

**BYLAWS OF
GIRLS FASTPITCH SOFTBALL OF OCEANSIDE,
A California Nonprofit Public Benefit Corporation**

ARTICLE 1. NAME

Section 1.1 Corporation Name. The name of this corporation is GIRLS FASTPITCH SOFTBALL OF OCEANSIDE.

ARTICLE 2. PURPOSES/MISSION

Section 2.1 Purposes and Mission of Corporation. The purposes and mission of the corporation are to teach the sound fundamentals of girls' softball, to coach, encourage and demonstrate good sportsmanship, character and respect, and to encourage healthy competition while enhancing abilities. Emphasis shall be on education, participation, sportsmanship, enjoyment of the game, working together as a team, and the physical and mental development of each participant.

Section 2.2 Affiliation with Amateur Softball Association. The corporation shall be a member of the Amateur Softball Association (ASA) and, subject to the corporation's Rules and Regulations and unless the corporation's Board of Directors modifies specific rules, play within the corporation shall be governed by ASA Rules.

Section 2.3 Purposes of Bylaws. The purpose of these Bylaws is to set forth the organizational structure of the corporation, to promote consistency and fairness with respect to the corporation business and decision-making, and to promote continuity for the corporation government and organization. Other documents which set forth the corporation policies, rules, regulations, and procedures include the Articles of Incorporation, Rules and Regulations (and all documents incorporated therein), Codes of Conduct for players, parents and coaches, and the documented process for the selection of All-Stars and regular season player draft.

ARTICLE 3. MEMBERS

Section 3.1 Membership. The corporation shall have no statutory members. All rights that would otherwise vest in the members of the corporation shall vest in the directors of the corporation. In the discretion of the directors, the directors may establish classes of affiliation to the corporation identified as members, members, delegates, associates, affiliates and the like, but persons who are given such status with respect to the corporation shall not be deemed to be "members" within the meaning of Section 5056(a) of the California Nonprofit Corporation Law.

Section 3.2 Qualification of Non-statutory Members. The corporation has elected to establish a class of affiliation to the corporation identified as "members," but such members shall not constitute members with the meaning of Section 5056(a) of the California Nonprofit Corporation Law. Membership shall be limited to the parents or legal guardians of individuals then registered with the corporation as players. Each player shall be represented by only one member, and each member shall have only one vote (i.e., one member per player, one vote per member). Members shall represent the players at all meetings of the members, shall be afforded the right to vote at meetings of members on such matters as are reserved to the members, and such other privileges as are set forth in these Bylaws and the Rules and Regulations and other policies established and adopted by the Board of Directors from time to time.

Section 3.3 Power of Members. Members shall be entitled to attend all annual, regular and special meetings of members. Members shall be informed about the activities of the corporation on a regular basis as determined by the board of directors. The sole power of the members is the power to elect the directors of the corporation as set forth in this Article 3.

Section 3.4 Place of Meetings. All meetings of members shall be held at the principal executive office of the corporation, at the place specified in the notice or at any other place within or without the State of California designated by the board of directors.

Section 3.5 Notice of Meetings. Written notice of every meeting of the members shall be given to each member entitled to vote at such meeting, either personally or by email, mail, or other means of written communication reasonably determined by the board of directors.

Section 3.6 Annual Meeting. The annual meeting of members shall be held on a date fixed by the board of directors. At annual meetings of members, directors shall be elected and reports of the affairs of the corporation shall be considered.

Section 3.7 Special Meetings. Special meetings of members may be called at any time by the chairman of the board or the president, or by the board of directors, for the purposes of filling vacancies on the board of directors or informing the members of the activities of the corporation.

Section 3.8 Adjourned Meetings. Any meeting of members, whether or not a quorum is present or has been established, may be adjourned from time to time by the vote of a majority of the members who are either present in person or represented by proxy. When any meeting of members is adjourned for forty-five (45) days or more, or a new record date for the adjourned meeting is fixed, notice of the adjourned meeting shall be given as in the case of an original meeting as specified in Section 3.5 of this Article 3. If a meeting of members is adjourned for a total of less than forty-five (45) days, notice of the time and place of the adjourned meeting or the business to be transacted need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

Section 3.9 Quorum. No minimum number of members is necessary to constitute a quorum for the transaction of business. Rather, the presence in person or by proxy at any members meeting of any members entitled to vote at such members meeting shall constitute a quorum for the transaction of business. Members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of other members.

Section 3.10 Action by Written Consent without a Meeting. Any action that may be taken by the members at a meeting under these bylaws may be taken by the unanimous written consent of the members without a meeting.

Section 3.11 Election of Directors. A nominating committee established by the board of directors shall nominate candidates to serve as members of the board of directors of the corporation. In addition, each member of the corporation shall be entitled to nominate a qualified member for election to the board of directors, including himself or herself. Each member nominated for election to the board of directors shall be eligible for election and placed on the ballot if the nomination is seconded by another member and if the nominated member accepts the nomination. Every member shall be entitled to vote for one person for each vacancy on the board of directors. Members shall not cumulate and give all of their votes to a single candidate. In any election of directors, the candidates receiving the highest number of votes of the members entitled to vote for them are elected. Elections of directors shall be by ballot, which may be accomplished by mail or other method, provided, however that all members are afforded the right to vote.

Section 3.12 Proxies. Every member entitled to vote in an election of directors shall have the right to do so in person or by an agent authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the secretary of the corporation; provided the proxy shall be valid only if executed in favor of another person who is a member of the corporation. Any proxy executed is not revoked and continues in full force and effect until (i) a writing stating that the proxy is revoked or a duly executed proxy bearing a later date is filed with the secretary of the corporation prior to the vote pursuant thereto; (ii) the person executing the proxy attends the meeting and votes in person; or (iii) written notice of the death or incapacity of the maker of such proxy is received by the corporation before the vote pursuant thereto is counted; provided that no proxy shall be valid (i) after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force, or (ii) the holder of such proxy ceases to be a member of the corporation.

Section 3.13 Inspectors of Election. In advance of any meeting of members, the board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the chairman of any meeting of members may, and on the request of any member or a member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall either be one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. The inspectors of election shall determine the number of members entitled to vote, the members represented at the meeting, the existence of a quorum and the authenticity, validity and effectiveness of proxies; receive votes, ballots or consents; hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents; determine when the polls shall close; determine the result; and do such acts as may be proper to conduct the election or vote with fairness to all members. In the determination of the validity and effect of proxies, the dates contained on the forms of proxy shall presumptively determine the order of execution regardless of the postmark dates on the envelopes in which they are mailed. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are

three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

ARTICLE 4. DIRECTORS

Section 4.1 Powers. Subject to the limitations of the articles of incorporation, the business and affairs of the corporation shall be managed and all the corporate powers shall be exercised by or under the direction of the board of directors. The board of directors may delegate the management of the day-to-day operation of the business of the corporation to the officers of the corporation or other person or persons provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors. Without prejudice to such general powers, but subject to the same limitations, the directors shall have the following powers:

First: To select and remove all of the officers, agents and employees of the corporation; prescribe such powers and duties for them as may be consistent with law, the articles of incorporation and these bylaws; fix their compensation, if any; and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor consistent with law, the articles of incorporation or these bylaws, as they may deem best.

Third: To change the principal executive office and the principal office for the transaction of business of the corporation from one location to another and to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California.

Fourth: To designate any place within or without the state for the holding of any meeting or meetings of directors and/or members.

Fifth: To adopt, make and use the corporate seal and to alter the form of such seal from time to time as in their judgment they deem best, provided such seal shall at all times comply with the provisions of law.

Sixth: To adopt, amend and repeal these bylaws as set forth in ARTICLE 7.

Seventh: To cause the corporation to take actions in furtherance of the charitable purposes of the corporation as set forth in the corporation's articles of incorporation.

Eighth: To cause the corporation to participate with others in any legally-permissible partnership, joint venture or other association, transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others, so long as such participation does not jeopardize the corporation's tax exempt status and is intended to further the charitable purposes set forth in the corporation's articles of incorporation.

Ninth: To cause the corporation to act as trustee under any trust incidental to the principal objects of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust.

Section 4.2 Number and Qualifications of Directors. The authorized number of directors shall be five (5) until changed by amendment of the articles of incorporation or by an amendment of this section that is duly approved or ratified by the affirmative vote of a majority of the members of the board of directors at a duly held meeting at which a quorum is present or by written consent in conformity with Section 4.14 of this ARTICLE 4. Each director shall be and continuously remain a member of the corporation. If a director ceases to be a member, such person immediately shall cease to be a director and the office held by such person as a director shall become vacant without the necessity of corporate action.

Notwithstanding any other provision of these bylaws, not more than 49 percent of the persons serving on the board of directors may be "interested persons." For purposes of this paragraph, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time 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 4.3 Election and Term of Office. The directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held or the directors are not elected at the annual meeting, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until the next annual meeting of members and until their respective successors have been elected and qualified, subject to the California Nonprofit Public Benefit Corporations Law and the provisions of these bylaws with respect to vacancies on the board of directors.

Section 4.4 Vacancies, Removal and Resignation. A vacancy in the board of directors shall be deemed to exist in the event of the death, resignation, or removal of any director, any increase in the authorized number of directors, or the failure of the members at any annual or special meeting of members at which any director or directors are to be elected to elect the full authorized number of directors to be voted for at that meeting. The board of directors may declare vacant the office of a director who has been (i) declared of unsound mind by a final order of court, (ii) convicted of a felony, or (iii) found by a final order or judgment of any court to have breached any duty under Article 3 of the Nonprofit Public Benefit Corporation Law (commencing with Section 5230). A director may be removed with cause if (i) the director misses three consecutive meetings of the board of directors after receiving proper notification of the meetings, or (ii) misses three consecutive board of director assignments agreed upon by the director and (iii) the director has not provided the remaining directors adequate reason for the director's absence, as determined by the remaining directors. Legitimate reason for absence shall be defined as absence due to illness, employment requirements, or religious conflicts, and must be communicated in writing, email or text message to the President or Vice President of the corporation within a reasonable time to find replacement support for the event or activity. Any or all directors may be removed without cause if such removal is approved by a majority of directors then in office. Any reduction of the authorized number of directors will not cause any director to be removed prior to the expiration of the director's term of office.

A vacancy or vacancies in the board of directors may be filled by (i) a majority of the remaining directors, though less than a quorum, (ii) a sole remaining director, (iii) the vote of the majority of members entitled to vote represented at a duly held meeting or (iv) the written consent of all members entitled to vote for the election of directors, as set forth below. Each director so elected shall hold office until his or her successor is elected in an annual or special meeting of members called for that purpose. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. Any such election by written consent shall require the consent of a majority of the members entitled to vote, except where the vacancy in the board of directors is created by removal, in which case the unanimous written consent of all shares entitled to vote for the election of directors is required.

Any director may resign upon giving written notice to the chairman of the board, the president, the secretary or the board of directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. In addition, except upon notice to the Attorney General, no director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 4.5 Place of Meetings. All meetings of the board of directors shall be held at any place within or without California which has been designated in the notice of the meeting, or if not stated in the notice or if there is no notice, at any place designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, meetings shall be held at the principal executive office of the corporation.

Section 4.6 Director Participation in Meetings via Telephonic or Electronic Communication. The members of the board may participate in a meeting through the use of conference telephone, electronic video screen communication or similar communications equipment. Participation in a meeting through the use of conference telephone constitutes presence in person at the meeting so long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or similar communications equipment other than conference telephone constitutes presence in person at the meeting if:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently;
- (b) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or object to a specific action to be taken by the board; and
- (c) The corporation adopts and implements some means of verifying that:

- (i) all persons participating in the meeting are directors or other persons entitled to participate in the meeting; and
- (ii) all actions of, or votes by, the board are taken or cast only by directors.

Section 4.7 Organization Meeting. At the next regular meeting following each annual meeting of members, the board of directors shall meet at the place of the annual meeting of members or at such other place as shall be fixed by the board of directors for the purpose of organization, election of officers and the transaction of other business. Call and notice of the annual organizational meeting is hereby dispensed with.

Section 4.8 Other Regular Meetings. Regular meetings of the board of directors may be held without notice at such times and at such places as may be designated by the board of directors. A notice of a regular meeting of the board does not need to specify the purpose of the meeting. Whenever any director has been absent from a regular meeting of the board of directors for which notice has not been dispensed with, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such director.

Section 4.9 Special Meetings. Special meetings of the board shall be held upon four days' notice to each director by mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile with receipt confirmed in writing, electronic mail, or other electronic means. The articles and bylaws of the corporation may not dispense with notice of a special meeting. A notice of a special meeting of the board does not need to specify the purpose of the meeting. Whenever any director has been absent from a special meeting of the board of directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such director.

Section 4.10 Quorum. The presence at a meeting of the board of directors of a majority of the members of the board of directors then in office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough directors to leave less than a quorum, provided that any action taken is approved by at least a majority of the required quorum for such meeting, or a greater number required by the corporation's articles, bylaws or applicable law.

Section 4.11 Voting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number is required by law, by the articles of incorporation or by these bylaws.

Section 4.12 Validation of Meetings Held Without Proper Call or Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be valid as though had at a meeting duly held after regular call and notice if a quorum is initially present, and if, either before or after the meeting, each of the directors not present or who though present has prior to the meeting or at its commencement protested the lack of proper notice to him signs a written waiver of notice, a consent to holding of such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.13 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to meet again at another time or place. If a meeting of the board of directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed and announced at the meeting so adjourned.

Section 4.14 Unanimous Written Consent to Actions Taken. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board of directors shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the board of directors and shall have the same force and effect as a unanimous vote of the directors. For purposes of this section, "all members of the board" does not include an "interested director" as defined in Section 5233 of the Nonprofit Public Benefit Corporation Law.

Section 4.15 Fees and Compensation. Directors shall serve without compensation for their services as directors but may be reimbursed for reasonable expenses incurred on behalf of the corporation in an amount fixed or determined by resolution of the board of directors. Subject to Section 4.2 of this ARTICLE 4, nothing herein shall be considered to

preclude any director from serving the corporation in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 4.16 Director Obligations. All board members, in addition to satisfying the requirements set forth above, shall (i) attend all meetings of the board of directors and all meetings of committees on which the member participates, and (ii) participate in other scheduled activities and events to which the member has committed or been assigned.

ARTICLE 5. OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a president, a vice president, a secretary and a chief financial officer (who may be called the treasurer). The corporation may also have, at the discretion of the board of directors or as required by law, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant financial officers, and such other officers as may be appointed in accordance with the provisions of Section 5.4 of this ARTICLE 5. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president or chairman of the board.

Section 5.2 Qualifications. Except as otherwise provided, each officer of the corporation, other than assistant secretaries and other subordinate officers, shall be a member of the corporation.

Section 5.3 Election. Each officer of the corporation, except such officers as may be appointed in accordance with the provisions of this ARTICLE 5, shall be chosen by the board of directors, and each shall hold his or her office until he or she resigns or is removed by the board of directors or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified. Subject to the above, the officers shall serve a term of one (1) year, unless reappointed by the board of directors.

Section 5.4 Subordinate Officers. The board of directors may appoint, and may empower the chairman of the board or the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the appointing authority may designate, subject to any limitations imposed by resolution of the board of directors, including, without limitation, a Player Agent; a Manager's and Coach's Agent; Two Field and Equipment Directors; an Umpire in Chief; a Team Parent Coordinator; Two Snack Bar Directors; a Website and Publicity Director; a Tournament Director; a Uniform/Awards Director; an Activities Director; a Membership Director; a Sponsorship Director; a Fundraising Director; a Rules, Regulations and Bylaws Director; and Five Division Representatives (one per division).

Section 5.5 Removal. Any officer may be removed, either with or without cause, by the board of directors, at any regular or special meeting thereof or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Section 5.6 Resignation. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.7 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 5.8 Chairman of the Board. The chairman of the board, if there shall be such an officer, shall, if present, preside at all meetings of the board of directors and members and exercise and perform such other powers and duties as may be from time to time assigned to the chairman by the board of directors or prescribed by these bylaws.

Section 5.9 President. Subject to such powers, if any, as may be given by the board of directors to the chairman of the board, if there is such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. In the absence of the chairman of the board or if there is none, the president shall preside at all meetings of the members and the board of directors. The president shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws. The president shall be an ex-officio member of all board committees; sign all checks drawn on the corporation's treasury (unless signed by another authorized representative of the corporation); make recommendations to the board of directors; subject to approval of the board of directors,

appoint individuals to serve as the Rules and Regulations Director, Activities Director, Rules, Regulations and Bylaws Director, Tournament Director, and Uniform/Awards Director; appoint the corporation's five Division Representatives; appoint two board members to be members of the Financial Aid Committee; appoint one board member to be a member of the Safety Committee; appoint any other subordinate officers as deemed necessary by the board to fulfill the Purposes/Mission of the corporation; and participate in all corporate activities.

Section 5.10 Vice President. In the absence or disability of the president, the vice president, if there is one, shall perform all the duties of the president, and when so acting shall have all the 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 for the vice president by the board of directors or these bylaws, including serving as an ex-officio member of all board of director committees; chairing the Scheduling Committee; serving as a member of the Training Committee; serving as a member of the Protest Committee; participating in all corporate activities; fulfilling any duties and responsibilities delegated by the President; acting as the official liaison between the corporation and the City of Oceanside and /or facilities used by the corporation for the corporation's activities and events; obtaining authorization for use of facilities needed to conduct the corporation functions; and signing checks drawn on the corporation's treasury when the President or other authorized representative is unavailable to do so, as requested by the Treasurer.

Section 5.11 Secretary. The secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office of the corporation and such other place or places as the board of directors may order, a book of minutes of actions taken at all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors meetings, the number of members present or represented at members meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, at the principal executive office of the corporation, a register showing the names of the members and their addresses. The secretary shall give, or cause to be given, notice of all the meetings of the board of directors and members required by these bylaws or by law to be given and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these bylaws. The secretary shall keep at the principal executive office, and if the corporation's principal executive office is not in California, at the corporation's principal business office in California, the original or a copy of these bylaws as amended to date. The secretary shall be responsible for maintaining all corporation correspondence; preparing and distributing the agenda for all meetings and making proper notification of all meetings; and serving as an ex-officio member of all committees as requested by the board of directors.

Section 5.12 Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, income, losses and changes in its financial position. The treasurer or the treasurer's designee shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and the directors, whenever they request it, an account of all of his or her transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. The treasurer shall receive, deposit and distribute all funds of the corporation as authorized by the board; sign all the corporation's checks as authorized by the board of directors and obtain co-signatures by the president or vice-president, as appropriate; submit written financial reports at each board meeting and at each meeting of the members, to include profit and loss statements, balance sheet, check register and ending checkbook balance of all the corporation accounts; arrange for a Certified Public Accountant to review all the corporation accounts at the end of each league year and/or as requested by the board of directors; and chair the Financial Aid Committee.

Section 5.13 Player Agent. The Player Agent shall be elected by the board of directors and shall (a) coordinate player registration, player tryouts and team draft process; (b) act as a liaison between players and the board; (c) receive all complaints brought by players or their parents/legal guardians concerning player issues that pertain to the corporation operations; (d) act as a member of the Tournament Team Selection Committee; (e) register Players with ASA for Tournament Play; and (f) conduct background checks for all managers and coaches.

Section 5.14 Manager's and Coach's Agent. The Manager's and Coach's Agent shall be elected by the board of directors and shall (a) coordinate recruiting and procurement of the corporation team managers and coaching staff; (b) develop, coordinate and conduct training activities for all managers and coaches; (c) develop and document age division specific instructional guidelines for managers and coaching staff. If such guidelines have already been developed, then

Manager's and Coach's Agent shall see that they are kept current, and usable; and (d) serve as a chairperson of the Training Committee.

Section 5.15 Field and Equipment Directors. The Field and Equipment Directors shall be elected by the board of directors and shall (a) obtain, inspect and distribute to team managers all necessary equipment; (b) prepare written inventory of all equipment prior to the season, again at the close of the season and insure the security of the equipment during the off-season; (c) present written, itemized inventory to incoming Field and Equipment Directors; (d) care for and maintain all facilities; and (e) chair the Safety Committee.

Section 5.16 Umpire in Chief. The Umpire in Chief shall be elected by the board of directors and shall (a) obtain adequate umpires to officiate all the corporation games; (b) schedule umpires for all games; (c) evaluate the performance of all umpires; (d) conduct or arrange at least one umpire training clinic for all umpires before the start of each season; (e) be a member of the Protest Committee; (f) maintain, and keep current, ASA rules and regulations; (g) be a member of the Rules and Regulations Committee in order to review and make recommendations regarding changes to the playing rules of the corporation ; and (h) be a member of the Training Committee.

Section 5.17 Rules, Regulations and Bylaws Director. The Rules, Regulations and Bylaws Director shall be appointed by the President after consultation with the board of directors and shall (a) advise the Board of the duties and responsibilities of each member; (b) keep a record of the appointments and existence of each committee (and members) set forth in the Bylaws; (c) if the board desires to institute any changes to the bylaws, the Bylaws Director shall form a committee to make recommendations to the board addressing the desired changes and the clearest way to incorporate such changes into the bylaws; (d) chair the Rules, Regulations and Bylaws Committee; (e) serve as a member of the Protest Committee; (f) conduct the activities of the Rules and Regulations Committee consistent with the provisions of the corporation's Operating Rules; and (d) be thoroughly familiar with the corporation's bylaws.

Section 5.18 Snack Bar Directors. The Snack Bar Directors shall be elected by the board of directors and shall (a) organize the operation of the corporation snack bar facilities; (b) schedule staffing of snack bar operations; (c) arrange for proper handling of monies earned at snack bar facilities; (d) be sure snack bar is inventoried and stocked on a regular basis; (e) inventory and advise the board of snack bar facility equipment issues; (f) conduct at least one (1) snack bar orientation per season to ensure knowledge of snack bar facilities and expectations of snack bar duty shifts; and (g) conduct the activities of the Snack Bar Committee consistent with the corporation's Operating Rules.

Section 5.19 Website and Publicity Director. The Website and Publicity Director shall be appointed by the President after consultation with the board of directors and shall (a) publicize the activities of the corporation through social media, the local media or other suitable methods; (b) maintain the corporation team standings and report such standings to the local media; (c) maintain the corporation Website and ensure the integrity of all information; including but not limited to, schedules, bylaws, rules and regulations, members of the board of directors, photos, events, membership recognition, etc.; and (d) serve as a member of the Activities Committee.

Section 5.20 Tournament Director. The Tournament Director shall be appointed by the President after consultation with the board of directors and shall (a) chair the Tournament Team Selection Committee; and (b) conduct the activities of the Tournament Team Selection Committee consistent with the provisions the corporation's Operating Rules.

Section 5.21 Uniform/Awards Director. The Uniform/Awards Director shall be appointed by the President after consultation with the board of directors and shall (a) timely purchase and distribute all player uniforms for regular season and tournament play; and (b) coordinate the purchase of the corporation trophies, medals, plaques or similar player awards.

Section 5.22 Activities Director. The Activities Director shall be appointed by the President after consultation with the board of directors and shall (a) Plan, coordinate, staff, and implement the corporation activities, such as, but not limited to, Opening Day and Closing Day Ceremonies, League Pizza Party, Opening Day Raffle, Easter Egg Hunt, etc.; (b) select at least two others to form the Activities Committee as set forth in the corporation's Operating Rules; and (c) work closely with the Fundraising Director for the purpose of coordination of activities that may also raise funds for the corporation.

Section 5.33 Membership Director. The Membership Director shall be appointed by the President after consultation with the board of directors and shall (a) locate and secure members for the corporation's activities; and (b) form and chair a Membership Committee as needed, staffed by volunteers selected by the Membership Director to achieve the duties and responsibilities of the Membership Director.

Section 5.34 Fundraising Director. The Fundraising Director be appointed by the President after consultation with the board of directors and shall (a) plan and implement activities and programs that raise money for the corporation before and during the entire season; (b) form and chair a Fundraising Committee as needed for the season or per fundraising event; (c) regularly communicate to the board about the status of the fundraising activities and work closely with the Activities Director to set dates for and otherwise plan the fundraisers; (d) investigate and apply for available government grants, including those available for California Nonprofit Corporations; (e) conduct a survey at the end of each season to get fundraising ideas from players, parents, coaches, and managers; and (f) communicate regularly to the Publicity Director about the date, time and type of fundraising event to ensure proper notice can be given to players, parents and media.

Section 5.35 Team Parent Coordinator. The Team Parent Coordinator shall be elected by the board of directors and shall (a) act as a liaison between the board and team parent volunteers; (b) coordinate fund collection in association with fundraising, deposits, registration, snack bar deposit, etc., (c) collect all supporting registration documents in conjunction with the Player's Agent; and (d) coordinator Parent Volunteers to staff the snack bar and be the liaison between said volunteers and the Snack Bar Committee.

Section 5.36 Division Representatives. The President, after consultation with the board of directors, shall appoint one Division Representative from each the corporation's age divisions: Rookie, 8U, 10U, 12U and 14U. These five division representatives shall (a) act as liaisons between the board and the coaches and managers from their respective age divisions; (b) serve as members of the Protest Committee; (c) serve as members of the Scheduling Committee; and (d) serve as members of the Training Committee.

ARTICLE 6. MISCELLANEOUS

Section 6.1 Record Date. The board of directors may fix a time in the future as the record date for the determination of the members entitled to notice of and to vote at any meeting of members. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of any meeting, nor more than sixty (60) days prior to any other event for the purpose of which it is fixed. If the board of directors does not fix a record date, the record date for determining members entitled to notice of or to vote at a meeting of members shall be the close of business on the business day next preceding the day on which notice is given, or if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; the record date for determining members entitled to give consent to corporate action in writing without a meeting, when no prior action by the board of directors has been taken, shall be the day on which the first written consent is given; and the record date for determining members for any other purpose shall be the close of business on the day on which the board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later. Only members of record on the record date are entitled to notice of and to vote at any such meeting or give consent without a meeting, except as otherwise provided in the articles of incorporation or these bylaws. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the board of directors fixes a new record date for the adjourned meeting. If such a meeting is adjourned for more than forty-five (45) days from the date set for the original meeting, the board of directors shall fix a new record date.

Section 6.2 Books and Records. The corporation shall keep (i) adequate and correct books and records of account; (ii) minutes of the proceedings of its board of directors and members; and (iii) a record of the members of the board of directors and the corporation's members giving their names and addresses. Minutes will be kept in written form. Other books and records will be kept either in written form or in any other form capable of being converted into written form.

Section 6.3 Director Inspection of Corporate Records. Every director shall have the absolute right at any reasonable time to inspect all books of account, records and documents of every kind and to inspect the physical properties of the corporation and all of its subsidiaries, both domestic and foreign. Inspection by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 6.4 Annual Report.

(a) The board shall cause an annual report to be prepared for review by the board of directors and the corporation's members not later than 120 days after the close of the corporation's fiscal year. The annual report will contain in appropriate detail the following: (i) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year; (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (iii) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (iv) the expenses or

disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and (v) any information required by Section 5 of this ARTICLE 6.

(b) The report required by subdivision (a) shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

(c) Every member and every member of the board of directors shall have the absolute right at any reasonable time to inspect the most recently prepared annual report of the corporation and may request a copy of the corporation's annual report. A member requesting a written copy of the corporation's annual report shall be responsible for the reasonable costs of copying the report for such member.

Section 6.5 Annual Statement of Transactions with Interested Persons and Indemnifications.

(a) The corporation shall furnish annually to its directors a statement of any transaction or indemnification of a kind described in subdivision (d) or (e) of this section, if any such transaction or indemnification took place. This subdivision shall be satisfied by including the required information in the corporation's annual report.

(b) Except as provided in subdivision (c), a covered transaction under this section is a transaction in which the corporation was a party, and in which either of the following "interested persons" had a direct or indirect material financial interest: (i) any director or officer of the corporation; or (ii) any member holding more than 10 percent of the voting power of the corporation.

(c) For the purpose of subdivision (b), a mere common directorship is not a material financial interest.

(d) The statement required by subdivision (a) shall describe briefly: (i) any covered transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000); and (ii) the names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(e) The statement required by subdivision (a) shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation.

Section 6.6 Fiscal Year. The fiscal year of the corporation shall be determined by the board of directors, and having been so determined, is subject to change from time to time as the board of directors shall determine.

Section 6.7 Checks, Drafts and Other Instruments. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 6.8. Execution of Contracts and Instruments. The board of directors, except as these bylaws may otherwise provide, may authorize one (1) or more officers or agents of the corporation to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Any instrument may also be executed on behalf of and in the name of the corporation by the chairman of the board, the president, or any vice president, and the secretary, or any assistant secretary, chief financial officer, or any assistant financial officer.

Section 6.9 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules or construction and definitions contained in the Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, 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 a corporation or partnership in trust, as well as a natural person.

Section 6.10 Indemnification and Liability Insurance.

(a) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(b) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the Nonprofit Public Benefit Corporations Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision (b):

(i) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(c) To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in subdivision (a) or (b) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(d) Except as provided in subdivision (c), any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent had met the applicable standard of conduct set forth in subdivision (a) or (b), by:

(i) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(ii) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering service in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

(e) Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(f) No indemnification or advance shall be made under this section, except as provided in subdivision (c) or paragraph (ii) of subdivision (d), in any circumstance where it appears:

(i) That it would be inconsistent with a provision of the articles of incorporation, these bylaws, a resolution of the directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the

proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the Nonprofit Public Benefit Corporation Law.

(h) For the purposes of this section, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision c or paragraph (ii) of subdivision (d).

ARTICLE 7. AMENDMENTS

The board of directors may adopt new bylaws or amend or repeal these bylaws by the affirmative vote of a majority of the members of the board of directors then in office, except as otherwise provided by law.