

**Bylaws of  
CLAIREMONT GIRLS FASTPITCH  
a California Nonprofit Public Benefit Corporation**

**ARTICLE 1 NAME.**

**Section 1.1. Name.** The name of this corporation is CLAIREMONT GIRLS FASTPITCH.

**ARTICLE 2 OFFICES.**

**Section 2.1. Principal Office.** The principal office of the corporation for the transaction of its business is located in the County of San Diego, California.

**Section 2.2. Change Of Address.** The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____, _____
_____	Dated: _____, _____
_____	Dated: _____, _____

**Section 2.3. Other Offices.** The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

**ARTICLE 3 PURPOSES.**

**Section 3.1. Objectives And Purposes.** The primary purposes of this corporation shall be to encourage girls to participate in the sport of softball through the operation of a girls softball league, and in so doing instill in girls the attributes that will make them better citizens of the United States of America, including friendship, leadership, sportsmanship and scholarship.

**Section 3.2. Non-Discrimination.** The programs of the corporation shall be open to all girls, regardless of race, color, creed or athletic ability, who otherwise meet any eligibility requirements that may be promulgated by the Board of Directors.

**ARTICLE 4 MEMBERS.**

**Section 4.1. Qualification And Classes Of Membership.** The corporation shall have one class of membership. The parents of any every eligible girl who plays on a Clairemont Girls Fastpitch softball team shall be a member of the corporation. Parents with more than one daughter who plays on a team shall not be entitled to multiple memberships or more than one vote per parent.

**Section 4.2. Terms.** Membership terms shall coincide with the fiscal year.

**Section 4.3. Rights Of Membership.** All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of officers or directors, the disposition of all or substantially all of the assets of the corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the corporation. In addition, those

members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. If the corporation is dissolved, all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation, and provision for any other payment required under applicable law, shall be distributed to a charitable organization recognized as exempt from taxation under section 501(c)(3) of the Internal Revenue Code that serves or provides educational or recreational services.

**Section 4.4. Member Dues, Fees And Assessments.** There shall be no membership dues other than fees for participation by a member's daughter on the corporation's softball teams.

**Section 4.5. Members In Good Standing.** A member whose daughter plays on a Clairemont Girls Fastpitch team shall be a member in good standing.

**Section 4.6. Resignation, Expiration And Suspension Of Membership.**

Section 4.6.1. A member may resign from membership at any time; provided, however, that resignation from membership shall not relieve the resigning member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered.

Section 4.6.2. A membership shall expire at the end of the calendar year unless the membership is renewed through meeting the requirements of Section 1 of this Article.

Section 4.6.3. A membership may be suspended:

- (1) If the Board has established terms and conditions for suspension of memberships upon a member's a request, and
- (2) a member has requested suspension of membership under those terms and conditions.

Section 4.6.4. A person whose membership is suspended shall not be a member during the period of suspension.

Section 4.6.5. Suspension of a membership shall not change the term of that membership.

**Section 4.7. Termination Of Membership.** A membership shall terminate on occurrence of any of the following events:

- (a) The member's failure to pay dues, fees or assessments as set by the Board within the period specified by the Board after they are due and payable;
- (b) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (c) Upon a member's death; or
- (d) Termination of membership under Section 8 of this Article based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation as may from time to time be established upon a vote of the Board or the membership, or has engaged in conduct materially and

seriously prejudicial to the corporation's purposes and interests.

**Section 4.8. Procedures For Termination And Suspension Of Membership.** If grounds appear to exist for suspending or terminating a member under Section 7 of this Article, the following procedure shall be followed:

Section 4.8.1. The Board shall give the member at least 15 days prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

Section 4.8.2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the termination should occur.

Section 4.8.3. The Board, committee or person shall decide whether the member should be terminated, expelled, sanctioned, or suspended in any way. The decision of the Board, committee or person shall be final.

Section 4.8.4. Any action challenging a termination, expulsion or suspension of membership, or a sanction, including a claim alleging defective notice, must be commenced within one year after the date of the termination, expulsion, suspension, or sanction.

Section 4.8.5. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a member's rights of membership if such member violates the statutory or constitutional rights of members or violates any other rule adopted by the Board necessary for the proper operation of the facility. Following such suspension, the Board shall comply with the notice and hearings provisions of this section 8.

**Section 4.9. Transfer Of Membership.** A membership may be transferred to a prospective member meeting the qualifications set forth in Section 1 of this Article; provided, however, that no member may transfer a membership or any right arising from it for value.

**Section 4.10. Meetings Of Members.** There shall be two (2) regular meetings of members per year, once in February for the purpose of presenting the next fiscal year's budget, and one in either of May or June, which shall be the annual meeting of members.

Section 4.10.1. At the annual meeting, directors and officers shall be elected and other proper business may be transacted, subject to Sections 11 and 12 of this Article.

**Section 4.11. Special Meetings.** The Board, the President, or five percent (5%) or more of the voting power of the members, may call a special members meeting for any lawful purpose at any time.

Section 4.11.1. A special members meeting called by any member entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, the Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be

at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a members meeting may be held when the meeting is called by the Board.

Section 4.11.2. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

**Section 4.12. Notice Of Meetings.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting, and the general nature of the matters to be voted on at that meeting. The notice of any meeting at which officers or directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 4.12.1. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation;
- (4) Electing to wind up and dissolve the corporation;
- (5) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any organization in which a director has a material financial interest; or
- (6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles or Bylaws, when the corporation is in the process of winding up.

Section 4.12.2. Notice of any members' meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date (except in the case of a special meeting, in which case any contrary provisions specified in Section 4.11.1 of this Article shall prevail). The notice shall be given either personally, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either:

- (1) Notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office, or
- (2) Notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Section 4.12.3. An affidavit of mailing of any notice of any members meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant

Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

**Section 4.13. Quorum.** Twenty percent (20%) of the members' votes represented and voting shall constitute a quorum for the transaction of business at any members meeting. Attendance for the purpose of establishing a quorum may be made by proxy or in person by a representative of a member organization duly authorized by that member to cast his or her voting power at such meeting.

**Section 4.14. Voting.** Subject to the California Nonprofit Public Benefit Corporation Law, all members in good standing on the record date as determined under Section 4 of this Article shall be entitled to vote at any members meeting; provided, however, that the only matters that may be voted upon at any members meeting shall be those for which the general nature of the matter to be voted on was provided in the notice of the meeting.

Section 4.14.1. Each member entitled to vote may cast one vote on each matter submitted to a vote of members.

Section 4.14.2. Voting may be by voice or by ballot, except that any election of officers or directors must be by ballot if demanded before the voting begins by any member eligible to vote at the meeting.

Section 4.14.3. If a quorum is present, the affirmative vote of a majority of the members' votes represented and voting represented at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law, these Bylaws, or the Articles of Incorporation.

**Section 4.15. Waiver Of Notice.**

Section 4.15.1. The transaction of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if:

- (1) a quorum is present either in person or by proxy, and
- (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.12.1 of this Article, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.15.2. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if the objection is expressly made at the meeting.

**Section 4.16. Actions By Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

**Section 4.17. Action By Written Ballot.** Any action that members may take at any members' meeting may also be taken without a meeting by complying with this Section 16 of this Article.

Section 4.17.1. This corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 11(c) of this Article. All solicitations of votes by written ballot shall:

- (1) State the number of responses needed to meet the quorum requirement;
- (2) State, with respect to ballots other than for election of officers or directors, the percentage of approvals necessary to pass the measure or measures; and
- (3) Specify the time by which the ballot must be received in order to counted.

Section 4.17.2. Each ballot so distributed shall:

- (1) Set forth the respective member's number of votes and the total number of votes eligible to be cast;
- (2) Set forth the proposed action;
- (3) Give the members an opportunity to specify approval or disapproval of each proposal; and
- (4) Provide a reasonable time in which to return the ballot to the corporation.

In addition, if the corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

Section 4.17.3. In any election of officers or directors, a written ballot that a member marks "withhold," or otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

Section 4.17.4 Approval by written ballot shall be valid only when:

- (1) The number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
- (2) The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

Section 4.17.5. A written ballot may not be revoked.

Section 4.17.6. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least 4 years.

**Section 4.18. Record Date.** For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:

- (1) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting; provided, however, that in the case of a special meeting, any contrary provisions specified in section 4.11.1 of this Article shall prevail.
- (2) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- (3) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (4) Taking any other action shall be no more than 60 days before that action.

Section 4.18.1. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a members meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

Section 4.18.2. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

Section 4.18.3. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 4.18.4. For purposes of Section 17 of this Article, a person holding a membership at the close of business on the record date shall be a member of record.

**Section 4.19. Proxies.** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, telegraphic transmission, or otherwise.

Section 4.19.1. If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of officers or directors, any form of proxy that a member marks "withhold," or otherwise marks in a

manner indicating that authority to vote for the election of officers or directors is withheld, shall not be voted either for or against the election of an officer/director.

Section 4.19.2. Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include:

- (1) amendments to the Articles of incorporation;
- (2) amendments to the Articles or Bylaws changing proxy rights;
- (3) removal of directors without cause;
- (4) filling vacancies on the Board of Directors;
- (5) the sale, lease, exchange, conveyance, transfer, or other disposition of all, or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities;
- (6) the principal terms of a merger or the amendment of a merger agreement;
- (7) the election to dissolve the corporation;
- (8) contracts or transactions between the corporation and one or more directors or between the corporation and an entity in which a director has a material financial interest; or
- (9) a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

Section 4.19.3. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code section 5613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

- (1) It is revoked by the member executing it before the vote is cast under that proxy,
  - (a) by a writing delivered to the corporation stating that the proxy is revoked,
  - (b) by a subsequent proxy executed by that member and presented to the meeting, or
  - (c) as to any meeting, by the member's personal attendance and voting at the meeting; or
- (2) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

**Section 4.20. Adjournment And Notice Of Adjourned Meetings.** Any members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members' votes represented and voting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which



the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.

## **ARTICLE 5 DIRECTORS.**

**Section 5.1. Board of Directors.** The Board of Directors (herein also called the "Directors" or "Board") is comprised of the Executive Officers and Directors-At-Large as defined within these Bylaws. The Board shall be Members in good standing with the League and shall number no less than five (5) and no greater than sixteen (16). The Board of Directors shall exercise or delegate any powers not specifically addressed within these Bylaws or any other such powers as adopted by the Board.

Section 5.1.1. Executive Officers. The Executive Officers (herein also called the "Officers") shall consist of five (5) Officers described in Article 6 and elected annually as specified within these Bylaws. The Officers shall include the President, Vice-President, Secretary, Treasurer, and Player Agent. Officers shall not be related to each other nor shall they have any coaching duties except as outlined in the League's Rules and Regulations. Executive Officers shall be limited to serving two consecutive elected terms in the same office; this does not preclude them from serving the Board in another position or from returning to an office previously held. The Executive Officers shall exercise or delegate only such powers as are specifically addressed by these Bylaws or any other such powers specifically granted them by the Board.

Section 5.1.2. Directors-At-Large. The Directors-At-Large shall consist of no more than eleven (11) Directors elected by the membership. These positions shall include the Umpire-In-Chief, Director of Safety, and a representative of each division, including 14-U, 12-U, 10-U, 8-U, and Pee Wee , who shall be identified as the "Division Representative Directors."

**Section 5.2. Powers and Limitations.** Subject to limitations of the laws of the State of California and the City of San Diego, the Articles of Incorporation, these Bylaws and the Rules and Regulations adopted by the League, the activities and affairs of the League shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 5.2.1. The Board shall keep a complete record of all their minutes, acts, and proceedings of the membership and make available to the membership the assets, liabilities, and general condition of the League's affairs.

Section 5.2.2. Directors shall not receive any stated salary for their services as Board Members, however, nothing herein shall be construed to preclude any Director from servicing the League in any other capacity and in receiving compensation thereof other than as prohibited by these Bylaws or the law.

Section 5.2.3. The Board shall designate a bank or trust company with which the Officers of the League shall deposit the funds of the League. The Board shall also designate the manner in which checks on the banks accounts shall be signed and endorsed.

Section 5.2.4. The Board shall be responsible for reviewing budgets submitted by the Budget Committee for the purpose of establishing an annual budget to be in place before the start of the League's fiscal year on August 1.

Section 5.2.5. The Board shall have the power to incur indebtedness within the limits established by the Board and the Budget Committee and the laws of the State of California. The terms and amount of such indebtedness shall be reported at the next meeting of the Board and be entered into the minutes of the meeting.

Section 5.2.6. Directors shall continue to perform their duties throughout their entire term of service to include all of the League's softball programs and events. This shall include, but not be limited to, the Spring Recreational, All Star, Winterball, and Travel programs.

Section 5.2.7. The Board shall be responsible for the drafting, adoption, and amendment of the League's Rules and Regulations under whose guidance the League shall conduct its business and operations.

**Section 5.3. Conflict of Interest.** If any member of the Board, during the course of their duties, finds themselves the subject of any real or perceived conflict of interest, that Member shall immediately notify the President and recuse themselves from any Board action or duty affected by said conflict of interest. The President shall appoint a temporary substitute from among the existing Board Members to perform said duties. If the conflict of interest permanently interferes with the Member's duties the Member shall be expected to resign their office. If this does not occur, the Board shall pursue removal in accordance with Section 5.6 of these bylaws.

Section 5.3.1. **Restriction Regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5.3.2. **Contracts With Directors And Officers.** No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless:

- (a) The material facts as to the transaction and as to that director's financial interest in such contract or transaction, or as to that director's common directorship, officership, or financial interest, are fully disclosed or known to the members and such contract or transaction is authorized in good faith by a majority of the members with the interested director not entitled to vote thereon; or
- (b) The material facts as to the director's financial interest in such contract

or transaction, or as to that director's common directorship, officership, or financial interest, are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such transaction or contract, and such transaction or contract is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested director.

Section 5.3.4. Loans To Directors And Officers. This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the corporation or its parent, affiliate or subsidiary unless:

- (a) The Board decides that the loan or guaranty may reasonably be expected to benefit the corporation; and
- (b) Before consummating the transaction or any part of it, the loan or guaranty is approved either by the members, without counting the vote of the director or officer, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guaranty.

**Section 5.4. Election of Officers or Directors.** Members of the Board shall be elected at a Meeting of the General Membership. Election notification shall be posted at least one (1) month prior to the election.

Section 5.4.1. Nominations. The Board shall appoint an Election Committee consisting of one Board Member and 2 non-Board Members at least one (1) month prior to the election. The Election Committee shall nominate a slate of proposed Officers or Directors for consideration by the General Membership and such slate shall be posted at least two (2) weeks prior to the election. Additional nominations will be accepted up to one (1) week prior to the election. Letters of Nomination must be delivered to the League Secretary and include the signatures of two members other than the nominee. All nominees must have given consent to the nomination and be Members in good standing.

Section 5.4.2. Election. The election shall be held during Closing Day ceremonies or other such widely attended event at or near the close of the season. Such event shall also be known as the annual meeting as set forth in Section 4.10.1. The League Secretary shall maintain the voting rolls during the election and ensure that no Member shall vote more than once. Proxy votes will be accepted as set forth in Section 4.19, above. Write in candidates will be accepted. The Election Committee will count the ballots and post the results no later than the following day. In the event of a tie, a runoff election shall be held at a Special General Membership Meeting to be called immediately according to the provisions in Section 4.11.1. The League Secretary shall record all results of any election and enter them into the League's records.

**Section 5.5. Term of Service.** Members of the Board, either elected or appointed, shall take office on August 1 of the year of their election or appointment and shall serve for a period of one (1) year or until a successor is elected or appointed. Members of the Board are expected to fulfill their duties throughout the entire calendar year to include all softball seasons during which play is conducted and operated by the League. Except as otherwise provided herein, there shall be no limit to the number of terms an eligible member may serve as a director of this corporation.

**Section 5.6. Removal From Office.** The General Membership may remove any or all Members of the Board for any or no reason upon a two-thirds (2/3) vote of eligible Members at any General Membership Meeting or at a Special Members Meeting called for such purpose in accordance with these Bylaws. Notification of termination shall be delivered to the Member by First Class Mail. Removal from the Board does not affect the Member's status within the General Membership.

**Section 5.7. Resignation.** Any Member of the Board may resign by notifying in writing the League Secretary. Resignation does not affect the Member's status within the General Membership.

**Section 5.8. Vacancies.**

5.8.1. Vacancies on the Board shall exist:

- (a) On the death or resignation of any director;
- (b) Whenever the number of authorized directors is increased;
- (c) Upon a failure of the members, at any members meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting;
- (d) On the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s) with good cause; or
- (e) On the declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 *et seq.* of the California Nonprofit Corporation Law.

5.8.2. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General of the State of California.

5.8.3. No reduction of the number of authorized directors shall have the effect of removing any director before that director's term of office expires.

5.8.4. Except for a vacancy created by the removal of a director by the members, a vacancy may be filled by a vote of the Board. In the event that the Office of the President becomes vacant, the Vice President will automatically assume the duties of the presidency for the unexpired term. All other vacancies on the Executive Officers may be filled by a recommendation made by the Executive Officers to the Board of Directors and affirmed by a majority vote of the remaining Members of the Board. The Board may appoint a non-voting Acting Executive Officer to fulfill the duties of the vacancy for no longer than thirty (30) days from the date of the vacancy.

## ARTICLE 6 OFFICERS.

**Section 6.1. Number Of Officers.** The officers of the corporation shall be a President, a Vice-President, a Secretary, a Chief Financial Officer who shall be designated the Treasurer, and a Player Agent. The corporation may also have, as determined by the Board, one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers.

**Section 6.2. Qualification, Election, And Term Of Office.** Any member in good standing may serve as an officer of this corporation. Except those officers appointed in accordance with the provisions of Section 6.3 of this Article, officers shall be elected by the membership at the annual members meeting and shall serve at the pleasure of the members, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

**Section 6.3. Subordinate Officers.** The Board may appoint, and may authorize the President to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

**Section 6.4. Removal And Resignation.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

Section 6.4.1. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the corporation.

**Section 6.5. Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. A person so appointed to a vacant office (appointed by the President and elected by the Board) shall hold that office until the next annual meeting of the members or until his or her death, resignation or removal from office. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### **Section 6.6. Duties Of President.**

Section 6.6.1 The President shall be the chief executive officer of the corporation and subject to the control of the Board, shall be the general manager of the corporation and shall generally supervise, direct and control the corporation's activities, affairs, and officers. The President shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

Section 6.6.2 In addition, the President shall preside at all meetings of the Board and at meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

**Section 6.7. Duties Of Vice President.** In the absence or disability of the President, the Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

**Section 6.8. Duties Of Secretary.** The Secretary shall:

Section 6.8.1. Certify and keep at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.

Section 6.8.2. Keep, or cause to be kept, at the principal office of the corporation or at such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the Board and committee meetings.

Section 6.8.3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Section 6.8.4. Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws, and by the Board.

Section 6.8.5. Exhibit at all reasonable times to any director or member of the corporation, or to his or her agent or attorney, on request therefore, these Bylaws and the minutes of the proceedings of the directors of the corporation.

Section 6.8.6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

**Section 6.9. Duties Of Treasurer.** Subject to the provisions of Article 8, the Treasurer shall:

Section 6.9.1. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 6.9.2. Send or cause to be given to the directors and members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

Section 6.9.3. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the Board may designate, and (2) disburse, or cause to be disbursed, the corporation's funds as the Board may order.

Section 6.9.3. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.

Section 6.9.4. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Section 6.9.5. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 6.9.6. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 6.9.7. Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

**Section 6.10. Duties Of The Player Agent.** It shall be the duty of the Player Agent to direct and/or coordinate all player registration and assignment.

Section 6.10.1. The Player Agent shall direct and coordinate all league registration activities in accordance with the League's eligibility rules.

Section 6.10.2. The Player Agent shall maintain a complete and current file of all player information, registration forms, and birth certificates. Player information shall be maintained in electronic format and submitted to the League Secretary. Player information shall be kept confidential and not released for reasons other than League business.

Section 6.10.3. The Player Agent shall provide the Division Representative Directors with player evaluation forms for player assessment purposes or tryouts.

Section 6.10.4. The Player Agent shall assist the Division Representative Directors during the player assignment or draft process.

Section 6.10.5. The Player Agent shall handle, with the appropriate Division Representative Director, all player reassignments, late registrations, or player shortages.

**ARTICLE 7 – DIRECTORS-AT-LARGE.**

**Section 7.1. Division Representative Directors.** It shall be the duty of the Division Representative Directors to conduct all administrative and operational matters pertaining to the division(s) to which they are assigned. There shall be five (5) Division Directors, one (1) each representing the Pee Wee Division, 8-U Division, 10-U Division; 12-U Division; and 14-U Division.

Section 7.1.1. Division Representative Directors shall oversee the tryouts or player evaluations for their division.

Section 7.1.2. Division Representative Directors shall conduct the player assignment or draft process for their division.

Section 7.1.3. Division Representative Directors shall assist the Player Agent with all player reassignments, late registrations, or player shortages within their division.

Section 7.1.4. Division Representative Directors shall handle all complaints, problems, and other administrative issues within their divisions to the extent of their abilities and powers and in accordance with the League's Rules and Regulations.

Section 7.1.5. Division Representative Directors shall be members of the Coaching and Training Committee.

**Section 7.2. Umpire-In-Chief.** It shall be the duty of the Umpire-In-Chief to schedule umpires for all League games and events.

Section 7.2.1. The Umpire-In-Chief shall prepare a field schedule for both games and team practices for all League play, and shall schedule umpires to officiate all League games and shall reschedule umpires due to cancelled and/or rescheduled games. Umpires shall be affiliated with the League or obtained from outside agencies.

Section 7.2.2. The Umpire-In-Chief shall ensure that all League umpires receive appropriate training.

Section 7.2.3. The Umpire-In-Chief shall evaluate the performance of all League umpires and monitor the performance of contracted umpires.

Section 7.2.4. The Umpire-In-Chief shall work with the Tournament and Events Committee to provide umpires at all tournaments which the League is conducting.

Section 7.2.5. The Umpire-In-Chief shall be a member of the Protest Committee and Rules Committee.

**Section 7.3. Safety Director.** It shall be the duty of the Safety Director to receive and process any and all claims for injury and or property damage related to league activity, and shall be the primary contact for members, parents and/or insurers regarding any and all such claims. Further, its shall be the duty of the Safety Director to ensure that all League teams are supplied with the required safety equipment.



## **ARTICLE 8. STANDING COMMITTEES.**

**Section 8.1. Executive Committee.** The Board may, by a vote of directors, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (1) The filling of vacancies on the Board or on any committee that has the authority of the Board;
- (2) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (3) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (4) The appointment of committees of the Board or the members thereof.
- (5) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (6) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

Section 8.1.1. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

**Section 8.2. Rules and Regulations Committee.** It shall be the duty of the Rules and Regulations Committee to review the League rules and make recommendations for changes to the Board. The Committee shall consist of two (2) individuals appointed by the Executive Board, the Vice-President, the Umpire-In-Chief, and a representative of the Coaching and Training Committee. The Chairman shall be the Vice President.

Section 8.2.1. The Committee shall review the League rules and regulations and make recommendations for changes to the Board of Directors at the November meeting.

Section 8.2.2. The Committee shall interpret existing rules and regulations of the League, as long as such interpretation does not involve an official protest.

Section 8.2.3. The Committee shall meet on a regular basis, no less than monthly, prior to submission of their recommendations to the Board. The Committee shall meet at least one more time prior to the Annual Meeting of the Membership to evaluate rules and make recommendations for changes.

Section 8.2.4. The Committee shall be provided information on any and all protests filed during the season and shall provide two members to serve on every protest committee called for service.

**Section 8.3. Coaching and Training Committee.** It shall be the duty of the Coaching and Training Committee to administer and supervise the screening, selection, training, and

performance of prospective and active coaches for the League. The Committee shall consist of the five (5) Division Directors. The Chairman shall be selected by the Committee Members at their first meeting.

Section 8.3.1. The Committee shall recommend to the Board for approval a coaches roster for each division based upon the selection criteria set forth in the League Rules and Regulations and shall notify said coaches of their approval.

Section 8.3.2. The Committee shall conduct training for the coaches, assistant coaches, and managers of League teams as well as a series of player's clinics to be held throughout the Spring recreational season.

Section 8.3.3. The Committee shall investigate any Member complaint made in writing to the League. The Committee shall also recommend any warranted disciplinary action or removal to the Board and fill any coaching vacancies that may arise.

Section 8.3.4. The Committee shall select a representative to serve on the Board's Rules and Regulations Committee.

Section 8.3.5. The Committee shall meet on a regular basis, no less than monthly, throughout the year.

**Section 8.4. Protest Committee.** It shall be the duty of the Protest Committee to review and rule on all protests properly filed with the League as specified in the League's Rules and Regulations. The Committee shall consist of the Vice President, the Director or Assistant Umpire-In-Chief, two (2) members of the Rules and Regulations Committee, and a Division Representative Director as follows: the Division Representative Director of 14-U shall join the Protest Committee to hear protests filed in the 12-U division; the Division Representative Director of 12-U shall join the Protest Committee to hear protests filed in the 10-U division; the Division Representative Director of 10-U shall join the Protest Committee to hear protests filed in the 8-U division; and, the Division Representative Director of 8-U shall join the Protest Committee to hear protests filed in the 14-U division. Members shall be appointed by the President at the time the protest is properly filed with Members that do not create a conflict of interest. The Chairman shall be the Vice President.

**Section 8.5. Budget Committee.** It shall be the duty of the Budget Committee to submit and periodically review the League's budget. The Committee shall consist of the Treasurer and four (4) individuals appointed by the Executive Board. The Chairman shall be the Treasurer.

Section 8.5.1. The Committee shall present an annual budget of planned revenues and expenditures for the upcoming year to the Board for approval during the October meeting.

Section 8.5.2. The Committee shall regularly review the budget throughout the fiscal year and recommend changes in the operating budget.

Section 8.5.3. The Committee shall recommend any changes in registration or other fees charged by the League to its Members.

Section 8.5.4. The Committee shall serve as an ad hoc Financial Aid Committee for implementing the League's aid for participants who may not have the financial means to participate in the League program, in accordance with the policies adopted by the Board.

**Section 8.5. Other Advisory Committees.** The corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

**Section 8.6. Meetings And Action Of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 9. MEETINGS.**

**Section 9.1. Place Of Meetings.** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the corporation. Any meeting of the Board, regular or special, may be held by conference telephone, or similar communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate concurrently with all other members;
- (b) Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose and object to, a specific action to be taken by the corporation; and
- (c) The Board has adopted and implemented a means of verifying both of the following:
  - (1) A person communicating by telephone, video conference, or other communication equipment, is a director entitled to participate in the Board meeting; and
  - (2) All statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.

### **Section 9.2. Regular And Annual Meetings.**

- (a) The annual meeting of the incoming Board shall be held immediately upon the conclusion of the annual members meeting and the conclusion of the election of said Board. The annual meeting of the Board shall be held for purposes of organization and transaction of other business. Notice of this meeting is not required.
- (b) Regular meetings of the directors shall be held monthly, at a place and time to be determined by the directors. Other general meetings of the Board may be held with notice as provided in Sections 9.3 and 9.4 of this Article.

**Section 9.3. Special Meetings.**

Special meetings of the Board may be called by the President, a Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

**Section 9.4. Notice Of Meetings.**

Section 9.4.1. Regular meetings of the Board may be held with fourteen days' notice by:

- (1) first-class mail, postage prepaid;
- (2) personal delivery of written notice;
- (3) delivery by overnight courier or private delivery service that can be and is confirmed;
- (4) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- (5) telegram;
- (6) confirmed facsimile;
- (7) confirmed electronic mail; or
- (8) other electronic means that can be and is confirmed.

Section 9.4.2. All such notices shall be given or sent to each director's address, telephone number or electronic mail address as shown on the corporation's records.

Section 9.4.3. Special meetings of the Board shall be held upon four (4) days' notice from the date and time of postmark before the time set for the meeting if by first-class United States mail, or forty-eight (48) hours' notice delivered by any other means listed in the paragraph immediately above.

Section 9.4.4. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

**Section 9.5. Contents Of Notice.** Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

**Section 9.6. Waiver Of Notice And Consent To Holding Meetings.** Notice of a meeting of the Board need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes

of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

**Section 9.7. Quorum For Meetings.**

Section 9.7.1. A majority of the number of directors in office shall constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 9.7.2. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 9.7.3. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9.4 of this Article.

**Section 9.8. Majority Action As Board Action.**

Section 9.8.1. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointment to committees of the Board; and
- (d) indemnification of directors.

**Section 9.9. Conduct Of Meetings.** Meetings of the Board shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

**Section 9.10. Action By Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action; provided, however, that the consent of any director who has a material financial interest

in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

## **ARTICLE 10. INDEMNIFICATION AND INSURANCE**

**Section 10.1. Non-Liability Of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 10.2. Indemnification By Corporation Of Directors, Officers, Employees And Other Agents.**

Section 10.2.1. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in that section of the Corporations Code.

Section 10.2.2. On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 10.2.3. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

**Section 10.3. Insurance For Corporate Agents.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

## **ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.**

**Section 11.1. Execution Of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 11.2. Checks And Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

**Section 11.3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

**Section 11.4. Gifts.** The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL.**

**Section 12.1. Maintenance Of Corporate Records.** The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the corporation is required, by statute or regulation, to make generally available to the public.

**Section 12.2. Corporate Seal.** The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**Section 12.3. Directors' Inspection Rights.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

**Section 12.4. Members' Inspection Rights.** Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested;
- (2) Obtain from the Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list

available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

Section 12.4.1. The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method if reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

Section 12.4.2. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Section 12.4.3. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation

**Section 12.5. Right To Copy And Make Extracts.** Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

**Section 12.6. Annual Report.** The Board shall cause an annual report to be made available not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors and members of the corporation, which report shall contain the following information in appropriate detail:

- (a) A balance sheet as of the end of the fiscal year, an income statement, and a statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;
- (b) A statement of the place where the names and addresses of current members are located; and
- (c) Any information required by Section 7 of this Article.

Section 12.6.1. This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

Section 12.6.2. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

**Section 12.7. Annual Statement Of Certain Transactions And Indemnifications.** As part of the annual report to all directors and members, or as a separate document if no annual report is issued, the corporation shall, within one hundred twenty (120) days after the end of the corporation's fiscal year, annually prepare and mail or deliver to all of its members, and furnish



to each director, a statement of any transaction or indemnification of the following kind:

Section 12.7.1. Unless approved by the members under Corporations Code section 5233(a), any transaction (i) to which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purposes, an "interested person" is either:

- (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
- (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

Section 12.7.2. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interest person is a partner, only the interest of the partnership need be stated.

Section 12.7.3. Any indemnification, loan, guaranty or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 5.3.4 of Article 5 or Section 10.2 of Article 10 unless the indemnification, loan, guaranty, or advance has already been approved by the members, or the loan or guaranty is not subject to Corporations code section 5236(a) or 5236(a).

## **ARTICLE 13 FISCAL YEAR.**

**Section 13.1. Fiscal Year Of The Corporation.** The fiscal year of the corporation shall begin on the first (1st) day of August in each calendar year and end on the thirty-first (31st) day of July in the following calendar year.

## **ARTICLE 14 AMENDMENT OF BYLAWS.**

### **Section 14.1. Amendment.**

Section 14.1.1. Subject to any provision of law applicable to the amendment of Bylaws of a California Nonprofit Corporation and subject to the members' rights under these Bylaws and the limitations set forth below, the Board, by a vote of the majority of directors then in office, may adopt, amend, repeal, or adopt new, bylaws.

Section 14.1.2. Any amendment of the bylaws that must be approved by the members shall be approved by a majority of the members' vote represented and voting.

Section 14.1.3. Once members have been admitted to the corporation, the Board may not, without the members' approval, specify or change any bylaw that would:

- (1) Fix or change the minimum or maximum number of directors;
- (2) Fix or change the authorized number of directors; or
- (3) Change from a fixed number of directors to a variable number of directors or

vice versa.

Section 14.1.4. Without the approval of the members, the Board may not adopt, amend or repeal any bylaw that would:

- (1) Allow any director to hold office by designation or selection rather than by election of the members;
- (2) Extend or increase a directors' term of office;
- (3) Increase the quorum for members' meeting;
- (4) Repeal, restrict, create, expand, or otherwise change proxy rights;
- (5) Authorize cumulative voting; or
- (6) Extend a director's term beyond that for which the director was elected.

Section 14.1.5. Any new bylaws, or adoption, amendment, repeal of the bylaws, that would:

- (1) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of a class of member as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (2) Materially and adversely affect a class of member as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (3) Increase or decrease the number of memberships authorized for a class;
- (4) Increase the number of memberships authorized for another class;
- (5) Effect an exchange, reclassification, or cancellation of all or part of the memberships of a membership class; or
- (6) Authorize a new class of memberships, shall require the approval by the members of the affected class in addition to any other approvals that may be required.

Section 11.1.6. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

## **ARTICLE 15 AMENDMENT OF ARTICLES.**

**Section 15.1. Amendment Of Articles.** Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the members' votes represented and voting.

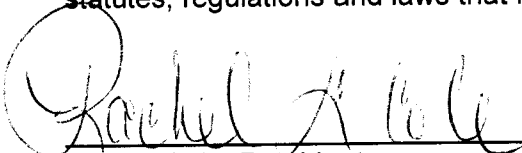
**Section 15.2. Certain Amendments.** Notwithstanding Section 1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 16 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS.**


**Section 16.1. Prohibition Against Sharing Corporate Profits And Assets.** No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

**ARTICLE 17 CONSTRUCTION AND DEFINITIONS.**

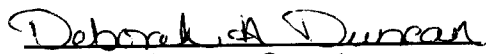
**Section 17.1. Construction And Definition.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

  
Rachel Cole, President

  
Lorene Whitley, Treasurer

  
Patricia Estrada, Vice President

  
Carol Lathrop, Player/Agent

  
Deborah Duncan, Secretary

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