

## **BY-LAWS OF RETROSHEET, INC.**

(a non-profit Corporation  
in the State of Delaware)

As Amended June 2, 2018

### **ARTICLE I**

#### **NAME OF CORPORATION**

The name of the Corporation shall be RETROSHEET, INC.

### **ARTICLE II**

#### **REGISTERED AGENT AND OFFICES**

##### **Section 2.1** Registered Agent and Address

The registered agent of the Corporation, Inc. (the "Corporation"), shall be David W. Smith, and the registered office shall be located at 20 Sunset Road, City of Newark, New Castle County, State of Delaware.

##### **Section 2.2** Other Offices

The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

### **ARTICLE III**

#### **PURPOSES**

##### **Section 3.1** Primary Purposes

The Corporation does not contemplate pecuniary gain or profit to its members. The primary purposes and essence of the Corporation are exclusively charitable, educational and non-profit as defined under Section 501 (c)(3) of the Internal revenue Service Code of 1986, as amended and the regulation thereunder.

##### **Section 3.2** Specific Purposes

More specifically, the purposes for which this Corporation is formed are to collect, organize, computerize and disseminate play by play accounts of Major League Baseball games. The dissemination of data will be to individuals interested in baseball as well as to archives and libraries such as the National Baseball Hall of Fame Library in Cooperstown, New York.

### **ARTICLE IV**

#### **MEMBERSHIP**

There will be no formal categories of membership in the Corporation. Volunteers who donate their time and other friends of the Corporation will have access to RetroList, the e-mail list which is used to exchange information among RetroFriends.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

##### **Section 5.1** Management of Corporation

The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things that (A) are consistent with the purposes of the Corporation, and (B) are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the Members, or (C) are not inconsistent with Section 501 (c)(3) of the Internal revenue Code of 1954, as amended (or any corresponding provisions of any future United States Internal Revenue Law or Regulations thereunder).

Section 5.2      Number of Directors

The initial number of Directors which shall constitute the Board of Directors shall be five (5), and thereafter shall never be less than two (2). As of June, 2018, the authorized number of Directors shall be seven (7).

Section 5.3      Length of Term

After the establishment of the initial Board of Directors, the term of office for each Director shall be three years. Officers and directors shall take office at the end of the annual meeting. For the initial Board, two Directors shall be appointed for a three (3) year term, two for a two (2) year term and one for a one (1) year term.

Section 5.4      Choice of Directors

After the establishment of the initial Board of Directors, vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by the Directors then in office, though less than a quorum, or by a sole remaining Director. Candidates for the Board of Directors will be chosen by a Nominating Committee composed of two Directors. These two Directors will be those with the longest remaining terms of office and will not include the Chair of the Board. In case there are more than two Directors whose terms are equal, the Chair of the Board shall choose between the qualified candidates. It is expected that usually one candidate will be proposed for each vacant position.

Section 5.5      Regular Meetings

Regular Meetings of the Board of Directors shall be held annually during the month of June. This meeting will be conducted in a manner agreed to in advance by the members of the board. It is not expected that the board will gather in one location to meet.

Section 5.6      Quorum

A quorum for Regular Meetings of the Board of Directors shall be a majority of the Board. Only Board members may make resolutions or introduce business at meetings of the Board. Others in attendance at the Board meeting may be permitted to speak at the discretion of the Board.

Section 5.7      Special Meetings

Special meetings of the Board of Directors may be called by the Chair of the Board or upon written request of a majority of the Directors. The Chair shall fix a reasonable time for the meeting, provided that the time shall be at least ten (10) days after the meeting is requested. It is not expected that the board will gather in one location to meet.

Section 5.8      Manner of Acting

The act of a majority of the Directors at a regular or special meeting at which a quorum is present shall be the act of the Board of Directors. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a vote of the Directors assembled in a meeting.

For the purpose of this section, a vote submitted by e-mail from the Director's own e-mail address shall be the same as a paper document.

Section 5.9 Compensation

Directors shall not receive any salaries for their services nor compensation for attendance at meetings of the Board.

Section 5.10 Removal of Directors

Any Director may be removed from the Board for cause of misfeasance or malfeasance at any time by a vote of two thirds of the other Directors. The reasons for proposing the removal of a Director for cause must be listed in the resolution calling for removal, a resolution which can only be introduced by another member of the Board. Written notification of the proposed removal resolution, including the resolution itself, must be sent to all members of the Board at least ten (10) days in advance of the meeting at which the vote on removal is to be taken. This notification must be by certified mail, return receipt requested.

Section 5.11 Conflicts of Interest

The Board of Directors shall develop a conflict of interest policy relating to conduct of members of the Board. Any Board member failing to comply with this policy shall be subject to removal.

Section 5.12 Resignations

Any Director may resign at any time by giving written notice to the other members of the Board. Such resignation shall take effect on the date of the 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.

## **ARTICLE VI**

### **OFFICERS**

Section 6.1 Officers

The officers of the Corporation shall be chosen by the Board of Directors and shall include a President, a Vice-President, a Secretary, and a Treasurer, all of whom are members of the Board of Directors. These officers shall be selected by the Board. It is expected that the Chair of the Board of Directors shall also occupy the office of President. The President and Chair of the Board may not occupy any other office.

Section 6.2 Other Officers

The Board of Directors may appoint such other officers as it deems advisable, each of whom shall have the title, term of office, duties and authority as designated by the Board of Directors.

Section 6.3 Resignations

Any officer may resign at any time by giving written notice to the other members of the Board. Unless otherwise specified in this notice, a resignation will take effect upon receipt of the notice by the Board.

Section 6.4 Chair of the Board of Directors and President

It is expected that these two positions will be filled by one person who shall be the chief executive officer of the Corporation. Subject to the direction and control of the Board of Directors, this individual shall have three major areas of responsibility:

- A. In the capacity of Chair of the Board, this person shall chair meetings of the Board of Directors and shall have responsibility for preparation of the agenda for each meeting of the Board. In setting the agenda for the annual meeting, the Chair will issue a request for items to be placed on the agenda by notice on the RetroList at least 30 days prior to the annual meeting. The Chair shall conduct those meetings according to Robert's Rules of Order.
- B. In the capacity of President, this person shall be in charge of the business operations and affairs of the Corporation. Responsibilities include executing resolutions and directives of the Board, except in those instances in which responsibility for a specific action is assigned to another individual by the Board. In the absence of this specific assignment of authority by the Board, the President is the only individual who may represent the Corporation in legal or financial matters, subject to the functions of the other officers, listed below. The President shall report to the Board at each annual meeting all actions undertaken on behalf of the organization as authorized by the Board.
- C. In the capacity of President, this person shall take all appropriate actions to protect the assets of the Corporation. Specific examples of such protection are to be determined by the Board.

Section 6.5 Vice-President and Treasurer

It is expected that these two positions will be filled by one person. This individual shall have two major areas of responsibility:

- A. In the capacity of Vice-President this person shall assist the President in the discharge of his or her duties as requested by the President and shall perform other duties as assigned by the Board. In the absence of the President or in the event of the President's inability or refusal to act, as certified by the Board, the Vice-President shall perform the duties of President and Chair of the Board of Directors and, when so acting, shall have all the powers and authority of the President.
- B. In the capacity of Treasurer this person shall have the primary authority to disburse funds as authorized by the Board of Directors. This individual shall also be the principal accounting and financial officer of the Corporation. This responsibility includes the maintenance of adequate records and books of account for the Corporation, the payment of all bills approved by the Board, and the preparation and filing of all required tax and fiscal statements, including a complete financial statement.

Section 6.6 Secretary

This person will keep and publish minutes of all Board meetings, maintain an up-to-date copy of the By-Laws of the Corporation, maintain an accurate history of all changes to those By-Laws, maintain an up-to-date copy of the Policy Manual of the Corporation, and maintain an accurate history of all changes to that Policy Manual.

Section 6.7 Order of Succession

In the absence of one or more officers or in one or more officer's inability or refusal to act, as certified by the Board, the following is the order of succession to higher office on the incorporation's Board of Directors:

President/Chair  
Vice-President/Treasurer  
Secretary  
Board member with the longest term remaining  
Board member

Any board member who takes the place of a higher officer shall be considered as acting in that position temporarily.

Section 6.8 Removal of Officers

Any Officer may be removed for cause of misfeasance or malfeasance at any time by a vote of two thirds of the remaining Directors. The reasons for proposing the removal of an officer for cause must be listed in the resolution calling for removal, a resolution which can only be introduced by another member of the Board. Written notification of the proposed removal resolution, including the resolution itself, must be sent to all members of the Board at least ten (10) days in advance of the meeting at which the vote on removal is to be taken. This notification must be by certified mail with return receipt requested.

Section 6.9 Disbursement Limitation

No financial transaction involving more than five hundred dollars (\$500.00) shall be undertaken without the explicit prior approval of the Board.

**ARTICLE VII**

**SELECTION OF DIRECTORS AND OFFICERS**

Section 7.1 Appointment of Directors and Officers

After the establishment of the initial Board of Directors, the Board shall appoint the officers and subsequent Directors by majority vote.

Section 7.2 Vacancies

In the event of the death, resignation or removal of the President/Chair, the Vice-President shall become the acting President and Chair of the Board. In such an instance the acting President shall call a special meeting as soon as possible for the purposes of selecting a permanent President/Chair and filling the vacancy on the Board.

In the event of the death, resignation, or removal of any Officer or any other Director, the President shall call a special meeting to select a replacement.

**ARTICLE VIII**

**INDEMNIFICATION**

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, against all liability and loss suffered and expenses reasonably incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors of the Corporation.

**ARTICLE IX**

**BUDGET**

The President shall prepare a budget to be presented at the annual meeting. This budget shall require the approval of a majority of the Board before implementation.

**ARTICLE X**

## GENERAL PROVISIONS

### Section 10.1 Contracts

Only the President may enter into or execute a contract on behalf of the Corporation unless another individual is specifically authorized to do so by the Board.

### Section 10.2 Checks, Drafts, etc.

Checks, drafts or other orders for the payment of money issued in the name of the Corporation shall normally be signed by the Treasurer. If the Treasurer is unable or unwilling to sign a check for an expense that has been authorized by the Board, then the President shall sign the check.

### Section 10.3 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as selected by the President, subject to the approval of the Board. All accounts are to be structured so that the President and Treasurer each have access.

### Section 10.4 Gifts

The President may accept on behalf of the Corporation any contribution, gift, bequest or device consistent with the purposes of the Corporation.

### Section 10.5 Fiscal Year

The fiscal year of Retrosheet shall begin on the first day of July in each year and end on the last day of June the following calendar year.

### Section 10.6 Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## **ARTICLE XI**

### **AMENDMENTS TO BY-LAWS**

Changes or additions to these By-Laws may only be made at the annual meeting. Any Director may propose a change or addition by submitting the proposed change in writing to the President at least 30 days before the annual meeting. The President shall place all such proposals on the agenda for the annual meeting. To be adopted an amendment must be approved by two thirds of the Board.

## **ARTICLE XII**

### **DISSOLUTION OF THE CORPORATION**

A resolution to dissolve the Corporation may be made by any Director and requires the approval of two thirds of the Board. Upon approval of a dissolution resolution, the distribution of the Corporation assets will be the responsibility of the Board of Directors. If possible, assets will be distributed in one of the following two ways:

1. to a charitable organization.
2. to another qualified not-for-profit corporation.

In the event that it is not possible to distribute assets in one of these two ways, then they

may be distributed in any other manner approved by the Board. Distribution of assets must be in accordance with the laws of the State of Delaware.

### **ARTICLE XIII**

#### **ADOPTION AND VALIDITY OF BY-LAWS**

##### **Section 13.1** Ratification/Severability

The original By-Laws of Retrosheet shall be submitted to the initial Board of Directors for ratification. Upon ratification the By-Laws become the official governing document of the Corporation. In the event that a section of the By-Laws is found to be invalid, such invalidation shall not impair or otherwise affect the validity, enforceability or intent of the remainder of the By-Laws.

##### **Section 13.2** Gender

Where appropriate, all words used in any gender shall extend to and include all genders.