

**Bylaws
of
Glacier Twins American Legion Baseball, Inc.**

ARTICLE I - NAME

1. The name of this nonprofit corporation shall be:
Glacier Twins American Legion Baseball, Inc.

ARTICLE II - PURPOSE

1. The purpose of this nonprofit corporation is to teach the game of baseball and the idea of sportsmanship to the youth of this area; to maintain, operate, equip and support baseball clubs; to operate and conduct baseball clinics, games, athletic events, exhibitions and places of amusement and recreation for the general public; to acquire, hold, operate, and dispose of any and all privileges, rights, franchises and concessions; and to buy, sell, lease, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business.
2. Said corporation is organized exclusively for charitable, recreational and educational purposes, including, for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.
3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section (c) (3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.
4. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE III - MEMBERSHIP

1. There shall be one classification of membership.
2. The membership of this corporation shall be open to all persons, firms or corporations who purchase a non-assessable membership card (season pass). Said cards to be sold to support Glacier Twins Baseball. All owners of current membership cards (season passes) shall be considered in good standing and shall be entitled to one (1) vote.

ARTICLE IV - MEMBERSHIP MEETINGS

1. The annual meeting of the membership of the corporation shall be on the second Tuesday of March each year, unless the Board of Directors shall set and announce a different time.
2. Twelve (12) members shall constitute a quorum for the transaction of business at the annual or any special meeting of the members.
3. Special meetings of the members may be called at any time by either the President of the Board of Directors, or by a majority of the Directors.

ARTICLE V - DIRECTORS

1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of no more than twelve (12) members. One third (1/3) of the Board of Directors shall be elected each year at the annual membership meeting in March.
2. Members seeking to be considered for election to the Board of Directors must make formal written application to the Board of directors prior to Board elections. The Board of Directors shall elect by simple majority, from those applications, sufficient numbers to fill any and all vacancies. Each Director shall serve a three (3) year term. Any vacancy occurring in the Board of Directors, shall be filled by a special election. A Director selected to fill a vacancy shall be selected for the unexpired term of his predecessor in office.
3. Regular monthly meetings of the Board of Directors shall be held without other notice than these bylaws, and immediately after and at the same place as the annual meeting of the members. The Board may also schedule special meetings on a periodic basis throughout the year which shall be deemed regular meetings provided notice thereof is given at each immediately preceding meeting.
4. Special meetings of the Board of Directors may be called by the President, either on his own instance or at the request of any two Directors.
5. Fifty-one percent (51) or more of the duly elected Directors must be present at any meeting of the Board to constitute a quorum for the transaction of business.

6. The Board of Directors shall have the power to remove an Officer or Director of the organization, at any meeting of the Directors, with or without cause, for failure to act in the best interests of the Corporation; i.e., a breach of his or her fiduciary duties or an un-excused absence from four consecutive regular meetings of the Board.

ARTICLE VI - OFFICERS

1. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this article.
2. The officers of the Corporation shall be selected annually by the Board of Directors at the annual membership meeting. The positions of Secretary and Treasurer may be held by one person.
3. It shall be the duty of the President to preside at all meetings of the members and of the Directors, and to exercise general executive control over the affairs of the Corporation, to call special meetings of the members and Directors, and to perform all other duties pertaining to his office. In conjunction with the Secretary, he shall have the power to execute on behalf of the Corporation such contracts, notes, mortgages, bonds and other documents which he and the Secretary may, by order, resolution or otherwise, be fully authorized to execute, and such acts, when so entered into, shall be the acts of the Corporation.
4. The Vice-President shall assist the President when called upon to do so, and in the President's absence the Vice-President shall be the acting President and shall be vested with all the powers and duties of the President.
5. The Secretary shall keep a record of all meetings and shall have the custody of all books, papers and records and other property except money, and shall send all notices and perform such other duties as pertain to the office, and shall perform any other duty the President deems fit.
6. It is the duty of the Treasurer to keep full and complete accounts of all receipts and disbursements of the Corporation and books belonging to the Corporation, and shall deposit all monies in a bank as designated by the Board of Directors. The Treasurer is charged with the responsibility of keeping a full account of all monies received and expended and to render to the Board of Directors, or the President, when required, a true and correct amount of any and all transactions. In addition, the Treasurer shall render an annual financial report at each annual meeting of the membership.
7. All checks or other withdrawals of Corporation monies shall be signed by any two of the following officers: President, Vice-President or Treasurer, unless so directed otherwise by majority vote of Directors.

ARTICLE VII - COMMITTEES

1. The Officers and Directors may appoint such committees as they deem necessary.

ARTICLE VIII - AMMENDMENTS

1. The Bylaws may be amended, altered, or repealed by the Board of Directors at any regular meeting of the Directors, or at any special meeting called by three-quarters of the Directors for that purpose, by a two-thirds vote of the Directors in attendance.
2. Any Amendment adopted at a special meeting called for that purpose shall be resubmitted to the membership at the next annual meeting, and if the Amendment fails to receive two-thirds approval at said meeting, the Amendment shall be deemed repealed as of the date of the meeting and the prior provision reenacted.

IN WITNESS WHEREOF, I do certify that the above amended and restated Bylaws of the Glacier Twins Baseball, Inc., were approved by the Board of Directors on February 10, 2014 and do now constitute a complete copy of the Bylaws superseding all previously adopted Bylaws and amendments.

ATTEST:

Connie Lockman
Connie Lockman, Secretary

Dated: February 10, 2014