

**ARTICLES OF INCORPORATION**  
**of**  
**ALABAMA BASEBALL COACHES**  
**ASSOCIATION, INC.**  
**A NON-PROFIT CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS**, that the Directors of Alabama Baseball Coaches Association, Inc.(**ALABCA**), an organization dedicated to the fostering of national amateur baseball and the education of high school juniors and seniors in the areas of baseball techniques and of promoting their abilities to in order that they may obtain scholarships at the Junior College and College level; and desirous of becoming incorporated under the laws of the State of Alabama, do hereby initiate these Articles of Incorporation according to the provisions of the Alabama Non-Profit Corporation Act.

**ARTICLE 1**

**Name**

- 1.01 The name of the Corporation shall be ALABAMA BASEBALL COACHES ASSOCIATION, INC.

**ARTICLE 2**

**Purpose and Activities**

- 2.01 The purpose for which the Corporation is organized are strictly within the bounds of State and Federal requirements for non-profit corporations. ALABAMA BASEBALL COACHES ASSOCIATION, INC. shall function exclusively for the fostering of amateur baseball, in a matter that is charitable, educational, and within the meaning of the Alabama Non-Profit Corporation Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereto.
- 2.02 The purpose and objective of this corporation is to conduct Showcases that promote high school juniors and seniors to Junior Colleges and Four Year Colleges and Scouts and to educate these individuals on the opportunities available for scholarships through baseball, and to educate the coaches at all levels on techniques and practice skills, and to honor those individuals who serve amateur student athletes diligently and all that is ancillary

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and/or supportive to said ends.

- 2.03 Said purposes and activities shall be conducted by any mode deemed appropriate by the Board of Directors, including Seminars, Showcases, Newsletters and said purposes and activities shall be conducted by way of any media deemed appropriate by the Board of Directors. Purposes and Activities shall include, but not be limited to, the following:
- a. To give opportunities to high school students to showcase their amateur baseball talents to Junior Colleges, Colleges and Scouts at no cost without regard to race, creed, religion, or preconceived athletic ability.
  - b. To educate the Students and the Coaches of the these students on techniques, skills, practice techniques including but not limited to pitching, hitting, swing mechanics and drills, outfielding, infield play, catching, etc.
  - c. To honor persons and organizations who dedicate their time and resources to the young people educating them on the skills and techniques of baseball, and the values inherent in amateur sport and those who have done an extraordinary job of promoting baseball.
  - d. The corporation shall develop, publish, and distribute newsletters for the express purpose of educating its members on the opportunities available to them, to interested students, and to promote the amateur baseball organization(s) within the state of Alabama, other States of the United States, and other nations of the world.
  - e. To instill within the coaches a deeper sense of responsibility in developing, maintaining and conducting the game of baseball.
  - f. To promote greater unity and fellowship among all members of this association and to promote a program of baseball that will encourage the widest possible participation with the highest possible standards.
  - g. To make available to baseball players and coaches special resource materials through publications, clinics, camps and consultant services for their education and to assist with the news media in publicizing baseball programs
  - h. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, tangible and intangible, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for

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any of the purposes for which the corporation is formed.

- i. To refuse, or accept any bequest, devise, grant or gift, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.
- j. To purchase or acquire, own, hold, lease (either as lessor or lessee), sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any property, real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law,
- k. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge deed, indenture, agreement or other instrument or trust, or by other lien, upon assignment of, or agreement in regard to all or any part of the property, rights, privileges of the corporation wherever situated, whether now owned or hereafter acquired.
- l. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of section 501(c)(3) of the Internal Revenue Code and Regulations thereunder as they now exist or as they may hereafter be amended.
- m. To enter into any plan or project for the assistance and welfare of its employees.
- n. To appoint such subordinate officers and agents as the business of the corporation requires, prescribe their duties and fix their compensation; and
- o. Generally to do everything suitable, proper and conducive to the successful operation of a non-profit Ministry, business, and corporation in all its branches and departments; to do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the purposes of this non-profit corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things to the full

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extent authorized or permitted a non-profit corporation under Internal Revenue Code section 501(c)3 or any laws that may be now or hereafter applicable or available to this non-profit corporation.

**ARTICLE 3**  
**Duration**

- 3.01 The duration of the Corporation shall be perpetual, unless sooner dissolved in accordance with the Laws of the State of Alabama pertaining to the dissolution of non-profit corporations.
- 3.02 In the event of dissolution of this corporation, assets of the corporations shall be distributed to a corporation organized exclusively for the charitable, or educational purposes similar to the purposes of this corporation so enumerated in section 2.01 of these Articles of Incorporation within the meaning of section 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 4**  
**Powers and Responsibilities**

- 4.01 This Corporation shall reserve the right to exercise all powers accorded nonprofit corporations by statute as stated in section 10-3A-20 of the Alabama Non-Profit Corporation Act.
- 4.02 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of these Articles of Incorporation.
- 4.03 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) any political campaign on behalf or in opposition to any candidate for public office.

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- 4.04 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE 5**  
**Members**

- 5.01 This corporation shall have only one class of members. The membership is open to all baseball coaches and scouts and all individuals who have an interest in amateur baseball without regard to race, religion, and membership is obtained through the payment of annual dues, which during 2002 will be set at \$25.00. The Board of Directors has right and authority to change the amount of dues on an annual basis. All members shall have the same rights which shall include but not be limited to invitation to the Coaches Convention and newsletters at least twice a year. All members have equal voting privileges in all matters that come before the association for consideration as decided by the Board of Directors. Nevertheless, all business of the corporation shall be conducted by the Board of Directors.

**ARTICLE 6**  
**Directors**

- 6.01 This corporation shall be governed by a Board of Directors of not less than three, a majority of which shall be unrelated by blood or marriage. All resolutions, amendments and other decisions must be by unanimous vote except for the removal of a director which shall be handled as addressed in sections 6.04, or unless otherwise designated herein.
- 6.02 Initially, the Directors shall be appointed by the Executive Director, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Executive Director. Said appointments shall be made at the annual meeting of the Board of Directors. Directors shall serve a term of three years, and shall be eligible to succeed themselves in consecutive terms provided they remain in active service and continue to meet the requirements enumerated in section 6.01 of these Articles of Incorporation.
- 6.03 The Directors shall be trustees of the corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition,

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they shall advise the Executive Director in matters of the operation of the Not for Profit. Directors shall in no way encumber personal liability from the actions of the corporation and shall be entitled to indemnification according to the provisions of the Alabama Non-Profit Corporation Act and the Alabama laws exempting nonprofit officials from liability.

- 6.04 Directors may be removed from the Board of Directors by resignation, death, or action of the Executive Director in counsel with the other Directors.
- 6.05 The Board of Directors shall meet at least annually in a locations specified by the Executive Director, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Alabama. The corporation shall reserve the right to reimburse all Directors for all reasonable travel expenses incurred in attending the meetings, and shall so stipulate the decision for said reimbursements in a resolution passed at the meeting being considered for reimbursement. Said reimbursements shall be subject to the corporations official reimbursement plan in force at the time of the transaction. A simple majority shall constitute a quorum sufficient to conduct business.
- a. The primary regular meeting shall be held in the month of August or September, or as decided by the Executive Director, at which time the Executive Director shall report on the activities of the Not-For-Profit during the previous year, and shall relate his or her plans and goals for the coming year. The Board of Directors shall establish the annual budget and rates of compensation for the Executive Director and all other staff and employees.
  - b. Special meetings may be called as needed by the Executive Director and/or a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director in person at least three hours before an emergency meeting of the Directors.
- 6.06 The work of the Board of Directors shall initially be led by the following officers:
- a. **The President, Executive Director**, who shall preside over the Board of Directors and conduct the business of the corporation. The Executive Director shall at all times be the President and Executive Director of the Corporation. He shall assist/consult each director and board member with any of their duties when called upon. He will publish the association newsletter at least twice a year. He will pursue corporate sponsorship and other funds needed to help the association run on a daily basis. He will organize and call at least one board meeting during the year, and will perform any other acts deemed appropriate for the running of the corporation.

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- b. **The Vice President**, who shall preside in the absence of the President or otherwise at the discretion of the President. The Vice President shall be named by a majority of the Board of Directors upon the nomination of the Executive Director.
  
  - c. **The Secretary**, who shall be charged with keeping and presenting the official minutes of the transactions of the Board, and presenting appropriate financial data to the Board. In the discharge of these functions the Secretary of the Board shall work in close unison with Corporate Secretary and the Corporate Treasurer. The Secretary shall be named by a majority of the Board of Directors upon the nomination of the Executive Director. He will send a copy of the minutes to each board member the week after each meeting.
  
  - d. **Treasurer**, who will be responsible for the reporting to the board of the receipts and disbursements of funds and will be responsible for the obtaining of an independent firm to do an annual audit each year.
- 6.07 The number of the initial Directors shall be four (4), however, the Board of Directors may increase the number of officers and/or directors on the Board Directors with such powers and duties as may be determined by the Board of Directors. The initial Board of Directors are listed herein as follows:
- 1. Barry Dean  
President/Executive Director  
4408 Chrystan Road  
Montgomery, AL 36109
  
  - 2. Terry Adkins  
Vice-President  
485 Spring Hollow Drive  
Deatsville, AL 36022
  
  - 3. Darrell Blevins  
Secretary  
16403 Clover Lane  
Bay Minette, AL 36507

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4. Dick Steed  
Treasurer  
1593 Woodridge Place  
Birmingham, AL 35216

**ARTICLE 7**  
**Incorporator**

- 7.01 The President and Executive Director of the Corporation shall be the incorporator, and is listed herewith as follows:

Barry Dean  
4408 Chrystan Road  
Montgomery, AL 36109

**ARTICLE 8**  
**Registered Office and Agent**

- 8.01 The Executive Director, who is also the President and Chief Executive Officer of the Corporation, shall serve as the registered agent of the Corporation. The registered agent, and the registered address within the State of Alabama at which he is located, is as follows:

Barry Dean  
4408 Chrystan Road  
Montgomery, AL 36109

**ARTICLE 9**  
**Provisions for Private Foundation**

In the event the corporation is deemed to be a "private foundation" according to the provisions of the Internal Revenue Code of 1954 and the Regulations thereunder, as amended, the corporation shall be subject to the following provisions:

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- 9.01 The corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;
- 9.02 The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;
- 9.03 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;
- 9.04 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; and
- 9.05 The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I hereby set my hand and seal this 15<sup>th</sup> day of SEPT. 2002.

Barry Dean (SEAL)  
Barry Dean, Executive Director and President

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COUNTY OF MONTGOMERY**

I, the undersigned, in for said County, and in said State, do hereby certify that **Barry Dean**, whose name is on the foregoing Articles of Incorporation, and who is known by me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he did execute the same voluntarily on the date the same bears. Given under my hand and official seal this the 15<sup>th</sup> day of September, 2002.



Johnny J. McCarter  
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Apr. 23, 2003  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

My term expires: \_\_\_\_\_

CORP-AL

(SEAL)

This Document was Prepared by and a Copy Remains at the Office of: **JASON P. MCCARTHA, LLC (MCC101)**  
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State of Alabama Montgomery Co

I Certify This Document  
was filed on  
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Reese McKinney, Jr.  
Judge of Probate

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