

AMENDED AND RESTATED BYLAWS OF LANCASTER BARNSTORMERS BASEBALL BOOSTER CLUB (LBBBC)

These Amended and Restated Bylaws are adopted this 1st day of June, 2012, for the purpose of amending and restating in its entirety the Bylaws dated the 19th day of January, 2010.

ARTICLE 1

NAME OF ORGANIZATION

The name of this Organization is Lancaster Barnstormers Baseball Booster Club (hereinafter referred to as “Booster Club” or “Organization”). The Organization may also use the acronym LBBBC.

ARTICLE 2

PURPOSE & MISSION

The Lancaster Barnstormers Baseball Booster Club is an independent, not-for-profit organization that works with the approval, support, and cooperation of the Lancaster Barnstormers team management. This organization is created to promote and support the activities of the Lancaster Barnstormers Professional Baseball Team and Atlantic League Baseball. It will promote a spirit of good sportsmanship, camaraderie, friendship, and mutual respect among its members, fans, and the Lancaster Barnstormers. We encourage attendance and participation at the Lancaster Barnstormers games and other scheduled activities. The goals of the organization are as follows:

- Provide loyal support of the Lancaster Barnstormers Professional Baseball Team. Loyal support is defined as, cheering on the team in a respectful manner and assisting with player needs such as meals.
- Provide an enjoyable, healthy, and safe environment and encourage courtesy at all Booster Club activities and events.
- Incorporate social activities to foster team spirit and build morale.
- Be involved with charitable organizations in the community.

ARTICLE 3

POLICY

This organization shall be nonsectarian, nonpartisan, nonprofit, and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with these bylaws.

ARTICLE 4

MEMBERSHIP

Any person(s) interested in the objectives and purposes of this association shall become a member upon payment of annual dues to be determined by the Board of Directors.

Section 1

Classes of Membership

There shall be two (2) classes of members consisting of the following:

- a) **Individual** (one (1) vote): Open to any individual age eighteen (18) or older.
- b) **Family** (one (1) vote): Open to any family group living in the same household.

Section 2

Membership Applications and Approval

Applications for membership shall be submitted to the Booster Club on forms developed by the Membership Committee and approved by the Board of Directors.

The forms should clearly state the mission and purposes of the Organization and that all members are bound by the Lancaster Barnstormers Baseball Booster Club Code of Ethics in addition to any other codes or policies adopted by the Organization.

An application for membership may be submitted to the Booster Club by hand delivery to any Officer, Director, or any other representative that the Organization designates or by mail to the Organization's post office box. The person who is accepting the application and signing off is approving the membership for completeness.

Section 3

Termination of Membership

The Board of Directors, by the affirmative vote of a quorum of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting of the Board, terminate the membership of, or suspend or expel any member who shall be in default in the payment of dues or who have violated the Lancaster Barnstormers Baseball Booster Club Code of Ethics.

Section 4

Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a quorum of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 5

Transfer of Membership

Membership in the Booster Club is not transferable or assignable.

Section 6

Dues

Annual dues shall be assessed of all members and shall be in the amount determined by the Board of Directors.

Dues shall become payable upon submission of a membership application or renewal application. Upon payment of the annual dues, a member shall be deemed to be a member in good standing in the Booster Club. The membership year shall run from January 1 to December 31. Dues will not be prorated.

ARTICLE 5

OFFICERS

Section 1

Positions

Officers shall consist of the following positions: President, Vice-President, Secretary, and Treasurer. Officers are expected to attend all meetings of the Organization unless notification of absence is provided to the President or Secretary via email or phone.

Section 2

Nominations and Terms

Individuals choosing to hold an office shall make their nomination known to the Membership. If nominations are provided from the floor as requested by the President, the nominee shall accept such nomination prior to being placed on the ballot. Additional nominations may be made from the floor at the annual meeting, prior to voting. The consent of each candidate must be obtained before the name is placed for nomination. Officers will serve April 1, 2012 to December 31, 2012.

As of January 1, 2013, Officers shall serve a one (1) year term from January 1 to December 31.

Effective April 1, 2011, only one (1) family member may run for and serve as an Officer or a member of the Board of Directors for the same term. A family member is defined as a parent, child, spouse or sibling living at the same address.

Section 3

Meeting Participation

The Officers are expected to attend all meetings of the Organization. Notification of absence should be provided to the President or Secretary via email or phone.

Section 4

Vacancies

Officer positions should be appointed by a quorum of the Board of Directors and each person so appointed shall serve until his or her successor is elected by the members, who shall make such election at the next annual, regular or special meeting.

Removal

At a meeting of the members of the Organization called expressly for that purpose, one or more the Officers may be removed, with or without cause, by a vote by written ballot of a quorum of the members present at said meeting or who voted as per the proxy procedure.

Section 5

Additional Positions

The Board of Directors may also nominate and the Membership shall approve such other Officers and Assistant Officers as the needs of the Organization may require who shall hold their offices for such terms, shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Board of Directors.

Section 6

Running for Office

An individual may run for one (1) officer or Board of Director position at a time.

Section 7

Tie

In the event of a tie, a run-off election shall be held between or among only those nominees who are tied. If necessary this procedure shall be repeated until the tie is broken.

Section 8

Number of Votes

A candidate must receive a minimum of five (5) votes to be elected to an Office or a Board of Directors position.

ARTICLE 6

DUTIES OF OFFICERS

The President shall:

- a) be the Chief Executive Officer of the Organization;
- b) preside over and at all meetings of the Members and Board of Directors;
- c) have general and active management of the business of the Organization;
- d) see that all orders and resolutions of the Board of Directors are carried into effect;
- e) oversee all standing and special committees;
- f) prepare a written agenda for each meeting;
- g) keep charge of the Organization's phone;
- h) be the liaison between the Lancaster Barnstormer Front office; and
- i) shall delegate any such duties to another Officer or a member of the Board of Directors, as appropriate on a temporary basis.

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and perform such other duties as the Board of Directors may prescribe or as the President may delegate.

The Secretary shall:

- a) keep a record of all the proceedings of the meetings of the members, Board of Directors and all committees keep and electronic directory and provide an electronic copies of all such documents. Notes of committee meetings where the Secretary is not present should be sent via e-mail to the Secretary;
- b) give or cause to be given notice of meetings in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the documents;
- d) keep a record containing the names, addresses, phone numbers and e-mail addresses of all members of the Organization;
- e) distribute minutes to the Board of Directors and membership within twenty-one (21) days of the meeting which those minutes were taken at; and
- f) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

The Treasurer shall:

- a) have custody of the funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization;
- b) deposit all monies and other valuable effects in the name and to the credit of the Organization in such depositories as shall be designated by the Board of Directors;
- c) disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements;
- d) send out notices to members should they be in default due to “bad” checks; and
- e) render to the President, Board of Directors and general membership at regular meetings, special meetings and annual meetings, or whenever they may require it, a detailed written report/account of all transactions of the Treasurer and of the financial condition of the Organization for the prior month(s).

ARTICLE 7

BOARD OF DIRECTORS

Section 1

Number of Individuals on the Board of Directors

The number of Directors, including the Officers, which shall constitute the whole Board, shall be such number not less than seven (7) or more than fifteen (15). Directors shall be voting members of the Organization. Except as hereinafter provided in the case of vacancies, Directors shall be elected by the Members and each Director shall be elected to serve until the next annual meeting of the members and until his or her successor is elected by the members.

Effective April 1, 2011, only one (1) family member may run for and serve as an Officer or a member of the Board of Directors for the same term. A family member is defined as a parent, child, spouse or sibling living at the same address.

Section 2

Meeting Participation

The Board of Directors is expected to attend all meetings of the Organization. Notification of absence should be provided to the President or Secretary via email or phone.

Section 3

Powers of Board of Directors

The business of this Organization shall be managed and controlled by its Board of Directors which may exercise all such powers of the Organization and do all such lawful acts and other things as directed, contained and/or required by these Bylaws.

Section 4

Vacancies

Vacancies in the Board of Directors shall be appointed by a quorum of the remaining members of the Board, and each person so appointed shall serve until his or her successor is elected by the members, who shall make such election at the next annual, regular or special meeting of the members.

Section 5

Resignations

Any Board of Directors' member may resign at any time by giving written notice to the President or the Secretary of the Organization. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6

Removal

At a meeting of the members of the Organization called expressly for that purpose, one or more members of the Board of Directors may be removed, with or without cause, by a vote by written ballot of a majority of the members present at said meeting or who voted as per the proxy procedure.

ARTICLE 8

MEETINGS

Section 1

The Organization shall follow Robert's Rules of Order, Newly Revised. A copy will be present at all meetings.

Section 2

Annual Meeting

An annual meeting of the members shall be held during the month of November each year, beginning November 2012, or such other date as may be determined by the Board of Directors, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein for an annual meeting of the members, then the Board of Directors shall cause the election to be held at

a special meeting of the members called as soon thereafter as may be convenient.

Section 3

General Membership and Board Meetings

General membership meetings shall be scheduled by the Board of Directors. The duration, time and place shall be determined by the Board of Directors. The General Membership meetings will be held bi-monthly beginning in January of each year and the Board meetings will be held bi-monthly beginning in February of each year. Upon request of the membership, additional general membership will be held during the non-baseball season.

Section 4

Special Meetings

Special meetings of the members may be called by the President, and can also be called by the President at the request of any other Board Member or at the request of at least five (5) Members entitled to vote at such meetings. A request is defined as one written by one Member with a minimum of five signatures. Only the issue specified may be discussed at the meeting and the issue must be resolved at that meeting. Minutes must be taken and read at the next regular meeting of the Membership and approved. Minutes from a regular meeting may not be approved at a special meeting.

The meeting must be held within five (5) calendar days and Members will be notified by an announcement on the Club Website, email notification and phone calls to members without email.

Section 5

Conduct, Comments & Actions

Members are encouraged to share their thoughts, ideas and opinions openly at all Organization functions.

The following topics, comments and actions are expressly discouraged at all meetings and events held, coordinated and/or sponsored by the Booster Club:

- a) Derogatory comments regarding any Lancaster Barnstormers' coach, player and/or employees regardless of whether they are made to any Officer, member or Lancaster Barnstormers' representative/employee.
- b) Derogatory comments regarding game strategy, personnel decisions, playing time, assignment of positions, and the like regardless of whether they are made to any Officer, member or Lancaster Barnstormers' representative/employee.

This Organization's meetings and events are not an appropriate time or forum for the above listed topics, comments and/or actions. Should any topic, comment and/or action that is expressly

prohibited occur, the presiding Officer shall issue one (1) warning to the offending individual. If the inappropriate conduct continues, the presiding Officer shall immediately suspend the meeting and direct the offending party to immediately leave the meeting or event. Once the offending individual has been removed, the presiding Officer shall direct that the meeting resume where it left off.

If it is the presiding Officer that is violating this policy, then the Officer next in command shall have the duty to invoke the procedures in this section. Should this Officer fail to follow the procedures as outlined above, then any other member of the Board of Directors in attendance is hereby directed to follow the procedures as outlined above.

Additionally, if it is a presiding Officer that is violating this policy, another member of the Board of Directors shall immediately take over the responsibilities of the offending Officer for the remainder of the meeting or event once it resumes. If the members of the Board of Directors are not able to reach a decision on who shall preside over the meeting or event, the members in attendance shall take a vote. A majority vote is necessary. If there are no other Officers in attendance that can take over, a member may also be used as long as the membership takes a vote and approves the action by a majority vote.

Section 6

Place of Meetings

The Board of Directors may designate any place as the place for any annual or regular meeting(s) called by the Board of Directors or President. Special meetings may only take place at the request of the President as described in Section 4. The place will be determined by the Board of Directors if such special meeting is requested.

All Organization business shall be discussed at meetings only. Outside of the meetings, members may submit questions or concerns to the Club via email to the info link or via mail to the Club's Post Office Box.

Section 7

Notice of Meetings

Written notice of a regular, annual, or special meeting shall be given by e-mail or by placing the information on this Organization's website, or any other manner at the direction of the Board of Directors. If mailed by electronic means, such notice shall be deemed to be delivered when sent to the member at his or her email address as it appears in the records of the Organization.

Section 8

Manner of Acting & Voting

Each voting member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Each family membership is limited to a total of one (1) vote on its behalf

regardless of how many family members they may have under their membership.

Section 9

Quorum

A majority of the votes entitled to be cast by the eligible voting members present at a meeting shall be necessary for the transaction of business or the adoption of any matter unless otherwise provided by these Bylaws or unless a greater proportion is required by law.

ARTICLE 9

COMMITTEES

Section 1

Establishing Committees

The Board of Directors may establish one or more committees, with each committee to consist of such persons as the Board may determine. In the absence or disqualification of any member of such committee or committees, the Board of Directors may appoint another member to act in the place of any absent or disqualified member.

Section 2

Chair/Co-Chair Appointments

The Board of Directors shall approve a Chair or Co-Chair(s) for each committee.

Section 3

Committee Meetings

Regular meetings of the committees shall be held as needed. Minutes of such meetings shall be kept and copies are to be submitted to the Secretary via email for records.

Section 4

Committees

The following are committees that may be formed if and when they become necessary:

- a) Communications
- b) Historical
- c) Fundraising
- d) Membership/Activities

- e) Charitable
- f) Governing Documents
- g) Player Liaison
- h) Barnstormers Liaison

The descriptions of the functions and responsibilities of each of these committees are attached.

Section 5

Committee Reports

Each Committee shall provide either a written or verbal report to the membership at each meeting.

Section 6

Audit Committee

The Audit Committee will be composed of a Chairperson appointed by the President and two (2) members selected by the Chairperson whose purpose is to audit the Treasurer's books at the close of any fiscal year or prior to the transfer of accounts to newly-elected Treasurers. The current Treasurer or the incoming Treasurer or his or her spouse may not participate on this committee. Upon the appointment of this Committee, the current Treasurer shall turn over all records for the audit within seven (7) days. The Audit Committee will submit a written report to the membership within forty-five (45) days of its receipt of the records.

ARTICLE 10

MONEY

Section 1

All monies of the Organization shall be kept in the Lancaster Barnstormers Baseball Booster Club checking accounts.

Section 2

All checks of the Organization shall be signed by the Treasurer or the Vice-President. All accounts must have at least two (2) individuals with signatory capabilities. All checks, demands or withdrawals must be approved by the Board of Directors prior to the issuance of said check, demand or withdrawal, except in the instance of monies collected for activities which require payment to the appropriate vendor.

Section 3

Monies raised through collection of membership dues, fundraisers and activities shall be used towards the general operating expenses of the Organization to accomplish the goals of the Mission Statement and for those items specified by the appropriate fundraiser or activity.

ARTICLE 11

RECORDS

Section 1

Books and Records

The Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors and any committees, and shall keep a record of its members, stating the names, addresses and voting rights of all members. At the end of each fiscal year, records shall be kept electronically and distributed to the appropriate Officers which shall be determined by the Board of Directors.

Section 3

Membership Information

The Board of Directors shall make every effort to keep certain membership information confidential such as home addresses, phone numbers, birth dates, checking account information, credit card information and the like. Membership applications shall be kept in a secure place by the Secretary. Confidential information shall only be fully viewed by the Secretary and Treasurer, and by another Officer or Director if needed and upon approval by the Board of Directors. Membership applications shall be kept by the Secretary for the duration of the membership year, and thereafter the application and any other member information shall be destroyed on a regular basis to be determined by the Board of Directors.

ARTICLE 12

CODE OF ETHICS

Every member of the Booster Club shall subscribe to and be bound by the Booster Club's Code of Ethics and any other code so adopted by the membership of this Organization. Violations of the Booster Club's Code of Ethics or any code so adopted by the membership of this Organization shall be grounds for immediate termination from membership and/or removal from office.

ARTICLE 13

FISCAL YEAR

The fiscal year of the Organization shall be from January 1st to December 31st.

ARTICLE 14

RULE OF ORDER

Robert's Rules of Order, Newly Revised shall govern this Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE 15

BYLAWS AND AMENDMENTS

The Board of Directors may adopt other Bylaws upon approval of the Membership at the time of the annual meeting or at any special meeting called for that purpose by a vote of the majority of the membership present at said meeting. When an amendment is to be voted upon at any regular or special meeting, the notice calling said meeting shall set forth in exact language the amendment to be voted upon. All proposed amendments must be forwarded to the President and Secretary of this Organization for distribution to the entire Board of Directors and the general membership at least fifteen (15) days prior to the meeting in which the proposed amendment will be presented.

ARTICLE 16

DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization in such manner, or to such an Organization or Organizations as directed by a fifty-one (51%) majority vote of the Organization's membership. Notification will be provided via email and followed up with a hard copy letter.

These Bylaws have been approved by the Board of Directors and presented to the Lancaster Barnstormers Baseball Booster Club Membership that was present on January 8, 2013. These Bylaws were approved with a majority vote of the members present.

Dated this 8th day of January, 2013.

Zach Duty, President

Melinda Reed, Secretary

Lori Baxter, Vice-President

Debbie Heisey, Treasurer