

BY-LAWS

OF

SOUTH DAKOTA HIGH SCHOOL BASEBALL ASSOCIATION, INC.

ARTICLE I.

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. NAME. The name of this corporation is South Dakota High School Baseball Association, Inc.

Section 2. REGISTERED OFFICE AND REGISTERED AGENT. The address of the registered office and of the registered agent is 201 Monroe Street, Winner, South Dakota 57580, and the name of the initial registered agent is Brad Schramm.

ARTICLE II.

SEAL AND FISCAL YEAR

Section 1. SEAL. The seal of this corporation shall have inscribed on it the name of the corporation and the words "Corporate Seal - South Dakota."

Section 2. FISCAL YEAR. The fiscal year of this corporation shall begin on January 1 and end on December 31.

ARTICLE III.

MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of members shall be held on the first Sunday in the month of December in each year beginning with the year 2004, at the hour of 2:00 o'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

If the day fixed for the annual meeting shall be a legal holiday in the State of South Dakota, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors and shall be called by the President at the request of not less than one-tenth of all the members.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of South Dakota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members, through their designated representative, entitled to vote at a meeting may designate any place,

either within or without the State of South Dakota, as the place for the holding of such meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of South Dakota.

Section 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than three nor more than twenty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his last-known address as it appears on books of the corporation, with postage thereon prepaid.

Section 5. WAIVER OF NOTICE. A shareholder, either before or after a members' meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a members' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. QUORUM. At least four (4) members, represented in person by representative or by proxy, shall constitute a quorum at a meeting of members. If less than four (4) members' representatives of the outstanding members are represented at a meeting, a majority of members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. PROXIES. At all meetings of members, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. REPRESENTATIVES OF MEMBERS. Members who are organizations shall designate individuals as representatives to vote on the Board of Directors and other membership matters pursuant to Article IV of the Articles of Incorporation. Such

representatives shall serve for the organization until their successors are appointed by the organization by document filed with the corporate secretary.

Section 9. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of at least six (6) and no more than twenty (20) individuals. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held (without further notice) immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of South Dakota, for the holding of additional regular meetings without other notice than such resolution.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of South Dakota, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. NOTICE OF SPECIAL MEETING. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each director at least seventy-two hours before the meeting. This notice may be given personally, by United States mail or by telegram, charges prepaid, to the address of each director appearing on the books of the corporation.

Section 6. WAIVER OF NOTICE. A director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where he attends to object because the meeting is not lawfully called or convened. Neither the business nor the purpose need be stated in the notice or waiver of such meeting.

Section 7. QUORUM. A majority of officers present shall constitute a quorum for the transaction of business. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time, without further notice.

Section 8. VACANCIES. Any vacancy occurring on the Board of Directors in a directorship designated in the Articles of Incorporation for a member organization shall be filled by that organization. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST. No contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

Section 10. INDEMNIFICATION OF DIRECTORS. Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a part, or in which he may become involved, by reason of his being or having been a director, officer or employee of the corporation, or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in performance of his duties; provided that in the event of a settlement in the indemnification herein shall apply only when the Board of Directors or members, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled, under the statutes and laws of the State of South Dakota.

Section 11. INFORMAL ACTION. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing

their consent and filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

ARTICLE V.

OFFICERS, AGENTS AND EMPLOYEES

Section 1. OFFICERS. The executive officers of the corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer, none of whom need be directors of the corporation. Other officers, assistant officers, agents and employees may be elected or appointed by the Board of Directors. No two offices may be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers shall be elected annually by the Board of Directors at the annual meeting of directors held after each annual meeting of members. Officers shall hold office until their successors have been duly elected and qualified unless sooner removed from office as provided herein.

Section 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. POWERS AND DUTIES OF PRESIDENT. The President shall be the chief executive officer of the corporation and shall have general supervision of the business of the corporation. He shall preside at all meetings of members and directors and discharge the duties of a presiding officer, shall present at each annual meeting of members a report of the business of the corporation for the preceding fiscal year, and shall perform whatever other duties the Board of Directors may from time to time prescribe.

Section 6. POWERS AND DUTIES OF VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him.

Section 7. POWERS AND DUTIES OF SECRETARY. The Secretary shall attend all meetings of the directors and of the members and

shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall keep the corporate seal of the corporation, and when directed by the Board of Directors, shall affix it to any instrument requiring it. He shall give, or cause to be given, notice of all meetings of the directors or the members and shall perform whatever additional duties the Board of Directors and President may from time to time prescribe.

Section 8. POWERS AND DUTIES OF TREASURER. The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate moneys and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation.

If required by the Board of Directors, the Treasurer shall furnish a bond satisfactory to the Board of Directors.

Section 9. DELEGATION OF DUTIES. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VI.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. Contracts, deeds, documents and instruments shall be executed by the President or the Vice President under the seal of the corporation affixed and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for their execution.

Section 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. SIGNING OF CHECKS AND NOTES. All checks, drafts, notes and demands for money shall be signed by the officer or officers as from time to time designated by the Board of Directors.

Section 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII.

INDEMNIFICATION AND LIABILITY PROVISIONS

Section 1. INDEMNIFICATION. The corporation may indemnify its directors, officers, employees and agents in the manner specified in Sections 47-22-65.1 to 47-22-65.5, inclusive, of the South Dakota Business Corporation Act.

Section 2. LIABILITY INSURANCE. The corporation may purchase and maintain insurance on behalf of any person specified in Section 47-22-65.6 of the South Dakota Business Corporation Act.

ARTICLE VIII.

AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The undersigned hereby certifies that the foregoing By-Laws were duly adopted as the By-Laws of South Dakota High School Baseball Association, Inc., on the 15 day of February, 2004.

Secretary