

**BYLAWS OF  
ZIMMERMAN GIRLS FASTPITCH**

This instrument constitutes the Bylaws of ZIMMERMAN GIRLS FASTPITCH, a Minnesota nonprofit corporation (the "Corporation"), adopted for the purpose of regulating and managing the internal affairs of the Corporation.

**ARTICLE I  
CORPORATE SEAL**

This Corporation shall not have a seal.

**ARTICLE II  
MEMBERS**

- 2.1 This Corporation shall have no voting members.
- 2.2 Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this Corporation is a party, or by which this Corporation is bound, or by the provisions of any law, rule, or regulation to which this Corporation is subject, requires only action or approval of the Board.

**ARTICLE III  
BOARD OF DIRECTORS**

- 3.1 The business and charitable affairs of the Corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the directors present at a duly held meeting. The Board of Directors shall consist of not less than three members.
- 3.2 Directors shall serve for a term of two (2) years.
- 3.3 At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.4 Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

3.5 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

3.6 The Board of Directors shall hold an annual meeting and other regular meetings at such places and times as it shall establish by resolution. At each annual meeting, the Board of Directors shall elect officers and directors, review reports on the activities and financial condition of the Corporation, and conduct such other business as shall properly come before it.

3.7 A director may resign at any time by giving written notice of his or her resignation to the Corporation. The resignation is effective when received by the Corporation, unless a later date is specified in the notice.

3.8 A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting, provided that not less than five (5) days' nor more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting, shall be given to such director.

3.9 In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

3.10 Special meetings of the Board of Directors may be called at any time upon request of the President, or any two (2) directors, provided that any such request shall specify the purpose or purposes of the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place, and purpose of such meeting.

3.11 The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the Corporation to the extent determined by the Board.

3.12 Any director may execute a written waiver of notice of any meeting required to be given by statute or any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

3.13 The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time determine. Upon failure to designate any other place, meetings shall be held at the registered office of the Corporation.

3.14 Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the state of Minnesota in a post-paid, sealed wrapper addressed to each director or committee member at his or her last

known address, or by other electronic transmission, and such notice shall be deemed to have been given at the time when thus mailed or transmitted.

3.15 Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the Corporation.

#### **ARTICLE IV OFFICERS**

4.1 The officers of the Corporation shall be a President, a Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time appoint.

4.2 The duties of the officers of this Corporation shall be:

(a) President. The President shall be the chief executive officer of the Corporation and shall be responsible for the day to day operations of the Corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President shall also preside at all meetings of the Board of Directors.

(b) Vice President. The Vice President, if any, shall perform such duties as may be determined from time to time by the Board of Directors. The Vice President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

(c) Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

(d) Secretary. The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give



notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

4.3 The salaries of all officers of the Corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

4.4 The President, Treasurer, and Secretary shall be members of the Board of Directors. All other officers may but need not be directors.

4.5 An officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice.

4.6 Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

4.7 A vacancy in an office because of death, resignation, or removal may be filled by the Board of Directors.

4.8 Unless prohibited by the Articles or Bylaws or by a resolution approved by the affirmative vote of a majority of the Directors present, an officer elected or appointed by the Board may, with the approval of the Board, delegate some or all of the duties and powers of an officer to another person or persons. An officer who so delegates duties and powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated.

## **ARTICLE V STANDARD OF CARE; CONFLICTS**

5.1 It is the responsibility of each officer and director of this Corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in

the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

5.2 A contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and an organization in or of which one or more of the Corporation's directors are directors, officers or legal representatives, or have a financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved, or ratified, if:

(a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Corporation at the time it was authorized, approved, or ratified; or

(b) The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority vote, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purposes of this Article V, (i) a director does not have a financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the Corporation, even though the first director is also receiving compensation from the Corporation, and (ii) a director has a financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of such director, or any combination of them, have a financial interest.

## **ARTICLE VI FINANCE**

6.1 Any dues, contributions, grants, bequests, or gifts made to the Corporation shall be accepted and collected only as authorized by the Board of Directors.

6.2 All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such financial institutions as shall be designated by the Board of Directors.

6.3 The Board of Directors shall adopt an annual budget and shall timely prepare and file all tax and accounting records.

## **ARTICLE VII CONFLICTS OF INTEREST**

7.1 In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and any relevant committee members. For this purpose, an interested person shall include any director, officer, or member of a committee of Corporation or an entity affiliated with the Corporation who has a direct or indirect financial interest in a proposed transaction. A financial interest shall include (a) an ownership or investment interest in any entity with which the Corporation has a proposed transaction or arrangement; (b) a compensation arrangement with the Corporation with any entity or individual with which the Corporation has a proposed transaction or arrangement; and (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A director or member of a committee shall not be deemed to have a possible conflict of interest solely by reason of serving, or having served, on the Board of Directors of any corporation affiliated with the Corporation.

7.2 After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining directors or committee members shall decide if a conflict of interest exists. If a conflict of interest exists, the following procedures shall be followed: (a) the chair of the meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (b) after exercising due diligence, the directors or committee shall determine whether the Corporation could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and (c) if a more advantageous transaction or arrangement is not reasonably attainable, the directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall decide as to whether to enter into the transaction or arrangement in conformity with such determination.

7.3 If a director or committee member has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, he shall inform the interested person of the basis of such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the directors or committee members determine that the interested person has in fact failed to disclose an actual or possible conflict of interest, the directors shall take appropriate steps to protect the Corporation.

7.4 The minutes of the Board and all relevant committees shall contain the following (a) the names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any



action taken to determine whether a conflict of interest was present, and the directors' or committee members' decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

7.5 Special procedures shall be in effect with respect to compensation issues. A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

7.6 Each interested person shall annually sign a statement that affirms that such person (a) has received a copy of the conflicts of interest policy set forth in this Article, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, if any, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This policy shall be reviewed annually for the information and guidance of members of the Board, and any new member shall be advised of the policy upon entering on the duties of his or her office. In addition, the Corporation shall conduct periodic reviews of its activities, including transactions or arrangements with interested persons, to ensure that its activities, in the aggregate promote and further the Corporation's exempt charitable purposes.

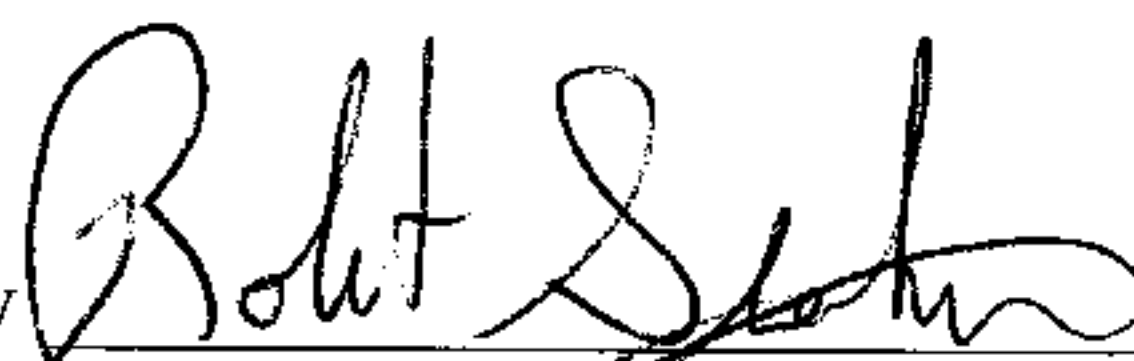
## **ARTICLE VIII INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any pending or completed action, suit, or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of the

Corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or he or she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee, or agent of another enterprise shall apply only to the extent such person is not indemnified by such other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of these Bylaws.

#### **ARTICLE IX CERTIFICATION OF BYLAWS**

The undersigned, being the President of ZIMMERMAN GIRLS FASTPITCH, a Minnesota nonprofit corporation, does hereby certify that the foregoing Bylaws were adopted pursuant to resolutions of the Board of Directors of the Corporation effective as of the 23<sup>rd</sup> day of January, 2016.

By   
Robert L. Stephany, II, President