

**BYLAWS OF THE
ST. LOUIS MEN'S SENIOR BASEBALL LEAGUE**

A Missouri Nonprofit Corporation

As Amended Through December 10, 2008

For purposes of this document, the terms corporation, league & organization will be synonymous.

ARTICLE I. PURPOSE

The purposes for which the corporation is organized are the following: to organize, promote and operate a non-profit amateur baseball league for adults age 18 and over for recreational & other non-profit purposes as are permitted within the purview of Section 501(C)(7) of the Internal Revenue Code.

ARTICLE II. MEMBERSHIP

2.1 Classes

2.1.1 General Membership. Membership in the organization shall be open to adults ages 18 years and over who have demonstrated sufficient ability to be accepted as players and/or managers into the league. From time to time the league may by Board resolution adjust the minimum membership age for a period of time to stimulate growth in the league.

2.1.2 Special Membership. Adults 18 years of age and over who have not demonstrated sufficient proficiency to be accepted into the league as players or managers or who do not wish to be players or managers but who fit the qualifications of any special positions created by the Board of Directors, not inconsistent with the Articles of Incorporation, may be admitted as special members pursuant to resolution by the Board of Directors.

2.1.3 Admission. Any persons 18 years of age and over seeking admission to membership in the non-profit corporation shall contact the appropriate age-specific division president or team manager(s). Upon placement/acceptance by a team, the member must complete a national and local league waiver form and provide proof of age. When appropriate, applicants for general membership shall compete in the designated tryout process, and shall be subject to selection under the process designated by the Board. Any member proposed to be accepted for admission shall sign an acknowledgement or agreement to abide by the Articles of Incorporation, the Bylaws of the organization, the rules adopted by the Board, and shall pay any and all team membership fees and dues necessary (as set by his team manager) for membership in the current year.

2.1.4 Member in Good Standing. A member is a member in good standing if his membership fee is paid, he is not in violation of league rules, and he is not presently subject to disciplinary proceedings or sanctions by the league.

2.1.5 Resignations. Resignation of any member of the corporation must be accepted when tendered. No refund of dues or membership fees shall be made in the case of any resignation, except upon petition to the Board and vote by majority of the Board of Directors.

2.1.6 Expulsion from the Membership. A member may be expelled from membership in the organization for nonpayment of dues or violation of the Bylaws, league rules or code of conduct adopted by the Board of Directors. A member may be expelled from the league because he is no longer eligible to serve as a player or manager or in a special position to which he has been elected by the Board. In the event of expulsion, no refund of membership fees shall be allowed.

ARTICLE III. BOARD OF DIRECTORS

3.1 Structure. The Board of Directors shall consist of the three corporate officers (Commissioner, Secretary & Treasurer), the five [5] age-division Presidents [18+, 25+, 35+, 45+, 52+] and at-large Director positions as appointed by the Commissioner and approved by a 2/3 vote of the elected members of the Board of Directors. However, the Board shall consist of no more than 13 voting members and, if necessary, the official league counsel, who shall be an ex—officio member. The Umpire-in-Chief shall also serve as a non-voting member of the Board of Directors.

3.2 Compensation. The Commissioner shall be compensated in the amount of \$125 per team registered in the League at the beginning of the season. The Umpire-in-Chief shall be compensated in the amount of \$5 per scheduled game.

3.3 Powers Vested. The Board of Directors shall manage the property of the corporation, control its affairs, provide for regular and special meetings of the corporation, establish and fill vacancies of the offices for any unexpired term, amend the Bylaws or Articles of Incorporation, approve the operating budget, and adopt and enforce any and all rules necessary or desirable for the government of the corporation and not in conflict with the Articles or Bylaws of the corporation.

3.4 Powers Exercised. The Board of Directors exercises its powers in regular meetings called after proper notice to the Directors. The corporation shall act only upon motion properly seconded and passed by a majority of the Directors present at a meeting in which a quorum of the Board of Directors is present. All motions passed shall be assigned a resolution number and recorded and maintained in the Minutes book. From time to time, the Commissioner of the Board of Directors may contact the members of the Board by email or phone when urgent matters need to be resolved. Motions made in this manner must still be approved by a majority of the Directors and the results will be entered into the official minutes at the beginning of the next regular meeting.

3.5 Commissioner. A Commissioner shall be elected at the December Annual Meeting by a majority vote of all of the managers eligible to vote as defined in Article 6.5 below. The Commissioner shall perform the duties ascribed of that office [as defined in Appendix A], duties designated by the Board of Directors, and duties assigned by the Articles of Incorporation or Bylaws. These duties shall include but not be limited to 1) appointing Coordinators for the various areas of responsibility and working with them and/or their committees to complete their assignments and tasks in a timely fashion, 2) representing the St. Louis MSBL with honesty and integrity, always putting the good of the league above the interests of any single player, team, or Board member and 3) being responsible for maintaining a positive working relationship with the MSBL National office.

3.6 Secretary. A Secretary shall be elected at the December Annual Meeting by a majority vote of all of the managers eligible to vote as defined in Article 6.5 below. The Secretary of the corporation shall be responsible for the maintenance of all corporate records, including the Articles of Incorporation, the Bylaws of the organization, and the Minutes of the meetings of the Board of Directors and other related duties as defined in Appendix A. The Secretary shall be responsible for the issuance of all notices of regular and special meetings and shall act as a corresponding official on behalf of the Board of Directors. In the absence of the Commissioner at any meeting of the Board of Directors, the Secretary shall call the meeting to order and a member of the Board of Directors shall be chosen, by a majority vote of those Directors present, to chair the meeting.

3.7 Treasurer. A Treasurer shall be elected at the December Annual Meeting by a majority vote of all of the managers eligible to vote as defined in Article 6.5 below. The Treasurer shall establish and maintain one or more accounts for the deposit of the funds of the corporation and other related duties as defined in Appendix A. These accounts may be checking accounts, savings accounts, investment accounts, or other flexible accounts as from time to time may be approved by the Board of Directors. The Treasurer shall be responsible to act in a fiduciary role to handle the funds of the organization to provide for payment of the accounts payable of the corporation in a timely fashion, to collect in a timely fashion any accounts receivable by the corporation, and to make a report at each regularly scheduled or specially scheduled meeting of the Board of Directors and at least once a year an annual report to all members the financial condition of the corporation.

3.8 Division Presidents. A president for each age division, elected at the December Annual League meeting by majority of the managers of the teams of their respective divisions, shall manage the affairs of their division as directed by the Commissioner and the Board of Directors and other related duties as defined in Appendix A.

3.9 Managers & Team Names. Each team established by the league shall designate a team manager and select a team name, subject to the approval of the Board of Directors.

3.10 Eligibility to be an Officer. Any member (or special member) in good standing who is a player, coach, or volunteer, shall be eligible to serve in any of the elected offices of the corporation. However, at a minimum, the Commissioner shall have one [1] year prior experience on the STLMSBL Board of Directors.

3.11 Term of office. Each Board member shall serve a term of one year from the date of election or appointment or until his/her successor is elected or appointed, whichever comes later.

3.12 Vacancies. A vacancy on the Board of Directors may be created by resignation, by expulsion from the league, or by removal from the Board by two-thirds vote of the other Board members. Removal from the Board may occur in the case of misfeasance or malfeasance, or automatically on the occurrence of three unexcused absences in a single calendar year from regularly scheduled Board meetings. An absence is unexcused unless a majority vote of the Board of Directors conducted at the meeting for which the director is absent votes to excuse that member. A member of the Board shall be excused in all, cases of personal illness, illness of a member of the immediate family, absence from the area, attendance at his regular employment, or legal detention. In the event a midterm vacancy shall occur on the Board of Directors, the vacancy shall be filled in the same manner as the position was normally filled.

3.13 Counsel. The Commissioner may appoint a general or special member in good standing to serve as general counsel to the corporation, and as an ex-officio member of the Board of Directors.

ARTICLE IV. COMMITTEES

4.1 Creation. The Board of Directors shall at any time have the right to create or eliminate standing or special committees for any purpose not inconsistent with the Articles of Incorporation or the Bylaws. In creation of the committee, the scope of the committee's work, the size of the committee, its membership, and its chairman shall be designated.

4.2 Reports. All committee reports shall be presented to the Board of Directors verbally or in writing, and a written summary shall be submitted to the secretary to be incorporated into the minutes.

ARTICLE V. MEETINGS

5.1 Annual Meeting. There shall be an annual meeting of the corporation held in the month of December, not later than the second week. The annual meeting shall be for the purpose of conducting the usual and regular business of the corporation and shall be the meeting at which the annual elections are conducted.

5.2 Regular Meetings. Regular meetings of the corporation shall be held at the discretion of the Board of Directors. The Board shall designate a time and place for the meetings of the Board and the regular membership.

5.3 Managers' Meetings. Meetings of the managers shall be called as needed at the discretion of the Board of Directors (as part of the December annual full membership meeting and one or two prior to each season start; generally in January or February and one in March or April, if deemed necessary. Each manager must be present or notify the Board prior to the meeting of the person casting his team's one vote prior to the meeting. No team will have more than one vote.

5.4 Special Meetings. Special meetings of the corporation may be called at the request of the majority of the Board of Directors or one-tenth of the membership of the corporation in good

standing. All members shall be notified in writing by the secretary of the time and place of such meeting and the purpose for which the meeting has been requested.

5.5 Quorum. At the annual meeting of the corporation, 60% of the total number of managers in good standing shall constitute a quorum. For purposes of a quorum of the Board of Directors, sixty percent (60%) of the Directors shall be present. For purposes of determination of the sixty percent (60%), any vacant seats on the Board of Directors shall not be counted; ex officio members do not count in determining a quorum.

5.6 Orders of Business. At every regular business meeting of the corporation or of the Board of Directors, the order of business shall be as follows:

1. Call to Order;
2. Roll Call;
3. Reading and approval of the Minutes from previous meeting;
4. Officer's Reports
5. Committee Reports;
6. Special Orders of the Day;
7. Unfinished Business
8. New Business
9. Announcements
10. Adjournment

5.7 Rules of Order. In the absence of provisions to the contrary in the Articles of Incorporation or the Bylaws, all meetings conducted by the corporation, Board of Directors, or committees, shall conduct their proceedings in accordance with Roberts Rules of Orders, Revised, current edition.

5.8 Meetings – Public. Any meeting of the corporation membership shall be open to public members who are interested, but the corporation may, by majority vote at a meeting at which a quorum is present, move into executive session and exclude members of the public. Any meeting of the Board of Directors shall be open to all of the membership of the corporation, but the Board may at any time resolve itself by a majority vote of the quorum present into executive session and exclude the non-Board members of the corporation.

ARTICLE VI. ELECTIONS

6.1 Scheduling. The annual elections of the Officers of the Board of Directors of the corporation and the Division Presidents shall be held not later than the second week of December of each year as provided in Section 5.1.

6.2 Nominating Committee. The Commissioner shall appoint a Nominating Committee, subject to approval by the Board of Directors. The Nominating Committee shall be appointed not less than eight weeks prior to the date set for the annual election. The Nominating Committee shall be composed of five members of the corporation in good standing. Any member of the Board of Directors serving on the Nominating Committee shall be ineligible to be a candidate for an elective position. The Committee shall be responsible to notify the membership of the election, the positions open, the eligibility requirements, the process and deadlines to make nominations. The Committee shall affirmatively solicit nominees to ensure a candidate for each elected position and shall endeavor to obtain more than one candidate for each elected position.

6.3 Nominations. Any member in good standing may nominate themselves or another member in good standing, by signing and delivering to the Nominating Committee the written nomination not later than three weeks prior to the date scheduled for the annual election. E-mail shall be considered an acceptable delivery method. In the case that a person is nominated for more than one office, the nominee shall elect which office to seek. If the nominee fails to make the election, the first office for which the nomination is received shall be the office for which the nominee's name appears on the ballot.

6.4 Consent of Nominees. The consent of each nominee for office shall be obtained in writing by the Nominating Committee before the presentation to the Board of Directors of the name of such nominee. Whoever is making a nomination of someone other than himself, shall certify to the nominating committee that they have, in fact, received consent of the nominee to be nominated.

6.5 Voting Eligibility. Teams returning to the League from the previous season shall be allocated one vote to cast in each Officer and respective Division Presidential elections which shall be cast by the team manager or designated proxy. Teams that transfer from one age division to another shall be allowed to participate in elections as long as the team is essentially the same. Teams with name changes will also be allowed to participate in elections. Newly formed teams shall serve one probationary season before being allowed to participate in elections.

6.6 Ballots. A ballot containing the names of the persons nominated to the respective officer or director positions shall be prepared by the Committee and distributed at the annual meeting to each member. All ballots must be completed, turned in, and tallied by the Committee at the annual meeting.

6.7 Tallying. The Nominating Committee shall count the ballots and report the names of the persons elected to the Board of Directors.

6.8 Validation. The election as a whole shall not be validated unless a quorum of those eligible to vote actually cast ballots. The election of an individual office shall not be validated unless a quorum of those eligible to vote have actually voted, and one nominee has received a majority of the votes cast. If a quorum is not present, the election shall be continued until the next meeting of the Board of Directors at which a quorum is present.

6.9 More Than Two Nominees. In the event that more than two persons have been nominated for a single office and no one nominee receives a majority of the votes cast, the top two vote recipients shall be placed on a second ballot and a run-off election shall immediately be held. If on the second ballot neither nominee receives the necessary majority, a coin toss shall decide the winner.

6.10 Members May Call For Elections. In the event that the Directors fail to call a meeting for purposes of elections for a period in excess of fifteen (15) months, any member of the corporation shall have a right to call a special meeting for the purpose of conducting elections for the Officers of the Board of Directors and Division Presidents. The results of the election shall take effect at the conclusion of the election and the elected officers shall be seated immediately. The special election shall be conducted in the manner provided in this article.

ARTICLE VII. FINANCES AND BOOKKEEPING

7.1 Debt. The Board of Directors may not, at any time, incur obligations on behalf of the corporation in excess of the annual revenues established for the budget year, without a ratifying, majority vote of the full membership.

7.2 Records. The treasurer shall keep records of the corporation, which show under classified headings the amounts received and expended in any month or in any year and shall conform their practices to generally accepted accounting procedures.

7.3 Professional Assistance. The treasurer may, upon approval of the Board of Directors, obtain professional accounting assistance in the maintenance of the financial records of the corporation.

7.4 Precedence of Claims. In the payment of claims against this corporation, the order of honoring shall be first: wages, second: rents, third: all other claims, age of claim to establish precedence unless other strong considerations require.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

8.1 Endorsements by the Corporation. The name of the corporation shall not be committed to the endorsement of any private or public enterprise without an affirmative vote of eighty percent (80%) of the Board of Directors, and under no circumstances may the support of the corporation be extended to any candidate for public elected office, to the publicity for any product other than baseball equipment, nor may it be used in connection with any fundraising activity not expressly in furtherance of the purposes of the corporation.

8.2 Publication of Affairs. No planned proposal for action of the corporation, its Board of Directors, or its committees may be given out for publication except by consent of the Board of Directors or except pursuant to the delegation of the authority to consent made by the Board of Directors.

8.3 Sponsorship. Any STLMSBL team may have a sponsor (corporate or individual).

ARTICLE IX. CONFLICTS OF INTEREST

9.1 Transactions Not Prohibited. The Board of Directors shall not be prohibited from entering into transactions regarding contracts with Directors or members when the transaction or contract is in the interest of the corporation.

9.2 Disclosure Required. Any director or member who has a financial interest, whether direct or indirect, in the outcome of a transaction or contract proposed to be entered into or already entered into by the Board of Directors shall fully disclose the existence, nature and extent of the interest to the Board of Directors.

9.3 Validity of Agreements When Prior Disclosure of Conflict is Made When a director or member makes the disclosure required by paragraph 9.2 of these Bylaws and the Board of Directors subsequently approves the transaction or contract, that transaction or contract shall not be void nor voidable by the Board of Directors on the basis of the interest of the director or member. Approval by the Board of Directors means a majority vote at a meeting of the Board of Directors at which a quorum is present. Any director or member who has an interest in the transaction or contract shall not be counted for purposes of determining a quorum and shall not vote on the motion.

9.4 Validity of Agreements When Prior Disclosure of Conflict is Not Made

9.4.1 Agreements Voidable. Any transaction or contract in which a director or member has an interest which is not disclosed as required in paragraph 9.2 of these Bylaws shall be voidable by the Board of Directors.

9.4.2 Ratification. The Board of Directors may ratify the transaction or agreement after learning of the interest of the director or member if the disclosure to the Board complies with paragraph 9.2 of these Bylaws and the ratification vote complies with paragraph 9.3 of the Bylaws.

9.4.3 Voiding Agreement. The Board of Directors may, under a transaction or agreement, void if a director or member who had an interest in the transaction or agreement failed to comply with paragraph 9.2 of these Bylaws. To invalidate the transaction or contract, the Board of Directors shall approve a motion to declare the transaction or agreement void. The motion must be approved by majority vote at a meeting of the Board of Directors at which a quorum is present. Any member or director who has an interest in the transaction or contract shall not be counted for purposes of determining a quorum and shall not vote on the motion.

ARTICLE X. DIRECTOR LIABILITY

10.1 Director Liability.

10.1.1 Limited. A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of a director (a) for acts or omissions which involve intentional misconduct by the director or a knowing violation of the law by the director, or (b) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

10.1.2 Changes in Law. If the law of the State of Missouri is amended to authorize corporate action eliminating or limiting the personal liability of Directors, then the liability of the director

of the corporation shall be eliminated to the fullest extent permitted by Missouri State Law. Any repeal or modification of the foregoing paragraph by the Board of Directors or members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of the repeal or modification.

10.2 Indemnification.

10.2.1 Authorized. The corporation has the power to indemnify and to pursue and maintain insurance for its Directors, officers, employees and agents and shall indemnify its Directors against all liability, damage and expenses arising from or in connection with service for, employment by, or affiliation with this corporation to the maximum extent and under all circumstances permitted by law.

10.2.2 Scope. Each person who was or is made a party or is threatened to be made a party to or is involved in any actual or threatened action suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, whether the basis of such proceeding is alleged action in a official capacity as a director, officer, employee or agent or in another capacity while serving as a director, officer, employee, or agent or in any other capacity, shall be indemnified and shall be held harmless by the corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss actually or reasonably incurred or suffered by such person in connection with the action. Such indemnification shall continue, as to a person who has ceased to be a director, employee or agent, and shall inure to the benefit of his or her heirs, executors and administrators.

10.2.3 Nature. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance to the final disposition conferred in this article shall not be exclusive of any other right which any person may have here or hereafter acquired under statute provision of the Articles of Incorporation or otherwise.

10.2.4 Repayment. The payment of such expenses in advance of the final disposition of the proceeding shall be made to or on behalf of the director, officer, employee or agent only upon delivery to the corporation of an undertaking, by or on behalf of such director, officer, employee or agent to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make the payment.

10.2.5 Restrictions. No indemnification shall be provided under this article to any such person if the corporation is prohibited by nonexclusive provisions of Missouri law then in effect from paying such indemnification, the right to indemnification, or if the indemnification would cause the corporation to lose its tax exempt status under federal income taxation.

10.2.6 Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation against an expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Missouri law. The corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest, or use other means to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

ARTICLE XI. AMENDMENTS

11.1 Notice. Any proposed amendments to these Bylaws shall be mailed or otherwise delivered to the Secretary, and mailed or otherwise delivered by the Secretary to every member of the Board of Directors at least two weeks prior to the last date on which a member may vote on the amendment.

11.2 Approval at Meeting Only. All amendments shall be voted on only at a meeting of the Board of Directors. A quorum must be present at the meeting and two-thirds vote of those present must vote affirmatively to adopt such amendment.

ARTICLE XII. ADOPTION AND EFFECTIVE DATE

These Bylaws having duly been submitted to the Board of Directors by the special bylaws committee consisting of Brian Simpson, Michael Stewart, Steve Elfrink, and Glenn Williams, having been debated, are hereby adopted and shall be effective this 10th day of December, 2008. The vote on adoption of the Bylaws was 10 voting in favor, 0 voting against, and 0 abstaining. A quorum of the Board of Directors appointed under the Articles of Corporation was present. Subsequent amendments approved, as required, by the Board of Directors.

Respectfully submitted,

/s/

Brian P. Simpson,

Commissioner

St. Louis Men's Senior Baseball League