Committee shall be responsible for reviewing and evaluating all of the rules of play in the various divisions of the League with the overriding purpose of promoting parity, an equitable division of playing time for all players, and, most importantly, player safety.

c. *Fundraising Committee.* The Fundraising Committee shall be charged with the responsibility of developing innovative, yet practical, fundraising ideas and concepts that help generating operating revenue to fund the various programs offered by the League.

d. *Competition Committee.* The Competition Committee shall be primarily responsible for assisting the Commissioner is assigning players to various teams within the various divisions of the League with the focus of achieving parity or competitive balance among the teams within the divisions. This committee shall also be responsible for developing ideas that help promote and preserve the overall mission of the League within the context of a competitive athletic experience.

e. *Nominating Committee.* Before the completion of his or her fourteenth (14<sup>th</sup>) month in office, the Commissioner shall appoint an individual to serve as Chair of the Nominating Committee. Thereafter, the Chair of the Nominating Committee shall select not less than three (3) other individuals to serve on such committee. The Nominating Committee shall be charged with the duty of identifying the next individual to serve as Commissioner of the League. No member of the Nominating Committee shall be allowed to be nominated to serve as the next Commissioner of the League. The Chair of the Nominating Committee may, but is not required to, consult with the current Commissioner relative to such nominations.

f. *Policy and Planning Committee.* The Policy and Planning Committee shall be responsible for the maintenance and updating of the League's long range plan, for the review of

any proposed amendments to these By-Laws, and for any other policy matter that may arise that affects to the League.

g. *Technology Committee.* The Technology Committee shall be generally responsible for the maintenance and improvement of the League's website, as well as to identify any areas where the League can improve on its communication and service through the use of advances in technology.

### Section 3. Other Committees.

The Commissioner shall appoint such other special committees as he or she may from time to time deem to be expedient, necessary, or proper. Such special committees shall have such duties, purposes, and serve for such a period of time as the Commissioner shall prescribe.

### Section 4. Term of Office.

Each member of every committee shall continue in office at the pleasure of the Commissioner.

### Section 5. Chairman.

One member of each committee shall be appointed Chairman, either directly by the Commissioner or the Board of Trustees.

### Section 6. Quorum.

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Section 7. Rules.

Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Trustees, or with any applicable law of the State of Maryland.

## ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

### Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents of the League, in addition to the officers so authorized by these Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

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

Section 3. Deposits.

All funds of the League shall be deposited from time to time to the credit of the League in such banks or other depositaries as the Board of Trustees may select.

Section 4. Gifts.

The Board of Trustees may accept on behalf of the League any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the League.

ARTICLE VI. SUNDRY PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the League shall be the twelve (12) month period beginning January 1 and ending December 31, unless some other fiscal year be specified by resolution of the Board of Trustees.

Section 2. Seal.

The seal of the League shall be circular in form with the name of the League inscribed around the outer edge, and in the center shall be inscribed the word "Baltimore City, Maryland" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the League.

Section 3. Indemnification.

To the extent that charitable immunity is not available as a defense, to the maximum extent permitted by the Maryland General Corporation Law and the Internal Revenue Code, as from time to time amended, the League shall indemnify its currently acting and its former Trustees, officers, agents, and employees for acts and omissions (and/or any liabilities

therefore) arising out of the normal course of business, excluding however liability for intentional torts and for punitive damages.

Section 4. Amendments to Bylaws.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, by the affirmative vote of sixty-seven percent (67%) of the Trustees on the Board at any regular meeting or at any special meeting called for that purpose.

I, Louise Macsherry, Secretary of the Roland Park Baseball Leagues, Inc. (the "League"), hereby certify that the foregoing constitutes all of the provisions of the Bylaws of the League, as currently in effect.

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Louise Macsherry, Secretary

[Corporate Seal]