

GREATER BALDWIN WHITEHALL ATHLETIC ASSOCIATION

Minutes of Special Meeting

1. Pursuant to Article X of the By-Laws currently in effect for the **Greater Baldwin Whitehall Athletic Association** (the "Organization"), a Special Meeting was held by the Organization's Executive Committee on the 14th day of September, 2016 and the following is noted:

2. The Executive Committee members present are noted at the end of these Minutes and verify their attendance by their signature hereto.

3. Upon motion duly made and seconded by the affirmative vote of all present, Keith Maiden served as Chairman and George Woods as Secretary of the meeting.

4. Pursuant to the application of the Organization to the Internal Revenue Service to be certified as an Internal Revenue Code Section 501(c)(3) organization, the Organization needs to amend its Articles of Organization, Bylaws and adopt a Conflict of Interest Policy, all of which are attached and are to be considered for adoption by the Executive Committee.

5. Upon motion duly made and seconded by the affirmative vote of all present, it was:

RESOLVED, that the attached amended Articles of Organization, amended Bylaws and Conflict of Interest Policy are hereby adopted by the Executive Committee, and are to be voted upon by the Members of the Organization for approval pursuant to a Special Meeting of the Organization members as provided for Article VIII of the Organization's Bylaws.

6. Pursuant to Article XIII of the Bylaws, when a vacancy in the office of President occurs, the current Vice President of the Association is to be appointed the new President of the Association if said person accepts said position.

7. Upon motion duly made and seconded by the affirmative vote of all present, it was:

RESOLVED, that Craig Brain, the current Vice President of the Association, is hereby appointed and confirmed as the new President of the Association, and has confirmed his acceptance thereof.

8. For the purpose of authorizing the Organization to carry on its exempt purpose under the laws of any state as to which the Officers of the Organization determine such authorization is necessary or desirable, including the Commonwealth of Pennsylvania, the proper Officers of the Organization are hereby authorized in the name and on behalf of the Organization to take such action as may be necessary or advisable to effect the qualification of the Organization to carry on its exempt purpose as a charitable organization in Pennsylvania.

9. The Officers of this Organization, acting for and on behalf of this Organization, be and each is, authorized:

(a) to designate such bank or banks as depositories (the "Depository") for the funds of the Organization as such Officers deem necessary or advisable;

(b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;

(c) to cause to be deposited in accounts with any Depository from time to time such funds of the Organization as the Officers may deem necessary or advisable;

(d) to designate from time to time other officers and agents of the Organization authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Organization against any such account; and


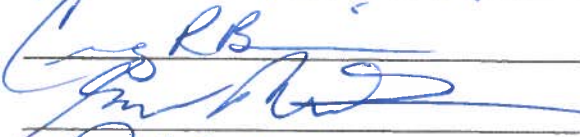

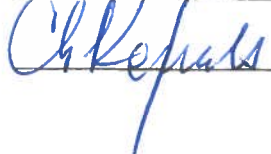
(e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as the Officers may deem necessary or advisable.


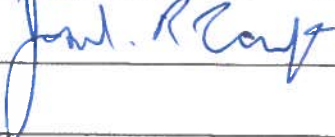
10. The Officers of the Organization be and they hereby are authorized to pay all fees and expenses incident to and necessary for (a) the organization and qualification of the Organization as a tax-exempt organization, and (b) any other related activities, said payments to be from the funds of the Organization.

11. The Officers of the Organization be and they hereby are, authorized, empowered and directed to execute and file for, in the name of and on behalf of the Organization, any and all documents, certificates and instruments necessary to obtain and evidence exemptions for the Organization from federal and Pennsylvania income tax and any other taxes deemed appropriate by such Officer or Officers.


There being no further business to come before the meeting, on motion duly made and seconded, it was unanimously adjourned.

Executive Committee

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input checked="checked" type="checkbox"/> Return document by mail to: Ronald M. Del Duca, Jr., Attorney at Law <hr/> Name 3005 Laura Lane <hr/> Address Lawrence, PA 15055 <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  1915
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: ☐ Business Corporation (§ 1915) ☒ Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: <u>Greater Baldwin Whitehall Athletic Association, Inc.</u>

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <i>(Complete only (a) or (b), not both)</i>				
(a) Number and Street	City	State	Zip	County
5174 Lantern Hill	Pittsburgh	PA	15236	Allegheny
(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. The statute by or under which it was incorporated: <u>15 Pa.C.S. 5306 (PA Business Corp Law of 1988)</u>

4. The date of its incorporation: <u>12/22/2014</u> (MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:	
<input checked="checked" type="checkbox"/> The amendment shall be effective upon filing these Articles of Amendment in the Department of State.	
<input type="checkbox"/> The amendment shall be effective on: _____ at _____	Date (MM/DD/YYYY) Hour (if any)

6. Check one of the following:

☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate complete, one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

See attached Exhibit "A"

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

☐ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

14th day of September, 2016

Greater Baldwin Whitehall Athletic Association, Inc.

Name of Corporation

☒ [Signature]

Signature

☒ President

Title

EXHIBIT "A"

The following provisions amend the Articles of Incorporation-Nonprofit for the **Greater Baldwin Whitehall Athletic Association, Inc.** filed and accepted by the Pennsylvania Bureau of Corporations and Charitable Organizations dated December, 22, 2014. This amendment is effective upon filing.

1. Paragraph 3 of the original Articles of Incorporation is deleted and the following new provisions are inserted:

"The corporation is organized exclusively for fundraising and sponsorship to aid recreational boys baseball and girls softball in the community, and for other charitable, religious, educational, and scientific purposes as provided under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

2. Paragraph 10 of the original Articles of Incorporation is modified to include the following new 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 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 3 hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In addition, notwithstanding any other provision of these Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located (hereinafter the "Court"), exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

Greater Baldwin Whitehall Athletic Association, Inc.

Amendment of Bylaws

Article I - Purpose

The purpose of this Amendment of Bylaws (the "Amendment") is to amend the current Bylaws dated January 6, 2015 of the **Greater Baldwin Whitehall Athletic Association, Inc.** (the "Association") by adopting certain additional provisions. Unless as otherwise provided herein, this Amendment of Bylaws is intended to supplement but not replace any current Bylaws provisions, and is as follows:

1. Article XII – Amendments to By-Laws.

Article XII shall be amended so that the following provisions are added to the current provisions of Article XII, said provisions to be added as a new second paragraph to the current Article XII:

"No amendment shall be made to these Bylaws which would cause the Association to cease to qualify as an exempt Association under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding section of any future Federal tax code. In addition, all amendments to these Bylaws shall be consistent with the Association's Articles of Incorporation."

2. New Article XVI – Document Retention Policy.

New Article XVI shall be added and is as follows:

"ARTICLE XVI – DOCUMENT RETENTION POLICY

Section 1: **Purpose.** The purpose of the Association's document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of the Association's records.

Section 2: **Policy.** Records should not be kept if they are no longer needed for the operation of the Association or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

Section 3: **Minimum Retention Periods for Specific Categories.**

- (a) **Association Documents.** Association records include the Association's Articles of Incorporation, Bylaws, Conflict of Interest Policy and Internal Revenue Service ("IRS") filings. Association records should be retained permanently. IRS regulations require that the Association's Form 1023 filing be available for public inspection upon request.
- (b) **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Association's revenues, all filed at the federal, state and local levels. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.
- (c) **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the Association's minute book. A clean copy of all Board and Board committee materials should be kept for no less than three (3) years by the Association.

- (d) **Press Releases/Public Filings.** The Association should retain permanent copies of all press releases and publicly filed documents under the theory that the Association should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Association.
- (e) **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.
- (f) **Contracts.** Final, executed copies of all contracts entered into by the Association should be retained. The Association should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (g) **Correspondence.** Unless correspondence falls under another category discussed elsewhere in these Bylaws, correspondence should generally be saved for two (2) years.
- (h) **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.
- (i) **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (j) **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years."

3. New Article XVII – Non-Profit Nature.

New Article XVII shall be added and is as follows:

"ARTICLE XVII – NON-PROFIT NATURE

- Section 1: **General Purpose.** The Association is exclusively for charitable and educational purposes including, for such purposes, the making of distributions to Associations that qualify as exempt Associations under Section 501(c)(3) of the Internal Revenue Code (as amended) or any corresponding section of any future federal tax code. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission set forth in Article I hereof.
- Section 2: **Prohibited Activities.** Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (as amended) or any corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (as amended) or any corresponding section of any future federal tax code.

Section 3: **Personal Liability.** No management member, committee member or Officer of this Association shall be personally liable for the debts or obligations of the Association of any nature whatsoever, nor shall any of the property or assets of a management member, committee member or Officer be subject to the payment of the debts or obligations of the Association.

Section 4: **Dissolution.** Upon termination or dissolution of the Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying Associations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or any corresponding section of any future federal tax code, which Association or Associations have a charitable purpose which, at least generally, includes a purpose similar to the mission of the Association.



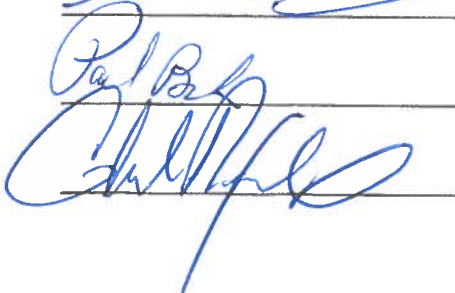
The Association to receive the assets of the Association hereunder shall be selected by the majority vote of the Executive Committee. In the event that there is no qualifying Association which has a charitable purpose, which, at least generally, includes a purpose similar to the mission of the Association, then the distribution of the Association's assets lawfully available for distribution shall be added to the general fund of the Commonwealth of Pennsylvania.

Section 5: **Prohibited Distributions.** No part of the net earnings, or properties of this Association, on dissolution of or otherwise, shall inure to the benefit of, or be distributable to, its members, management members, committee members, Officer or other private persons or individuals, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, expenses incurred and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

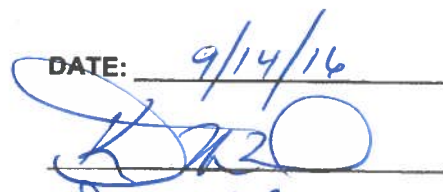
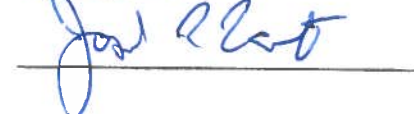
Section 6: **Restricted Activities.** No substantial part of the Association's activities shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

The provisions of this Amendment to Bylaws are hereby adopted by the Executive Board Members of the **Greater Baldwin Whitehall Athletic Association, Inc.**, subject to Member approval as provided in the Bylaws.

Executive Board Members

DATE: 9/14/16

Greater Baldwin Whitehall Athletic Association, Inc.

Conflict of Interest Policy

Article I - Purpose

The purpose of this Conflict of Interest Policy (the "Policy Agreement") is to protect the **Greater Baldwin Whitehall Athletic Association, Inc.** (the "Organization") and its interests when the Organization is contemplating entering into a transaction or arrangement that might benefit the private interest of a management member, officer or member of an Organization committee or might result in a possible excess benefit transaction. This Policy Agreement is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person

Any management member, officer or member of a committee with delegated powers from the Organization's Executive Board (the "Board") who has a direct or indirect financial interest, as defined below, is an Interested Person.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement; or
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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. For purposes of Article III, Section 2 of this Policy Agreement, a person who has a Financial Interest may have a conflict of interest only if the Organization's Board or committee decides that a conflict of interest exists.

Article III - Procedures

1. 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 Organization's Board or appropriate committee considering the proposed transaction or arrangement.

2. 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, the Interested Person shall leave the 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.

3. Procedures for Addressing the Conflict of Interest

- a. An Interested Person may make a presentation at the Board or committee meeting, but after the presentation shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether the Organization 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the its members whether the transaction or arrangement is in the Organization's best interest, for its own benefit,

and whether it is fair and reasonable. In conformity with the above determination the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing Board or committee has reasonable cause to believe a member of the Organization has failed to disclose actual or possible conflict 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

Article IV - Records of Proceedings

The minutes of the Board and the appropriate committees 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 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.

Article V - Compensation

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

Article VI - Annual Statements

Each management member, officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Policy Agreement; and
- b. Has read and understands the Policy Agreement; and
- c. Has agreed to comply with the Policy Agreement; and
- d. Understands the Organization 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. A copy of a sample statement is included as Attachment A to this Policy Agreement.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with its charitable purpose 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; and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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 and/or in an excess benefit transaction.


Article VIII - Use of Outside Experts


When conducting the periodic reviews as provided for in Article VII of this Policy Agreement, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.


The provisions of this Policy Agreement are hereby adopted by the Executive Board Members of the Greater Baldwin Whitehall Athletic Association, Inc.


Executive Board Members


By MARK KASTRELL



By Craig F. Braun


By George Woods


By Paul Bruschi


By Chad Rexrode


By KEITH M. MAIDEN


By Joseph R. Renft

By _____

Date: 9/14/16

ATTACHMENT A

Greater Baldwin Whitehall Athletic Association, Inc.

Affirmation of Conflict of Interest Policy Agreement

I, _____, do hereby confirm and affirm the following incident to my involvement with the **Greater Baldwin Whitehall Athletic Association, Inc.** (the "Organization"):

1. I have received a copy of the Organization's Conflict of Interest Policy Agreement (the "Policy Agreement") dated _____; and
2. I have read and understand the Policy Agreement; and
3. I agree to abide and comply with the Policy Agreement; and
4. I understand the Organization is charitable and in order to maintain its federal exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Made this _____ day of _____, 201____.

Signed: _____

Printed Name: _____

Position with Organization: _____