

BROOKWOOD BASEBALL CLUB, INC.

BY-LAWS

ADOPTED on December 5, 2007

ARTICLE ONE. NAME

1.1 The name of the organization will be the **Brookwood Baseball Club, INC.** ("BBC, INC").

ARTICLE TWO. OBJECTIVE

2.1 This club is organized and shall be operated as a nonprofit corporation organized for lawful purposes and not prohibited by law.

2.2 The basic purpose of the organization is to enhance Brookwood High School's baseball program by:

- Providing continuing support and guidance for our children.
- Exhibiting the best examples of personal demeanor and sportsmanship.
- Providing assistance, as requested, to the coaching staff, and
- Providing our time, talents, and our resources for the furtherance of Brookwood High School and its academic and athletic programs.

The above will be carried out in such a manner that our personal representation, along with our facilities and equipment, and the overall quality of the program, is recognized as second to none in our area.

The BBC, INC does not act as a board of arbitration between players, parents, and the coaching staff. We have no role in the selection of players or the playing time of individual team members.

2.3 The secondary objective of the BBC, INC is to provide activities and opportunities for BBC, INC members to meet for social entertainment as a BBC, INC and with team players by coordinating social activities such as parties, picnics, away game trips, fundraisers and membership meetings.

ARTICLE THREE. MEMBERSHIP

3.1 Eligibility Requirements. Any adult person who is eighteen (18) years or older shall be eligible for Individual Membership in the BBC, INC and shall become a member upon completion of the membership form and payment in full of annual dues. Eligibility for a Family Membership shall require at least one (1) adult person eighteen (18) years or older; completion of the membership form and made payment in full of the annual dues. Eligibility for a Corporate Membership shall require the member to be a business entity with one adult person eighteen (18) years of age or older designated as the primary representative member and the completion of the membership form and payment in full of the annual dues.

3.2 Types of Membership. There shall be one type of membership, Family membership shall consist of all related persons living in the same household. Children included in a family membership must be single, under eighteen (18) years of age and living at home.

3.3 Annual Dues. The annual dues for membership in the BBC, INC are as follows:

3.3.1 Family membership dues will be determined annually by the Board of Directors.

3.4 Voting Rights

3.4.1 To be eligible to vote, members must be eighteen (18) years of age or older.

3.4.3 A family membership shall have one vote.

3.4.5 There will be no write-in or absentee ballots cast.

3.4.6 There will be no voting by proxy.

3.4.7 The membership year shall coincide with the calendar year.

ARTICLE FOUR. BOARD OF DIRECTORS

4.1 Board of Directors. The Board of Directors of the BBC, INC will consist of a president, executive chairman, and treasurer. All members of the Board of Directors will perform their duties as described by these By-Laws. The Board of Directors will have primary authority regarding events not covered by these by-laws.

4.2 Duties of the Officers. All elected or appointed officers are required to attend all general and Board of Directors meetings. Additionally, the officers will perform their duties as described in these by-laws or as requested by the president.

4.3 Duties of the President. The President will call and preside over all membership and Board of Directors meetings. The President will insure that all committees function in accordance with the best interests of the BBC, INC.

4.3.1 The President shall appoint committees and committee chairs as needed to conduct all necessary extra curricular activities as required by the board. These committees shall be disbanded when it has been determined by the president that their respective function and responsibility has been achieved.

4.4 Duties of the Executive Chairman. The Executive Chairman will assist the President in all functions, will perform the duties of the President in his/her absence, and will preside over any meetings the President is unable to attend.

4.5 Duties of the Treasurer.

4.5.1 The Treasurer will keep an accurate and detailed account of all financial transactions for the BBC, INC. All funds received must be deposited within five (5) working days. The Treasurer will sign checks for the BBC, INC and the President's, Executive Chairman or an Executive Board Member's co-signature is required on all checks. No two members of the same family may sign or authorize checks or reimbursements issued to themselves. Any recipient of a reimbursement may not be allowed to approve a request or sign checks for his or her own reimbursement.

4.6.2 Any expenditure incurred by the Treasurer for reimbursement must be approved by two (2) members of the Board of Directors who have signature authority.

4.6.3 The Treasurer will prepare a proposed budget for the next fiscal year, which will be presented to the Board of Directors at its meeting prior to the last regularly scheduled meeting of the calendar year.

4.6.4 The Treasurer will comply with timely filing of any required state or federal forms. Books may be audited at any time.

4.6.5 The Treasurer will submit a monthly financial status report to the board.

4.7 Appointment of the Board of Directors. Officers will be appointed by a majority vote of the board members present at the elections based on recommendations by the President. The new officers will begin their term of office at the beginning of the new calendar year.

4.8 Terms of Office. The terms of office for the President, Executive Chairman, and Treasurer, Executive Board Members at Large will be one (1) year.

4.9 Qualifications of Elected Officers. Any member being nominated for office must be a member who is in good standing and at least 18 years of age.

4.10 Number of Offices Held. No elected or appointed officer will hold more than one (1) office at a time or chairperson a committee.

4.11 Prudent Conduct of Officers and Members of the Board of Directors. No member of the Board of Directors who has performed his/her duties in good faith and while acting with the same degree of care and skill as a prudent person would in handling his/her own affairs, shall be liable to the BBC, INC for any loss or damage suffered by the BBC, INC on account of any action taken or omitted to be taken by such Board member in the execution of his/her duties.

ARTICLE FIVE. OFFICER VACANCIES, DISCIPLINARY ACTION AND REMOVAL

5.1 Executive Chairman. In case of vacancy created by removal, non-membership or resignation, the unexpired term of the Executive Chairman will be filled by the elevation of the Treasurer. The unexpired term of the Executive Chairman will be filled by appointment of the President.

5.2 Other Officers. In case of vacancy created by removal, non-membership or resignation of any officer except the President, the Board of Directors will appoint a qualified BBC, INC member to fill the unexpired term of such officer.

5.3 Impeachment. By a two-thirds (2/3) majority vote of members present at a general meeting, the BBC, INC membership may impeach any elected or appointed officer not satisfactorily carrying out the duties of his/her office.

ARTICLE SIX. MEETINGS

6.1 General Membership Meetings. The general membership shall meet at a minimum, twice per year. One meeting shall occur during baseball season, and one shall occur during the off-season. Other meetings may be called as needed.

6.2 Board of Directors Meetings. The Board of Directors will meet at least two (2) weeks prior to any scheduled general membership meeting and/or as needed.

6.3 All meetings will be conducted under Roberts Rules of Order.

ARTICLE SEVEN. COMMITTEES

7.1 Committee Chairpersons and Members. Committee chairpersons and team representatives will serve on a voluntary basis. Committee chairpersons and team representatives will be appointed by the executive chairman. Any chairperson not

satisfactorily carrying out his/her duties may be relieved of those duties by a two-thirds (2/3) majority vote of the Board of Directors.

7. 2 Reporting. All committee chairpersons will maintain a record of their committee's activities and will provide a copy to the president and executive chairman on a timely basis. Each committee chairperson will present a verbal and written report at each general membership meeting.

7. 3 Duties.

7.3.1 Committee chairs will be appointed by the Board of Directors for concessions, Diamond Draw Give Away, Handbook, Spiritwear, Stadium Seats, Team Pictures, Web Site and Youth Night.

7.3.2 Team representatives will be appointed for the 9th grade team, the Junior Varsity Team and the Varsity Team and shall be responsible for effective communication with all team members and parents relating to schedules and parent volunteer assignments and team activities.

ARTICLE EIGHT. SALARIES

8.1 No officer, member of the Board of Directors, committee chairperson or committee member shall be entitled to any salary/compensation for the performance of their duties. However, they may be reimbursed for approved and reasonable expenses incurred by them on behalf of the BBC, INC.

ARTICLE NINE. AMENDMENTS

9.1 By-laws will be reviewed annually and may be amended as needed. Amendments to the by-laws of the BBC, INC, as adopted, may be suggested at the annual review by any member of the organization or the Board of Directors. All suggested amendments must be submitted in writing to the By-Laws Committee and approved by the Board of Directors, then will be approved by vote of the BBC, INC membership. Adoption of suggested amendments will occur by a two-thirds (2/3) majority vote of those members present at any regularly called general membership meeting of the BBC, INC.

ARTICLE TEN. CONDUCT

10.1 Any member displaying unethical conduct will be subject to such disciplinary action as may be considered appropriate by the Board of Directors.

ARTICLE ELEVEN. DISPUTE OR CONTEST

11.1 In the unlikely event that a dispute or contest occurs or arises from either the operation, construction or interpretation of these by-laws or out of the operation or activities of the BBC, INC, the members do hereby agree and bind themselves to attempt to settle such dispute or contest as follows: first, by seeking resolution with the help of the Member at Large; and second, by seeking resolution through the Board of Directors.

ARTICLE TWELVE. BROOKWOOD DUGOUT CLUB BUSINESS

13.1 The calendar year of the BBC, INC shall start on January 1st and conclude on December 31st.

13.2 Requests for a review of the Financial Records or Meeting minutes shall be made in writing to the Board of Directors.

These by-laws were approved by the Board of Directors on this the 5th day of December, 2007 to certify which each of the members of the Board of Directors has signed below.

President, Tom Adkins

Executive Chairman, Casey Brogdon

Treasurer, Keith Hawkins