

BYLAWS,
AS AMENDED AND RESTATED,

OF

Okeehlee Youth Baseball, Inc.
a Florida Not-For-Profit Corporation

TABLE OF CONTENTS

Page

ARTICLE I

NAME.....	-1-	
PURPOSE.....	-1-	
FINANCIAL.....	-1-	OFFICES
Section 1. PRINCIPAL OFFICE	-1-	
Section 2. OTHER OFFICES	-2-	

-1-

ARTICLE II MEMBERSHIP	-2-	
Section 1. MEMBERS	-2-	
Section 2. ANNUAL MEETING.....	-2-	
Section 3. SPECIAL MEETINGS	-2-	
Section 4. PLACE.....	-2-	
Section 5. NOTICE.....	-3-	
Section 6. REMOVAL OF DIRECTORS	-3-	

ARTICLE III DIRECTORS	-3-	
Section 1. POWERS	-3-	
(a) <u>General Corporate Powers</u>	-3-	
(b) <u>Specific Powers</u>	-3-	
Section 2. NUMBER AND QUALIFICATION OF DIRECTORS	-4-	
Section 3. RESPONSIBILITIES OF DIRECTORS	-4-	
(a) <u>Field Director</u>	-4-	
(b) <u>Concession Stand Director</u>	-5-	
(c) <u>Equipment Director</u>	-5-	
(d) <u>Sponsors Director</u>	-5-	
(e) <u>Umpires Director</u>	-5-	
(f) <u>Team Parent Director</u>	-6-	
(g) <u>Schedule Director</u>	-6-	
(h) <u>Tournament Director</u>	-6-	
(i) <u>Other Positions</u>	-6-	
Section 4. ELECTION AND TERM OF OFFICE	-6-	
Section 5. VACANCIES.....	-6-	
Section 6. RESIGNATIONS	-7-	
Section 7. PLACE OF MEETINGS.....	-7-	
Section 8. ANNUAL AND REGULAR MONTHLY MEETING	-7-	
Section 9. SPECIAL MEETINGS	-7-	
Section 10. CONDUCT OF MEETING AND ORDER OF BUSINESS	-8-	
Section 11. NOTICE.....	-8-	
Section 12. QUORUM.....	-8-	
Section 13. WAIVER OF NOTICE.....	-8-	

Section 14.	ADJOURNMENT.....	-9-
Section 15.	NOTICE OF ADJOURNMENT.....	-9-
Section 16.	ACTION WITHOUT MEETING.....	-9-
Section 17.	FEEES AND COMPENSATION OF DIRECTORS.....	-9-
ARTICLE IV COMMITTEES		-9-
Section 1.	COMMITTEES OF DIRECTORS	-9-
Section 2.	MEETINGS AND ACTION OF COMMITTEES	-10-
Section 3.	EXECUTIVE COMMITTEE	-10-
ARTICLE V OFFICERS		-11-
Section 1.	ELECTION AND APPOINTMENT	-11-
Section 2.	SUBORDINATE OFFICERS.....	-11-
Section 3.	REMOVAL AND RESIGNATION	-11-
Section 4.	VACANCIES.....	-11-
Section 5.	RESPONSIBILITIES OF OFFICERS.....	-12-
(a)	<u>Chairman of the Board</u>	-12-
(b)	<u>President</u>	-12-
(c)	<u>Vice President</u>	-12-
(d)	<u>Chief Financial Officer/Treasurer</u>	-12-
(e)	<u>Secretary</u>	-13-
(f)	<u>Divisional Vice Presidents</u>	-13-
(g)	<u>Assistant Divisional Vice Presidents</u>	-13-
ARTICLE VI		
TEAMS AND COACHES.....		-13-

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS,EMPLOYEES, AND OTHER AGENTS-14-

- Section 1. DEFINITIONS.....-14-
- Section 2. INDEMNIFICATION OF AGENT-14-
- Section 3. LIMITATIONS.....-14-
- Section 4. ADVANCE OF EXPENSES-15-
- Section 5. CONTRACTUAL RIGHTS; OTHER INDEMNITY
NONOFFICERS-15-
- Section 6. INSURANCE.....-15-

ARTICLE VIII

CORPORATE RECORDS-15-

ARTICLE IX

MISCELLANEOUS-16-

- Section 1. CONTRACTS, BONDS AND NEGOTIABLE INSTRUMENTS.-16-
- Section 2. REPRESENTATION OF SHARES OF OTHER
CORPORATIONS-16- Section 3. INSURANCE -16-

ARTICLE X

CONSTRUCTION AND DEFINITIONS-16-

ARTICLE XIAMENDMENTS-16-

- Section 1. POWERS OF DIRECTORS-16-
- Section 2. RECORD OF AMENDMENTS-17-

CERTIFICATE OF SECRETARY.....-18-

BYLAWS, AS AMENDED AND RESTATED

OF

Okeehlee Youth Baseball, Inc.
a Florida Not-For-Profit Corporation

ARTICLE I

NAME

The name of the corporation shall be Okeehlee Youth Baseball, Inc. (the "Corporation").

PURPOSE

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational, or the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Code.

Additionally, the general purpose and objective of the Corporation is the education of the youth of Palm Beach County in the ideals of sportsmanship and fair play; to so educate them that they will be better able to conduct themselves in future years in a manner becoming of good citizens of the United States of America and the State of Florida. It will seek to implant in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence so they may be finer, stronger and happier youths who will grow up to be good, clean and healthy adults. This shall be accomplished through the medium of a supervised, competitive baseball program.

FINANCIAL

All monies donated to the Corporation shall be used for the attainment of the above-mentioned end and no income from any projects, operations or enterprises of the Corporation shall be used for any other purpose other than that of providing facilities and guidance for the education of children in sports activities, particularly baseball, in Palm Beach County.

OFFICES

Section 1. **PRINCIPAL OFFICE.** The principal office for the transaction of the business of the Corporation ("principal executive office") shall be at the Ellis Hall Building located at 7715 Forest Hill Boulevard, West Palm Beach, Florida 33415. The mailing address of the Corporation is Post Office Box 20363, West Palm Beach, Florida 33416. The Board of Directors may change the principal executive office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. **OTHER OFFICES.** The Board of Directors may at any time establish branch or subordinate offices at any place or places as it may deem appropriate and where the Corporation is qualified to do business.

ARTICLE II

MEMBERSHIP

Section 1. **MEMBERS.** The membership of the Corporation shall initially consist of Ellis B. Hall, Michael E. Jalad, Howard K. Coates, Jr., Ed Singletary, Nina Jalad, Candy Childs, Samantha Myers, Jay Myers, Becky Hadden, Mike Norton, John Petrozelle, Susan Baumiller, Tim Roche and Janie Roche. Upon approval of these bylaws by the Board of Directors, the membership of the Corporation shall thereafter consist of the Board of Directors, board-approved managers, board-approved coaches, and the board-approved designated team parent for each team playing in the Corporation's supervised, competitive baseball program. Upon a vote of the Board of Directors existing from time to time, other members may be admitted (all members are hereinafter referred to as the "Members"). As further provided in these bylaws, the Members shall have the right to elect the Corporation's president, vice president, and divisional vice presidents, and the power to decide upon and vote on such other and further matters as the Board of Directors shall present to the Members from time to time.

Section 2. **ANNUAL MEETING.** The annual meeting of the Members of the Corporation shall be held at the time and place designated by the Board of Directors. The annual meeting of Members for any year shall be held no later than fifteen (15) months after the last preceding annual meeting of Members. Business transacted at the annual meeting shall include the election of the officers identified in Article II, Section 1.

Section 3. **SPECIAL MEETINGS.** Special meetings of the Members shall be held when directed by the President or the Board of Directors, or when requested in writing by at least one-third of the total Members. A meeting requested by Members shall be called for a date not less than five (5) nor more than thirty (30) days after the request is made, unless the Members requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board or Members requesting the meeting shall designate another person to do so.

Section 4. PLACE. Meetings of Members shall be held at the principal executive office of the Corporation.

Section 5. NOTICE. Notice stating the place, day and hour of the meeting and, in the case of a special meeting or as otherwise provided by law, the purpose or purposes for which the meeting is called, shall be posted at the principal executive office of the Corporation not less than five nor more than thirty days before the meeting, by or at the direction of the President, the Secretary, or the officer or other persons calling the meeting.

Section 6. REMOVAL OF DIRECTORS. At a meeting of Members called expressly for that purpose, any officer or director or the entire Board of Directors may be removed, with or without cause, by a vote of two-thirds of the Members of the Corporation, which Members shall be comprised of those persons as prescribed in Article II, Section 1, above. All members voting in such meeting must be present and no proxies will be permitted.

ARTICLE III

DIRECTORS

Section 1. POWERS.

(a) General Corporate Powers. Subject to the provisions of the Florida Not For Profit Corporation Act and any limitations in the Corporation's Articles of Incorporation and these bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Each director shall have one vote as to each matter before the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office in the State of Florida or other business office from one location to another; and cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Florida.

(iii) Adopt, make, and use a corporate seal; and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the

corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(v) In furtherance of the charitable mission of the Corporation set forth in the Corporation's Articles of Incorporation, the Board of Directors shall have the power to make grants to any charitable or educational organization (a "Grantee Organization") the purposes and activities of which are within the purposes and activities described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code (the "Code"); provided, however, that (1) the Board of Directors shall review all requests for funds made by any Grantee Organization and shall require that any such requests specify the use to which the funds will be put by the Grantee Organization, (2) if the Board of Directors approves the request, it shall authorize payment of such funds to the Grantee Organization and shall require that the Grantee Organization furnish a periodic accounting establishing that the funds were expended for the purposes which were approved by the Board of Directors, (3) the Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested, (4) after the Board of Directors has approved a grant to a Grantee Organization for a specific project or purpose, the Corporation may solicit funds for the grant to the specifically approved project or purpose of the Grantee Organization so long as it reserves at all times the right to withdraw approval of the grant and use the funds for other charitable or educational purposes set forth in Code Section 501(c)(3), and (5) the Board of Directors shall comply with any additional requirements regarding "expenditure responsibility" that may be imposed by Code Section 4945, as applicable.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of directors initially shall be fourteen (14). The number of directors may be increased or decreased from time to time by the Board of Directors provided that the Corporation must never have fewer than three (3) directors. Directors must be at least eighteen (18) years of age, but need not be residents of the State of Florida.

The Board of Directors shall consist of those persons elected by the Members as set forth in Article II, Section 1, at the annual meeting of the Members or at any adjournment thereof, or in the case of a vacancy, in the manner set forth in Section 4 hereof, and such other persons as may be appointed to the Board of Directors by the President and approved by the Board of Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. The persons qualified to serve as directors shall be persons dedicated to the purposes of this Corporation.

Section 3. RESPONSIBILITIES OF DIRECTORS.

(a) Field Director/Batting Cage Director. The Field Director/Batting Cage Director shall be responsible for supervising and managing the lining and preparation for play all fields for all games scheduled in the Corporation's baseball program at Okeeheele County Park, Lake Lytal County park, or any other county parks or other parks or facilities in which the Corporation may be permitted from time to time to operate and maintain its baseball program. In addition, the Field Director/Batting Cage Director shall be responsible for the coordination of activities in the batting cage and all issues related thereto. The Field Director/Batting Cage Director's official board duties hereunder shall be the supervision and management of all activities related to the lining and preparation of the Corporation's fields and the scheduling of activities in the batting cage. While no compensation shall be permitted for any official board duties, to the extent the Field Director/Batting Cage Director actually lines or prepares fields, then he or she shall be entitled to the same compensation the Corporation pays to any other persons to line or prepare the fields.

(b) Concession Stand Director. The Concession Stand Director shall be responsible for (1) obtaining all required licenses, certificates and inspections for the legal operation of the concession stand; (2) supervising and scheduling personnel for the operation of the concession stand for all Corporation functions, unless the Board of Directors does not wish it open; (3) presenting a monthly written financial statement to the Board of Directors; (4) maintaining all equipment in the concession stand (pursuant to which he or she may exceed the \$25.00 spending limit without Board approval for supplies of operation of concession stand); (5) submitting all bills to the Treasurer; and (6) along with the Director of the Week, counting the concession receipts daily and submitting a written receipt to this effect. While no compensation shall be permitted for any official board duties, to the extent the Concession Stand Director actually works in or operates the concession stand, then he or she shall be entitled to such compensation as may be directed by the Board of Directors of the Corporation.

(c) Equipment Director. The Director of Equipment shall be responsible for (1) sending and collecting sales bids for all major equipment purchases (excluding uniform and trophy purchases) when requested by the Board of Directors; (2) turning any sealed bids over to the Board of Directors for approval; (3) submitting for prior approval to the Board of Directors all purchases over \$25.00 which purchases must be done with a purchase order approved by the Board of Directors and issued by the Treasurer; (4) maintaining any inventory of all equipment kept and maintained by the Corporation; (5) keeping the equipment utilized in the baseball program in good repair; (6) maintaining a written record of all equipment issued each season to players or teams participating in the Corporation's baseball program and a written receipt of all equipment turned in at the end of each season; and (7) submitting all bills to the Board of Directors for approval of payment.

(d) Sponsors Director. The Director of Sponsors shall be responsible for (1) soliciting all Sponsors for all leagues or teams participating in the Corporation's baseball program; (2) assigning these Sponsors to the individual leagues and teams; (3) assigning colors and logos to each Sponsor for displaying on team uniforms; (4) collecting all Sponsor fees and turning them over to the Treasurer; (5) keeping a written record of all monies collected and submitting those to the Board of Directors; (6) distributing all Sponsor plaques provided by the Corporation to the Sponsors each season; and (7) ordering team and players trophies and team uniforms.

(e) Umpires Director. The Director of Umpires shall be responsible for (1) recruiting, training and scheduling umpires for all Corporation games played at Okeehelie County Park, Lake Lytal County Park, or any county parks or other parks or facilities in which the Corporation may be permitted from time to time to operate and maintain its baseball program; (2) handling all complaints and disputes involving umpires; (3) submitting all umpires to the Board of Directors for approval; and (4) maintaining a form and procedure for all umpires for ejections, forfeits and protests and providing such copies to the Field Director, the DVP of the league, the umpire involved, as well as keeping one in his files. While no compensation shall be permitted for any official board duties, to the extent the Umpires Director actually umpires a game, then he or she shall be entitled to the same compensation the Corporation pays to any other persons who umpire games in the Corporation's baseball program.

(f) Team Parent Director. The Director of Team Parents shall be responsible for (1) planning, scheduling and coordinating all Corporation fund raisers; (2) collecting and recording all money raised and turning it over to the Treasurer; (3) distributing all prizes and keeping a written record of all money and prizes to be submitted to the Board; (4) scheduling and distributing team pictures; and (5) instructing and coordinating all individual team parents.

(g) Schedule Director. The Director of Schedules shall be responsible for (1) forming schedules for all divisions in the Spring and Fall seasons; (2) rescheduling all rain outs and suspended games; and (3) obtaining approval from the Executive Board for all season schedules. In addition, the Schedule Director shall also be responsible for (1) contacting Palm Beach County in regard to any field maintenance required on baseball fields in which the Corporation operates and maintains its baseball program; (2) ensuring that the concession stand receives receipts for umpire pay; (3) scheduling and assigning scorekeepers for all fields and instructing them in rules of those fields; and (4) handling complaints on scorekeepers. While no compensation shall be permitted for any official board duties, to the extent the Schedule Director actually scores a game, then he or she shall be entitled to the same compensation the Corporation pays to any other persons who score games in the Corporation's baseball program.

(h) Tournament Director. The Director of Tournaments shall be responsible for overseeing all tournaments scheduled by the Corporation at Okeehelie County Park, Lake Lytal County Park, or any county parks or other parks or facilities in which the Corporation may be permitted from time to time to operate and maintain its baseball programs; (2) turning all bills, fees and money raised by the tournament over to the Treasurer; and (3) filing a list of all teams and a financial report for each tournament.

(i) Other Positions. The Board of Directors may from time to time establish such other and further positions on the Board of Directors or in the Corporation as may be necessary to conduct the business of the Corporation, which such positions shall have such responsibilities and duties as may be prescribed by the Board of Directors.

Section 4. ELECTION AND TERM OF OFFICE. The initial directors shall be the persons named in the Articles of Incorporation. They shall serve until the first meeting of the Executive Committee comprised of the officers elected by a majority of the Members for the upcoming year, as prescribed in Article II, Section 1. Thereafter, the directors shall be elected by vote of the majority of the Executive Committee which shall be comprised of the officers elected by a majority of the Members present at each annual meeting of the Members for a term of one year, which term shall run from August 1 to July 31 of the upcoming annual period. Notwithstanding the foregoing, all directors shall hold office until their respective successors are elected. Notwithstanding anything in these bylaws to the contrary, in the event of any deadlock with respect to any act or decision of the Board of Directors, such deadlock shall be resolved by vote of the President. Nothing in these bylaws shall prevent an incumbent director from being re-elected.

Section 5. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, or, if the vacancy is not so filled, by the Members. Each director so elected shall hold office for the remainder of the term of their predecessor.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director; any increase in the authorized number of directors; or failure of the directors at any meeting of directors, at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Vacancies occurring on the Board of Directors shall be filled as soon as reasonably possible by the Board of Directors.

Section 6. RESIGNATIONS. Any director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary or the remaining directors, unless the notice specifies a later time for the resignation to become effective.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board and/or Members shall have the power to elect a successor to take office when the resignation is to become effective in the manner contemplated by Section 4 of this Article.

Section 7. PLACE OF MEETINGS. Annual and regular monthly meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board of Directors. In the absence of such designation, annual meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board of Directors may be held at either place so designated or at the principal executive office.

Any meeting may be held by conference telephone or similar communication equipment as so long as all directors participating in the meeting can communicate with one another; all such directors shall be deemed to be present in person at such meeting.

Section 8. ANNUAL AND REGULAR MONTHLY MEETING. The annual meeting of the Board of Directors shall be held on such date and at such time as may be designated by the Board of Directors.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, by the President, by any Vice President, by the Secretary or by any two directors, for any purpose at any time, with no less than forty-eight (48) hours telephone notice to the Board members. The Board of Directors shall hold a regular monthly meeting no less than once a month, with the exception of August. The dates of the regular monthly meeting shall be established by the Board of Directors.

Section 10. CONDUCT OF MEETING AND ORDER OF BUSINESS. The order of business at all meetings shall be as follows: (1) roll call; (2) reading of minutes; (3) report of officers; (4) report of committees; (5) old business; (6) new business; and (7) adjournment.

At any meeting at which the President shall be absent, the Vice President shall preside. At any meeting when both the President and Vice President are absent, the DVP's will run the meeting in this order of authority: (1) 15-16 Division, (2) 13-14 Division; (3) 11-12 Division, (4) 9-10 Division, (5) 7-8 Division, and (6) 5-6 T-Ball Division. No meeting will be held if no elected officers are present.

Roberts Rules of Order shall be the Parliamentary Authority of the Conduct of the meeting of the Corporation.

Section 11. NOTICE. No meeting of the Board of Directors may be called without notice to each and every member and no meeting shall conduct the business of the Corporation unless a quorum is present. Notice of the time and place of annual and special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first class mail; (c) by telephone communication, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid; or (e) by email to the director's email address maintained with the Corporation. In the event written

notice is utilized, all such written notices shall be given or sent to the director's address as it is shown upon the records of the Corporation, or if it is not so shown upon such records or is not readily ascertainable, at the place in which the meetings of the Board of Directors are regularly held. In case such notice is mailed it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is personally delivered, telegraphed or emailed, it shall be so delivered or telegraphed at least 48 hours prior to the time of the holding of the meeting. Such mailing, telegraphing, emailing or delivery as above provided shall be due legal and personal notice to such directors.

Section 12. **QUORUM.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 14 of this Article. Subject to the provisions of the Florida Not For Profit Corporation Act, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 13. **WAIVER OF NOTICE.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) if, either before or after the meeting, each of the directors not present signs a written waiver of notice or consent to holding such meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records, or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 14. **ADJOURNMENT.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another stated time and place.

Section 15. **NOTICE OF ADJOURNMENT.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 16. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors under any provision of the Florida Not For Profit Corporation Act may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 17. **FEEES AND COMPENSATION OF DIRECTORS.** Officers, directors and members of committees may receive such compensation, if any, for their services,

and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable. Any approval of compensation for any officers, directors, or members of committees must be approved by a vote of two-thirds of the members of the Board of Directors. Notwithstanding the foregoing, no compensation for any officers, directors, or any member of committees shall be permitted if doing so is prohibited by any facilities or user agreements the Corporation may have with Palm Beach County prohibiting such compensation, or if any such compensation would negatively impact upon the Corporation's status as a 501(c)(3) corporation.

ARTICLE IV

COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees (including any executive committee), each consisting of two or more directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no committee, regardless of Board of Directors resolution, may:

- (a) fill vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors;
- (b) fix compensation of the directors for serving on the Board of Directors or on any committee;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) with respect to any assets held in a charitable trust, approve of any self-dealing transaction.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, relating to meetings and actions of the Board of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that: (i) the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; (ii) special meetings of committees may also be called by resolution of the Board of Directors; and (iii) notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

Section 3. EXECUTIVE COMMITTEE. The Executive Committee shall consist of a minimum of eleven (11) persons. The Executive committee shall consist of the President, Vice President, Treasurer, Secretary and the Divisional Vice Presidents for each of the age groups in which the Corporation operates and maintains its baseball program and the Director of Umpires. The Executive Committee shall exercise the power of the entire Board in order to efficiently conduct the day to day operations of the League. Decisions of the Executive Committee shall have no effect unless adopted by a majority of the members of the Executive Committee. However, any actions taken by the Executive Committee may be modified or rescinded by the Board of Directors at a regular meeting or any special meeting called for that purpose. It shall be the duty of the President to inform the Board of Directors of all actions taken by the Executive Committee at each Board meeting.

ARTICLE V

OFFICERS

Section 1. ELECTION AND APPOINTMENT. The officers of the Corporation shall be a Chairman of the Board or a president, or both, a vice president, secretary, treasurer, and the individual Divisional Vice Presidents for each of the age groups in which the Corporation operates and maintains its baseball program, which officers, with the exception of the secretary and treasurer which are appointed positions, shall be elected by the Members at their annual meeting. The Corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, one or more treasurers, and such other officers as may be deemed appropriate by the Board of Directors. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer/Treasurer may serve concurrently as the President or the Chairman of the Board of Directors. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 2. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the Chairman of the Board or the President or another officer to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 3. REMOVAL AND RESIGNATION. Any officer or director may be removed with cause by an affirmative vote of at least two-thirds of the directors in office at the time at any meeting of the Board of Directors, and any subordinate officer appointed pursuant to the foregoing Section 2 may be removed, with cause, by any officer upon whom such power of removal may be conferred by the Board of Directors. For purposes of this provision, cause is defined as follows: (a) absenteeism by missing three (3) consecutive meetings; (b) action detrimental to the Corporation's or the baseball program's image, that is any personal conduct which reflects poorly on the Corporation's or the baseball program's image as a youth-oriented activity, whether on or off the field or whether or not said acts occur during the regular season; or (c) failure to perform assignments of the Board of Directors, that is, failure to perform activities assigned to the Director to ensure the successful operation of the Corporation and its baseball program.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice unless the Board of Directors determines, in its sole discretion, that the resignation should be immediately effective; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 4. VACANCIES A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Section 5. RESPONSIBILITIES OF OFFICERS.

(a) Chairman of the Board. If such an officer be elected, the Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the bylaws. If there is no President, the Chairman of the Board shall, in addition, be the chief executive officer of the Corporation and shall have the powers and duties prescribed in paragraph (b), below.

(b) President. Subject to the control of the Board of Directors and to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if the Corporation shall have such an officer, the President shall be the general manager and chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board, if any. He shall sign and execute, on behalf of the Corporation and as its President, all bonds, deeds, contracts, and other written instruments, which shall have been first duly authorized or approved by the Board of Directors in the absence of the Chairman of the Board. In the absence or other disability of the Chief Financial Officer/Treasurer, the President shall perform all the duties pertaining to the office of the Chief Financial Officer. The President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws. In addition, the President shall be an ex-officio member of all committees and all negotiations. He shall be further charged with the responsibility of enforcing the charter, bylaws, league rules and divisional rules to insure that they are interpreted in the best interest of the Corporation's baseball program and perform all other duties incidental to his position as set forth herein or as are required by law.

(c) Vice President. The Vice President shall perform the duties of the President in the latter's absence or disability. In the event of the death, resignation or permanent disability of the President, the Vice President shall succeed to the office of the President and hold such office for the unexpired term of such deceased, resigned, or disabled President. In the event of doubt, or dispute, the Board of Directors shall have the power to determine by majority vote whether or not the Vice President is permanently disabled from the performance of his duties. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws. In addition, the Vice President shall be responsible for assisting the President and Divisional Vice Presidents in the performance of their duties and will set up a schedule for the Director of the Week and will set schedules for the use of the Ellis Hall Building. The Vice President shall also be responsible for organizing opening ceremonies for the Spring Season.

(d) Chief Financial Officer/Treasurer. The Chief Financial Officer/Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Corporation, shall aid and assist the Secretary and President of the Corporation, shall be responsible for the annual report of the Corporation, if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws. In addition, the Chief Financial Officer/Treasurer shall have the care and custody of and be responsible for all the funds of the Corporation and or banks, trust company or trust companies, or safe deposit vaults as the Board of Directors may designate; shall exhibit at all reasonable times the Corporation's books of account to any Board member of the Corporation requesting same; shall render statements of the condition of finances of the Corporation at each regular and annual meeting of the Board of Directors; shall keep correct books and accounts of all of the Corporation's business and transactions; shall do and perform all duties pertaining to the Office of Chief Financial Officer/Treasurer. The Board must approve all expenditures in excess of \$25.00, if not previously budgeted for. All transactions, with exception of deposits, must have two (2) signatures by President, Vice President, Treasurer, Director of Concessions, or any other director as may be appointed by the Board of Directors as a signatory on the checking/savings account of the Corporation.

(e) Secretary. The Secretary shall execute such contracts and other documents on behalf of the Corporation as may be authorized or directed by the Board of Directors from time to time. The Secretary shall prepare and keep at the principal office or such other place as the Board of Directors may order books of minutes of all meetings of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws. In addition, the Secretary shall collect reports from any committees for presentation to the Board of Directors. The Secretary shall also give and serve all notices of the Corporation and be custodian of the records and of the seal and affix the latter when required. The Secretary shall be required to furnish all Board Members with copies of the minutes of the meetings of the preceding month.

The Secretary may delegate one or more of his or her duties to such person or persons as he or she may select, subject to approval by the Board of Directors.

(f) Divisional Vice Presidents. Divisional Vice Presidents shall be responsible for the administration and direction of the Corporation's baseball program for the specific age groups over which they have operational and management responsibility. All divisional Vice Presidents shall implement the policy instituted by the Board of Directors as applicable to his or her specific division or age group.

(g) Assistant Divisional Vice Presidents. Each Divisional Vice President may have an Assistant Divisional Vice President to help administer and direct his or her division or age group. The assistant may attend all Board meetings, but may vote only if the Divisional Vice President is absent from the meeting. The Divisional Vice President may delegate any responsibility to the assistant, within the powers and responsibilities held by the Divisional Vice President.

ARTICLE VI

TEAMS AND COACHES

All teams shall be created under rules and regulations prescribed by the Board of Directors. The Board of Directors shall adopt Field, League, and Divisional rules from year to year to govern, among other things, the membership of the teams, the number of teams required, and the number of divisions necessary.

All managers and coaches must be approved by the Board of Directors.

All managers and coaches must complete an application and personal information sheet in such form as may be adopted from time to time by the Corporation. All managers and coaches must be certified by the National Youth Sports Coaches Association (NYSCA), Bucky Dent Clinic, or such other organization as may be prescribed by the Board of Directors from time to time.

The managers shall be charged with the preliminary responsibility for their team's compliance with the Corporation's policy as set forth in these bylaws and such other and further rules as may be prescribed by the Board of Directors to apply to and govern the Corporation's baseball program. Likewise, coaches shall be responsible for compliance with these bylaws and such other and further rules as may be prescribed by the Board of Directors to apply to and govern the Corporation's baseball program, and are further subject to the direction of the Manager.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. DEFINITIONS. For the purpose of this Article,

(a) "agent" means any person who is or was a director or officer of this Corporation, or is or was serving at the request of this Corporation as a director or officer of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director or officer of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses or liabilities incurred in the defense or settlement of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. INDEMNIFICATION OF AGENT. If an agent of this Corporation is involved in the defense or settlement of any proceeding referred to in this Article, or in the defense or settlement of any claim, issue, or matter therein, the agent may at the discretion of the Board of Directors be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim.

Section 3. LIMITATIONS. Notwithstanding anything to the contrary herein, no indemnification or advance shall be made under this Article in the following circumstances:

(a) The indemnification would be inconsistent with Florida Statutes §§ 617.0831 and 607.0850(7), as the same may be amended from time to time;

(b) The indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or an agreement with the agent in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification of the agent; or

(c) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 4. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 5. CONTRACTUAL RIGHTS; OTHER INDEMNITY NONOFFICERS. Nothing contained in this Article shall: (i) affect any right to indemnification to which persons may be entitled by contract or otherwise, or (ii) restrict the Board of Directors from voting to provide indemnification to any other person, including a non-agent employee of the Corporation.

Section 6. INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

ARTICLE VIII

CORPORATE RECORDS

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Board of Directors and committees of the Board of Directors; and
- (c) Original or a copy of the articles and bylaws as amended to date.

All such records shall be kept at the Corporation's principal executive office, or if its principal executive office is not in the State of Florida, at its principal business office in this state.

ARTICLE IX

MISCELLANEOUS

Section 1. **CONTRACTS, BONDS AND NEGOTIABLE INSTRUMENTS.** Except as may be otherwise expressly provided in these bylaws or at law, no bond, mortgage, deed or other written instrument usually under seal, made by any person or persons on behalf of the Corporation or in its name, shall be binding upon it unless the same, in each instance, shall have been made under authority of the Board of Directors or shall have been made pursuant to power especially delegated by the Board of Directors.

Section 2. **REPRESENTATION OF SHARES OF OTHER CORPORATIONS.** The Chairman, President, and, subject to the approval of the President, the Secretary, of this Corporation are authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to such officers to vote or represent on behalf of this Corporation any and all shares held by this Corporation may be exercised either by such officers in person or by any person authorized so to do by proxy or by power of attorney duly executed by such officers.

Section 3. **INSURANCE.** The Board of Directors shall be required to purchase or cause to be purchased and maintain or cause to be maintained adequate property and liability insurance for any interest in real property that may be owned or administered by the Corporation.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Not For Profit Corporation Act shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes a natural person, corporation, partnership, joint venture, trust, or other entity.

ARTICLE XI

AMENDMENTS

Section 1. **POWERS OF DIRECTORS.** Subject to any limitation set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by members of the Corporation, new bylaws may be adopted or these bylaws may be amended or repealed by the vote (no proxies) of two-thirds of the Members, or a majority of the Board of Directors present at a meeting duly held at which a quorum is present or by the written assent of all directors, except as otherwise provided by law or by the Articles of Incorporation, and except that any amendment of Article II, the last sentence of Article III, Section 3, any of this Article X, Section 1, or any amendment to the Articles of Incorporation which would be inconsistent with the foregoing enumerated provisions shall in all events require the affirmative vote of two-third of the members.

Section 2. **RECORD OF AMENDMENTS.** Whenever an amendment or new bylaw is adopted, it shall be inserted in the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written consent was effective shall be stated in the original bylaws.

CERTIFICATE OF SECRETARY

The undersigned does hereby certify that:

1. She is the Secretary of Okeeheelee Youth Baseball, Inc., a Florida Not-For-Profit Corporation; and

2. The foregoing Bylaws constitute the Bylaws, as Amended and Restated, of this Corporation as duly adopted by the Board of Directors dated as of the 30th day of March, 2003.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 30th day of March, 2003.

Name: Terri Carpenter