

**BYLAWS
OF THE
LONGMONT BASEBALL LEAGUE**

(A Nonprofit Corporation)

ARTICLE I

OFFICES

1.1 PRINCIPAL OFFICE. The principal office of the corporation shall be in Longmont, Colorado. The corporation may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the corporation may require from time to time.

1.2 REGISTERED OFFICE. The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

2.1 MEMBERS. The Corporation shall not have members.

ARTICLE III

BOARD OF DIRECTORS

3.1 GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

3.2 PERFORMANCE OF DUTIES. A director of the corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but he or she shall not be considered to be acting in good faith if he

or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- (a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

3.3 NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be fifteen (15), or such other number as may be fixed from time to time by resolution adopted by the full Board of Directors, but in no instance shall there be less than one director or that number otherwise required by law. In the event that the board is increased by such a resolution, the vacancy or vacancies so resulting shall be filled by a vote of a majority of the directors then in office. No decrease in the membership of the board shall shorten the term of any incumbent director. Directors shall be elected at each regular annual meeting of directors, and each director shall hold office until his successor shall have been elected and qualified. Directors shall be natural persons of the age of eighteen years or older, but need not be residents of Colorado. The President or a Vice-President shall preside at all meetings of the Board of Directors.

3.4 REGULAR MEETINGS. A regular, annual meeting of the Board of Directors shall be held without other notice than this bylaw on the 3rd Tuesday of September, at such time and place as determined by the Board of Directors, for the purpose of electing directors, electing corporate officers, electing or appointing other officers, agents or employees, and for any other proper business which may come before the meeting. The Board of Directors may provide by resolution the time and place for holding additional regular meetings, without other notice than such resolution.

3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or one-third of the full Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonably convenient time and place for holding any special meeting of the Board of Directors called by them.

3.6 NOTICE. Written notice of any special meeting of directors shall be given: (i) at least seven days prior to the meeting by written notice delivered personally or mailed to each director at his business address, or (ii) by notice given at least two days prior to the meeting by telegram or by personal delivery to each director at his business address, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered three days after such notice is deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where 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. 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.

3.7 QUORUM. A majority of the Directors fixed by or pursuant to Section 3.3 of this Article **III** shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.8 MANNER OF ACTING. Unless otherwise provided by express resolution of the Board of Directors, a director must have attended no less than 75% of all regularly scheduled board meetings to be eligible to vote on matters coming before the Board of Directors. Subject to the foregoing, and except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors ..

All meetings of the board of directors shall be governed by the procedural rules set forth in the most recent edition of *Roberts' Rules of Order*.

3.9 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

3.10 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors, or of any committee designated by such Board, may

participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

3.11 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.12 RESIGNATION. Any director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.13 REMOVAL. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act.

3.14 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Non-profit Corporation Act. Subject to approval of the Board of Directors, the President shall appoint the chairman of the various committees and shall serve as an *ex-officio* member of all standing committees of the Board.

3.15 COMPENSATION. Directors shall not receive any compensation for their service as directors. Subject to any restrictions in law or the Articles of Incorporation, the Board of Directors may, by resolution, reimburse any director for legitimate expenses incurred by such director on behalf of the Corporation. Nothing in this Article shall preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

3.16 PRESUMPTION OF ASSENT. 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 to 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.

ARTICLE IV

OFFICERS

4.1 NUMBER. The officers of the corporation shall be a president, one or more vice-president(s), a secretary and a treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

4.2 QUALIFICATION, ELECTION AND TERM OF OFFICE. Only those persons who have served as directors of the corporation for a period of at least one (1) year shall be qualified to be elected to a position as an officer of the corporation. The officers of the corporation shall be elected by, and from the membership of, the Board of Directors at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

4.3 REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.4 VACANCIES. A vacancy in any office occurring for any reason, may be filled by the Board of Directors for the unexpired portion of the term of office.

4.5 PRESIDENT. The president shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members and 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, 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

president and such other duties as may be prescribed by the Board of Directors from time to time.

4.6 VICE-PRESIDENT(S). The vice-president(s) shall assist the president and perform such other duties as may be assigned to them by the president or by the Board of Directors. In the absence of the president, the vice-president (or in the event there is more than one vice-president, the vice-presidents in the order designated at the time of their election) shall have the powers of, be subject to the restrictions on, and perform the duties of the president. Any vice-president shall perform such duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

4.7 SECRETARY. The secretary shall: (a) attend and keep the minutes of the proceedings of the executive committee and of the Board of Directors; (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 and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each director which shall be furnished to the secretary by such director, and (e) in general perform all duties incident to the office of secretary and such other duties from time to time may be assigned to him or her by the president or by the Board of Directors.

4.8 TREASURER. The treasurer shall be the principal financial officer of the corporation and shall: (a) have care and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (c) 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 president or by the Board of Directors.

4.9 BONDS. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

4.10 COMPENSATION. The officers shall serve without compensation. Subject to any restrictions in law or the Articles of Incorporation, the Board of Directors may, by resolution, reimburse any officer for legitimate expenses incurred by such officer on behalf of the corporation. Nothing in this article shall preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

4.11 LOANS TO OFFICERS. No loans shall be made by the corporation to any officer or director of the corporation.

ARTICLE V

EXECUTIVE COMMITTEE

5.1 DESIGNATION AND COMPOSITION. The president, vice-president, secretary and treasurer elected by the Board of Directors shall constitute an Executive Committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

5.2 AUTHORITY. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation.

5.3 TENURE AND QUALIFICATIONS. Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

5.4 MEETINGS. Regular meetings of the Executive Committee may be held, without notice, at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

5.5 QUORUM. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a

majority of the members present at a meeting at which a quorum is present.

5.6 INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

5.7 VACANCIES. Any vacancy in the executive Committee may be filled by a resolution adopted by majority of the full Board of Directors.

5.8 RESIGNATIONS AND REMOVAL. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.9 PROCEDURE. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with the Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

5.10 OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent 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.

6.2 LOANS. 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.

6.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such 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.

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.

6.5 GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes of, or for any special purposes of, the corporation.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

8.1 WAIVERS OF NOTICE. Whenever notice is required by law, by the articles incorporation, or by these bylaws, a waiver thereof in writing signed by the director, or other person entitled to said notice, whether before, at or after the time stated therein, or his appearance at such meeting in person shall be equivalent to such notice.

8.2 SEAL. The corporate seal of the corporation shall be circular in form and shall contain the name of the corporation and the words "Seal, Colorado".

8.3 FISCAL YEAR. The fiscal year of the corporation shall be as established by the board of directors.

8.4 AMENDMENTS. The board of directors shall have power to amend, alter and repeal the bylaws of the corporation or to adopt new bylaws by the affirmative vote of a majority of the full Board of Directors at any regular meeting of the Board, or at any special meeting called expressly for that purpose.

8.5 NONDISCRIMINATION. The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE IX

INDEMNIFICATION

The corporation, to the full extent permitted by the Colorado Nonprofit Corporation Act and the Articles of Incorporation, shall have the power to 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 proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent or another

corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorney's fees) actually and reasonably incurred by him in connection with such action, suit or proceeding If he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation. Nevertheless, no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of eleven (11) pages, including this page, constitute the Bylaws of The Longmont Baseball League, as amended by the Board of Directors of the corporation as of November 12, 2001.

DATED: November 12, 2001.

Lt~
By: _____ Secretary

