BYLAWS OF SCENIC VALLEY ATHLETIC ASSOCIATION

An Iowa Nonprofit Corporation

ARTICLE I — NAME AND PURPOSE

Section 1.1 Name. The name of the corporation is Scenic Valley Athletic Association (the "Association").

Section 1.2 Purpose. The Association is organized to operate youth travel baseball and softball teams, leagues, and programs throughout the State of Iowa, with the mission of encouraging youth participation in baseball and softball, developing players' skills and character, and fostering a lifelong love of the game, consistent with the purposes stated in the Association's Articles of Incorporation and the requirements of Section 501(c)(3) of the Internal Revenue Code.

Section 1.3 Trade Name. The Board may adopt 'SVAA' as an abbreviated trade name for informal and administrative use (e.g., banking, correspondence, apparel), and may file a Fictitious Name Resolution with the Iowa Secretary of State to formally register this name if the Board determines it is beneficial to do so.

ARTICLE II — MEMBERSHIP

Section 2.1 No Statutory Members. The Association shall have no members with statutory voting rights under Iowa Code Chapter 504. The Association shall be governed exclusively by its self-perpetuating Board of Directors, as set forth in Article III.

Section 2.2 Informal Use of "Member." The Association may refer to participating families, registered volunteers, or program participants as "members" for informal, programmatic, or communication purposes (e.g., "member families"). Such informal use confers no statutory voting rights, notice rights, or other rights under Iowa Code Chapter 504.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 General Powers. The affairs of the Association shall be managed by its Board of Directors (the "Board").

Section 3.2 Number and Qualifications. The Board shall consist of not fewer than three (3) and not more than 9 directors, consistent with the Association's initial three-member founding board. Directors need not be residents of Iowa.

Section 3.3 Election and Term. As the Association has no statutory members, new and successor directors shall be elected by a majority vote of the existing Board of Directors at the annual meeting or at any regular or special meeting called for that purpose. Directors shall serve terms of 2 year(s), or until a successor is duly elected. This self-perpetuating structure allows the Board to expand and add directors as the Association grows.

Section 3.4 Officers. The officer positions of the Association shall consist of: President, Vice President of Baseball Operations, Vice President of Softball Operations, Secretary, and Treasurer. The Board is not required to fill every officer position at all times; the Board may leave any officer position vacant, combine officer positions in a single director, or distribute officer duties (including recordkeeping) collectively among directors, as the Board determines appropriate given its current size and needs. Officer terms shall be 2 years.

As of the Association's founding, the Board has elected to operate with the following officer structure: a Baseball Operations Director, a Treasurer, and no President, Vice President titles, or dedicated Secretary — with recordkeeping duties shared collectively among the Board pursuant to Section 3.5(d). The Board may expand to fill any or all of the officer positions named above by a majority vote at any regular or special meeting, without requiring a Bylaws amendment.

Section 3.5 Duties of Officers.

(a) President (if filled): Presides over Board meetings; serves as primary spokesperson for the Association; casts the deciding vote in the event of a tied Board vote, unless the Board has adopted a different tie-break procedure under Section 4.5.

(b) Vice President of Baseball Operations / Baseball Operations Director: Oversees baseball team formation, scheduling, coaching assignments, and related operational matters, subject to Board approval where required.

(c) Vice President of Softball Operations / Softball Operations Director: Oversees softball team formation, scheduling, coaching assignments, and related operational matters, subject to Board approval where required.

(d) Secretary (if filled): Maintains meeting minutes and corporate records, and handles Association correspondence. If this position is vacant, these duties shall be maintained collectively by the Board, using recorded meetings, meeting notes, and/or AI-assisted transcription tools as the Board determines, with each set of minutes reviewed and approved by the Board at the following meeting.

(e) Treasurer: Maintains financial records, prepares financial reports for the Board, and oversees Association funds.

Section 3.6 Vacancies. A vacancy on the Board may be filled by majority vote of the remaining directors for the unexpired term.

Section 3.7 Removal. A director may be removed for cause by a two-thirds vote of the remaining directors.

Section 3.8 Compensation. Directors shall serve without compensation, except that the Association may reimburse reasonable expenses incurred in carrying out Association business.

ARTICLE IV — MEETINGS

Section 4.1 Board Meetings. The Board shall hold not fewer than one (1) regular meeting per year, which may serve as the annual meeting described in Section 4.2. The Board may hold additional regular or special meetings as it determines necessary.

Section 4.2 Annual Meeting. An annual meeting of the Board of Directors shall be held in August for the purpose of electing directors, electing officers, and conducting other Association business.

Section 4.3 Special Meetings. Special meetings of the Board may be called by any director, with as much advance notice as is reasonably practicable under the circumstances. Notice may be given verbally, by phone, by text message, by email, or through any group messaging platform used by the Board, and no minimum notice period shall be required so long as a good-faith effort is made to reach all directors.

During the competitive season, the Board may hold special meetings as frequently as needed to address scheduling, roster, tournament, or operational matters.

Section 4.4 Quorum. A quorum for Board meetings shall consist of a majority of the directors then in office.

Section 4.5 Voting. Except as otherwise provided, matters shall be decided by a majority vote of those present at a meeting at which a quorum is present. If the office of President is filled, the President shall cast the deciding vote in the event of a tie. If the office of President is vacant, a tied vote shall mean the motion fails, and the matter may be raised again at a subsequent meeting.

Section 4.6 Remote Participation. Directors may participate in a meeting by telephone or video conference, and such participation shall constitute presence in person.

ARTICLE V — COMMITTEES

Section 5.1 Standing and Ad Hoc Committees. The Board may establish standing or ad hoc committees (e.g., fundraising, safety, coach/volunteer screening, fields & equipment) as needed, and shall define each committee's scope and reporting requirements.

ARTICLE VI — FINANCIAL MANAGEMENT

Section 6.1 Fiscal Year. The fiscal year of the Association shall be January 1 through December 31.

Section 6.2 Financial Records. The Treasurer shall maintain accurate financial records and present a financial report at each regular Board meeting.

Section 6.3 Budget. The Board shall adopt an annual budget.

Section 6.4 Contracts and Expenditures. Expenditures over $250 require Board approval prior to being incurred.

ARTICLE VII — CONFLICT OF INTEREST

Any director or officer with a financial or personal interest in a matter before the Board shall disclose that interest and shall not vote on the matter. The Association shall maintain a written conflict of interest policy consistent with IRS guidance for 501(c)(3) organizations.

ARTICLE VIII — CHILD SAFETY AND VOLUNTEER SCREENING

The Board shall adopt and maintain policies for background checks of coaches and volunteers with regular access to minors, a code of conduct for players/parents/coaches, and procedures for reporting concerns, consistent with applicable Iowa law and the requirements of any affiliated league.

ARTICLE IX — INDEMNIFICATION

Section 9.1 Indemnification. The Association shall indemnify any director or officer who was or is a party to any proceeding by reason of the fact that they are or were a director or officer of the Association, against liability incurred in connection with the proceeding, to the fullest extent permitted under Iowa

Code Chapter 504, provided the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

Section 9.2 Insurance. The Association may purchase and maintain directors and officers liability insurance on behalf of any director or officer against any liability, whether or not the Association would have the power to indemnify against such liability under this Article.

Section 9.3 Limitation. Nothing in this Article shall obligate the Association to indemnify beyond the extent of its insurance coverage and available assets.

ARTICLE X — AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting, provided notice of the proposed amendment was given at least 30 days in advance.

ARTICLE XI — DISSOLUTION

Upon dissolution of the Association, assets shall be distributed in accordance with Article 7 of the Association's Articles of Incorporation and applicable law.