

■ PENDING BOARD ADOPTION — NOT YET IN EFFECT ■

BYLAWS OF LOWCOUNTRY SEALANDERS BASEBALL ORGANIZATION

A South Carolina Nonprofit Corporation

ARTICLE I — WHO WE ARE

This is the low-overhead version of competitive baseball — and that's by design.

We've all watched the alternative. Every weekend locked out. Grueling schedules that don't leave room for birthdays, family dinners, or just doing nothing for a Saturday. We said no thanks — and then we built something different.

The Lowcountry Sealanders exist to give kids great baseball and families their lives back. We keep it small, intentional, and honest. No bloated rosters. No politics. No dad running everything from the dugout while calling it a nonprofit.

The families govern. The coaches coach. The kids play.

We believe it's less important who you play for than who you play with. We're going to spend a lot of time together — on the field, in the stands, on the road. Who we are off the field matters just as much as who we are on it. Character is not a pregame speech. It's how you show up every day, as a player and as a family.

If you're here, you're not just joining a team — you're in on the ground floor of building one. The boys grow up playing together. You know the coaches. You know where every dollar goes. And you have a real say in how this thing runs. That doesn't happen when you sign up for someone else's program.

This one's ours.

Everything in these bylaws exists to protect that.

ARTICLE II — NAME AND PRINCIPAL OFFICE

Section 2.1 — Name

The name of this corporation is Lowcountry Sealanders Baseball Organization (the "Corporation").

Section 2.2 — Principal Office

The principal office of the Corporation shall be located in Bluffton, Beaufort County, South Carolina. The Board of Directors may establish additional offices as necessary.

ARTICLE III — PURPOSE

Section 3.1 — Nonprofit Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, specifically to provide youth baseball programs, instruction, and athletic competition opportunities for children in the Lowcountry region of South Carolina.

Section 3.2 — Mission

The Corporation's mission is to develop youth athletes through competitive baseball in a family-centered, low-overhead environment that prioritizes player development, character, sportsmanship, and the well-being of families. The Corporation is committed to transparency, community accountability, and equal opportunity for all participants.

ARTICLE IV — MEMBERSHIP

Section 4.1 — Classes of Membership

The Corporation shall have four classes of membership as follows:

- (a) Class I — Board Members: The elected Board of Directors. Board Members hold full voting rights on all governance, financial, and organizational matters.
- (b) Class II — Managers: Individuals appointed by the Board to oversee operational functions of the Corporation. Managers hold voting rights on operational matters as defined in Section 4.3.
- (c) Class III — Coaches: Individuals designated by the Board to lead or assist in the instruction and direction of teams. Coaches hold voting rights on team and on-field matters as defined in Section 4.3.
- (d) Class IV — Parent Members: Parents or legal guardians of currently registered players. Parent Members hold voting rights in the annual election of Board Members and access to formal oversight mechanisms as defined in Section 4.4.

Section 4.2 — Admission

Board Members are elected by Parent Members at the Annual Meeting. Managers and Coaches are appointed by the Board of Directors. Parent Members are automatically enrolled upon registration of a player and payment of applicable fees.

Section 4.3 — Voting Rights by Class

- (a) Board Members vote on: all governance matters, officer elections, budgets, contracts, policy, dissolution, and any matter not expressly delegated to another class.

(b) Managers vote on: scheduling, administrative policies, program structure, and operational matters as brought before the Manager class by the Board.

(c) Coaches vote on: team rosters, practice formats, on-field policies, tournament selection, and player development matters. Coach votes are advisory to the Board unless the Board expressly delegates binding authority on a specific matter.

(d) Parent Members vote on: the annual election of Board Members. Parent Members may also trigger the formal oversight process described in Section 4.4.

Section 4.4 — Parent Member Oversight

The Corporation is committed to transparency and family accountability. Parent Members shall have access to the following oversight mechanisms:

(a) Annual Meeting: An annual meeting open to all members including financial summary, organizational report, and Board Member election. A quorum of Parent Members for any vote shall require the participation of at least twenty-five percent (25%) of active Parent Members. Votes conducted without quorum shall not be valid.

(b) Formal Concern Process: Any Parent Member may submit a written concern to the Secretary. The Board shall acknowledge within seven (7) days and respond in writing within thirty (30) days. All concerns and responses shall be logged and available to Parent Members upon request.

(c) Special Meeting Request: A petition signed by a majority of active Parent Members may require a special meeting within thirty (30) days.

(d) Board Recall: A petition signed by two-thirds (2/3) of active Parent Members may initiate a recall vote on any Board Member. A recall shall require an affirmative vote of two-thirds (2/3) of Parent Members participating in a duly noticed special meeting at which quorum is present.

Section 4.5 — Multi-Class Membership and Conflict of Interest Restriction

A member may hold membership in more than one class. However, Managers (Class II) are not eligible to serve concurrently as Board Members (Class I). This restriction maintains separation between operational and governance functions and prevents consolidation of power. Regardless of class membership, each member is entitled to only one vote per matter.

Section 4.6 — Termination of Membership

Membership terminates upon resignation, removal for cause, or cessation of eligibility. The Board may remove any member for conduct detrimental to the Corporation by majority vote after written notice and opportunity to be heard.

ARTICLE V — BOARD OF DIRECTORS

Section 5.1 — General Powers

The affairs of the Corporation shall be managed by the Board of Directors, which shall have full authority on all matters of governance, finance, and policy.

Section 5.2 — Number and Composition

The Board shall consist of no fewer than three (3) and no more than nine (9) directors. Each head coaching family of an active team shall be eligible to hold one Board seat.

Section 5.3 — Election and Term

Board Members shall be elected by Parent Members at the Annual Meeting for two (2) year staggered terms. Directors may serve a maximum of three (3) consecutive terms.

Section 5.4 — Vacancies

A vacancy may be filled by majority vote of remaining directors until the next Annual Meeting.

Section 5.5 — Meetings

The Board shall meet no less than quarterly. Special meetings may be called by the President or any two directors with five (5) days notice. Meetings may be held in person, by phone, or video conference.

Section 5.6 — Quorum and Voting

A majority of seated directors constitutes a quorum. Actions require a majority vote. In the event of a tie, the President casts the deciding vote.

Section 5.7 — Compensation

Directors serve without compensation. Reasonable expenses may be reimbursed by Board authorization.

Section 5.8 — Conflicts of Interest

Directors with a financial or personal interest in a matter shall disclose it and recuse themselves from the vote. The Corporation shall maintain a Conflict of Interest Policy consistent with IRS 501(c)(3) requirements.

ARTICLE VI — OFFICERS

Section 6.1 — Officers

The officers shall be a President, Vice President, Secretary, and Treasurer. All officers must be Board Members.

Section 6.2 — President

The President is the chief executive officer, presides at Board meetings, serves as primary spokesperson, and casts the deciding vote in the event of a tie.

Section 6.3 — Vice President

The Vice President assists the President and assumes Presidential duties in the President's absence.

Section 6.4 — Secretary

The Secretary keeps meeting minutes, maintains official records, sends notices, handles correspondence, maintains the membership roster, and oversees the formal concern log.

Section 6.5 — Treasurer

The Treasurer manages all funds and financial records, presents financial reports at Board meetings and the Annual Meeting, and ensures required tax filings are completed.

Section 6.6 — Election and Term

Officers are elected by the Board following the Annual Meeting for one (1) year terms and may be re-elected.

Section 6.7 — Removal

Any officer may be removed by a two-thirds (2/3) vote of the Board.

ARTICLE VII — COACHES

Section 7.1 — Appointment

Head Coaches and Assistant Coaches are appointed by the Board and serve at the Board's pleasure.

Section 7.2 — Responsibilities

Coaches are responsible for player instruction, team leadership, game day conduct, family communication, and upholding the values of the Corporation.

Section 7.3 — Coaches Council

All active Head Coaches constitute the Coaches Council, which meets no less than twice per season to advise the Board on player development, operations, and scheduling. The Coaches Council shall elect one representative who may attend Board meetings and present the Council's recommendations. The Coaches Council representative shall have speaking rights at Board meetings but shall not hold voting rights on Board matters.

Section 7.4 — Voting

Coach votes on roster and tournament matters are binding within Board-approved parameters. All other Coach votes are advisory.

ARTICLE VIII — FINANCES

Section 8.1 — Fiscal Year

The fiscal year begins January 1 and ends December 31.

Section 8.2 — Budget

The Board adopts an annual budget. Expenditures exceeding the budget by more than 10% or \$500 (whichever is less) require Board approval.

Section 8.3 — Financial Controls

The Corporation maintains a dedicated bank account. Disbursements exceeding \$250 require Treasurer authorization and approval of the President or one additional Board Member.

Section 8.4 — Donations and Sponsorships

The Corporation may solicit and accept tax-deductible donations consistent with its 501(c)(3) status. All donations shall be acknowledged in writing per IRS regulations.

Section 8.5 — Annual Financial Review

The Board conducts an annual financial review. A summary is presented to all Parent Members at the Annual Meeting.

ARTICLE IX — MEETINGS AND ELECTRONIC ACTION

Section 9.1 — Annual Meeting

An Annual Meeting shall be held once per year before the primary competitive season, including a financial summary, organizational report, Board Member election, and open forum.

Section 9.2 — Notice

Annual Meeting notice shall be provided no less than fourteen (14) days in advance. Special meeting notice no less than five (5) days in advance.

Section 9.3 — Electronic Meetings

Meetings may be held by telephone, video conference, or other electronic means. Participation by such means constitutes presence for quorum and voting purposes.

Section 9.4 — Electronic Voting

All classes are authorized to vote electronically via email, text, or Board-approved platform. Valid electronic votes require: (a) notice of the matter to all eligible voters; (b) a minimum 48-hour response window except in urgent circumstances; (c) documentation by the Secretary; and (d) quorum participation.

Section 9.5 — Action Without Meeting

The Board may act without a meeting by unanimous written or electronic consent, documented by the Secretary.

ARTICLE X — INDEMNIFICATION

The Corporation shall indemnify directors, officers, and authorized agents to the fullest extent permitted by SC law, provided they acted in good faith and in the best interests of the Corporation.

ARTICLE XI — AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) Board vote with ten (10) days written notice. Material amendments affecting Parent Member rights shall be communicated to all Parent Members within fourteen (14) days.

ARTICLE XII — DISSOLUTION

Upon dissolution, after payment of liabilities, all remaining assets shall be distributed to one or more 501(c)(3) organizations as determined by the Board, consistent with the Articles of Incorporation.

ARTICLE XIII — MISCELLANEOUS

Section 13.1 — Parliamentary Authority

Matters not governed by these Bylaws shall be guided by the current edition of Robert's Rules of Order.

Section 13.2 — Non-Discrimination

The Corporation shall not discriminate on the basis of race, color, national origin, religion, sex, or disability.

Section 13.3 — Code of Conduct

The Board shall adopt and maintain a Code of Conduct for all members, coaches, and participants.

CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of Lowcountry Sealanders Baseball Organization on the ____ day of _____, 2026.

_____, Secretary

_____, President