

RESTATED BYLAWS OF

LB/OC SURF AND SUN SOFTBALL LEAGUE

A CALIFORNIA

NON PROFIT PUBLIC BENEFIT CORPORATION

TABLE OF CONTENTS

	Page
ARTICLE I. NAME.....	1
ARTICLE II. OFFICES OF THE LEAGUE.....	1
Section 1. Principal Office.....	1
Section 2. Other Offices.....	1
ARTICLE III. Mission Statement.....	1
ARTICLE IV. MEMBERS	2
Section 1. Membership	2
Section 2. Classes of Membership	2
Section 3. Eligibility for and Membership in Good Standing	3
Section 4. Transfer of Membership	3
Section 5. Powers of Members	3
Section 6. Members' Right to Request Audit	3
Section 7. Proxy Voting	3
Section 8. League Meetings	3
Section 9. Special Meetings	4
Section 10. Notice of Meetings.....	4
Section 11. Quorum	4
Section 12. Penalties for Non-Participation by League Teams	4
Section 13. Voting by Members	4
Section 14. Action by Written Ballot.....	5
Section 15. Record Date	5
Section 16. Termination of Membership	5
ARTICLE V. EXECUTIVE BOARD	6
Section 1. General Corporate Powers	6
Section 2. Specific Powers.....	6
Section 3. Authorized Number and Qualifications	7
Section 4. Restriction of Interested Persons as Board members.....	7
Section 5. Election, Designation, and Term of Office.....	7
Section 6. Staggered Terms	8
Section 7. Nomination of Candidates for Executive Board.....	8
Section 8. Election of Executive Board	9
Section 9. Vacancies	9
Section 10. Compensation and Reimbursement	10
Section 11. Conflict of Interest	10
ARTICLE VI. LIASON BETWEEN BOARD, Division's and NAGAAA	11

ARTICLE VII.	LEAGUE MEETINGS	11
Section 1.	Place of Meetings.....	11
Section 2.	Method of Meetings	11
Section 3.	Other Regular Meetings	12
Section 4.	Authority to Call Special Meetings.....	12
Section 5.	Manner of Giving Notice	12
Section 6.	Notice Contents.....	12
Section 7.	Quorum	12
Section 8.	Waiver of Notice.....	13
Section 9.	Adjournment	13
Section 10.	Notice of Adjourned Meeting	13
Section 11.	Action without a Meeting	13
ARTICLE VIII.	COMMITTEES.....	14
Section 1.	Committees of the Board	14
Section 2.	Executive Committees	14
Section 3.	Advisory Committees	15
Section 4.	Meetings and Actions of Committees.....	15
ARTICLE IX.	Board Members.....	15
Section 1.	Executive Board of the League.....	15
Section 2.	Removal of Officers.....	15
Section 3.	Resignation of Officers	16
Section 4.	Vacancies in Office.....	16
Section 5.	Limitation on Number of Offices Held.....	16
ARTICLE X.	RESPONSIBILITIES OF BOARD MEMBERS.....	16
Section 1.	Commissioner	16
Section 2.	Vice Commissioner.....	17
Section 3.	Secretary	17
Section 4.	Treasurer	17
Section 5.	Divisional Directors.....	18
Section 6.	Members at Large.....	18
ARTICLE XI.	FINANCES.....	18/19
ARTICLE XII.	DISSOLUTION	20
Section 1.	Procedure	20
Section 2.	Distribution of Assets	20

ARTICLE XIII.	INDEMNIFICATION.....	20
Section 1.	Right of Indemnity	20
Section 2.	Approval of Indemnity.....	21
Section 3.	Advancement of Expenses	21
Section 4.	Insurance	21
ARTICLE XIV.	RECORDS AND REPORTS.....	21
Section 1.	Maintenance of Corporate Records	21
Section 2.	Maintenance and Inspection of Articles and Bylaws.....	21
Section 3.	Annual Report.....	22
Section 4.	League Playing Code.....	22
ARTICLE XV.	CONSTRUCTION AND DEFINITIONS	22
ARTICLE XVI.	AMENDMENTS	23
CERTIFICATE OF SECRETARY.....		24

RESTATED BYLAWS OF

LB/OC SURF AND SUN SOFTBALL LEAGUE

A California Nonprofit Public Benefit Corporation

ARTICLE I.

NAME

The name of this Corporation is Long Beach, Orange County Surf and Sun Softball League (“League”).

ARTICLE II.

OFFICES OF THE LEAGUE

Section 1. Principal Office.

The principal office for the transaction of the activities and affairs of the League ("principal office") shall be at such place in Long Beach, California, as may be designated from time to time by the Executive Board (“Board”). The Board may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices.

The Board may at any time establish branch or subordinate offices at any place or places where the League is qualified to conduct its activities.

ARTICLE III.

MISSION STATEMENT

The purpose of this League is to provide an opportunity for individuals to play organized softball in an environment that is safe, healthy, and free of negative attitudes based on differences in sexual orientation, race, age, creed, religion or national origin, to promote good sportsmanship, to promote the welfare of its members and the community,

to promote the development of positive relationships among its members and the community, and to organize and promote participation by its members in such athletic, social, cultural, or charitable events as may serve the preceding purposes.

This League is irrevocably dedicated to recreational purposes and no part of its income or assets shall ever inure to the benefit of any Board member, officer or member thereof, or to the benefit of any private person. Upon dissolution or winding up of the League, all assets remaining after payment, or provision for payment, of the League's debts and liabilities shall be distributed to a nonprofit fund, foundation or League which is organized and operated exclusively for recreational purposes and which has established its tax exempt status under Section 501(c) [3] of the Internal Revenue Code.

ARTICLE IV.

MEMBERS

Section 1. Membership.

The membership of this League shall be comprised of those persons who were members of the League as of January 1, 2005 and those additional persons who may be admitted to membership from time to time by the Executive Board of the League. The Executive Board shall, from time to time, determine the requirements for membership, set the amount of membership fees, and provide a procedure for persons to apply for membership in the League. The Executive Board shall also establish and implement or apply standards and procedures for the expulsion of existing members from the League, such standards and procedures to include expulsion of a member for acts or missions that reflect a failure to uphold and carry out the purposes of the League as stated in these Bylaws and the League's Restated Articles of Incorporation. Disputes as to eligibility for membership shall be resolved by the Board. The decision of the Executive Board with respect to the approval or denial of applications for membership shall be final.

Section 2. Classes of Membership.

The membership of this League shall consist of two (2) classifications:

Individual and Honorary.

Individual members pay annual dues to keep their membership in the League current. Individual members are entitled to vote at any meeting of members of the League or by ballot per Article IV, Section 13.

Honorary membership may be conferred by the Executive Board on individuals of distinction who have rendered long or special service to the League. Honorary members are not entitled to vote and have no playing privileges. Honorary membership may be revoked by a majority vote of the Board.

Section 3. Eligibility for and Restrictions of Membership.

- (a) Eligibility. Any person who is a player, manager, coach, or scorekeeper, who is listed on the official roster of a team recognized by the League, or who is a current duly elected Board member, is eligible for membership in the League. In order to become a member of the League, the individual must meet the definition of “members in good standing,” as defined in subsection (b), below,
- (b) Members in Good Standing. A member must maintain his/her membership in good standing. A member shall be deemed a member in good standing where the individual has paid all pertinent fees for the current year, and agrees to uphold and promote, and does in practice uphold and promote, the League’s purposes as articulated in the League’s Restated Articles of Incorporation, these Bylaws, and the League Policy Book.

Section 4. Transfer of Membership.

No member in this League may transfer his or her membership or any rights arising there from to any other individual or entity.

Section 5. Powers of Members.

The members, except for honorary members, shall have all of the powers of corporate members conferred by the California Nonprofit Public Benefit Corporation Law.

Section 6. Members’ Right to Request Audit.

A quorum, as defined in Article IV, Section 11, of the members, except honorary members, shall have the right to request an audit of the League’s books.

Section 7. Proxy Voting.

There shall be no voting by proxy in general elections.

Section 8. League Meetings.

The League shall hold membership meetings in January, February, March, April, May, June, July, August, September, October and November of each year; the date, time and place to be set by the Board.

Section 9. Special Meetings.

Special meetings of the membership for any purpose or purposes may be called by the Secretary of the Executive Board of the League upon request of the Commissioner or the Executive Board, or upon written request of not less than one third (1/3) of the general membership.

Section 10. Notice of Meetings.

Notice of the time and place for the general membership meetings or any special meeting shall be delivered personally to all members (who are members as of the date determined in accordance with Section 15 below) or sent by first class, registered or certified mail, or by electronic mail to the address of each such member as it appears on the League's records, or if no address is given, at the place where the principal office of the League is located, not less than ten (10) nor more than ninety (90) days before the date of the meeting. Such notice shall state those matters that the Executive Board, at the time of giving the notice, intends to present for action to the members

Section 11. Quorum.

Quorum shall constitute no less than 50% [fifty percent] plus one, voting members, in accordance with section 13 below, to conduct business at any league meeting. The voting members present at a duly called or duly held meeting of the league at which a quorum is present initially may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

Section 12. Penalties for Non-Participation by League Teams.

All League meetings shall be attended by at least one representative of each League team. In the event that a League team or teams misses two consecutive meetings, per participating season, said team/teams will be required to have a meeting with the Executive Board before the next scheduled League meeting to discuss possible penalties, including and up to game forfeit's and fines.

Section 13. Voting by Members.

- (a) Eligibility to Vote. Each team is allowed one vote per team by a designated member of their team for all general league meetings and special meeting's. All team's and voting reps must be in good standing with the league.
- (b) Manner of Passing Votes. Voting may be by voice or ballot. All general elections must be by written ballot.

- (c) Majority Approval Required. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the Restated Articles of Incorporation or these Bylaws.

Section 14. Action by Written Ballot.

Any action which may be taken at any regular or special meeting of the league may be taken without a meeting if written ballots are distributed to every member entitled to vote on the matter, setting forth the proposed action, providing an opportunity for the members to specify approval or disapproval of any proposal, and providing a reasonable time within which to return the ballot to the League. The written ballot shall be filed with the secretary of the League and maintained in the corporate records.

Section 15. Record Date.

For purposes of determining which members may be entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the "record date" for membership shall be fifteen (15) days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consent, or take any other action, as the case may be, except as otherwise provided in the California Nonprofit Corporation Law. For the purposes of Sections 10 and 13 above, a person holding membership as of the close of business on the record date shall be deemed a member of record.

Section 16. Termination of Membership.

(a) Resignation

- (1) A member may resign from membership at any time.
- (2) A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

(b) Suspension, Termination or Expulsion.

- (1) The Executive Board, acting in good faith and consistent with the requirements stated in subsection (2) below, may suspend or expel a member or terminate membership rights for good cause, as determined by the Executive Board. Good cause shall include, but not be limited to, the member engaging in conduct that is detrimental to the League, or acts or omissions by a member that, in the Executive Board's judgment, constitute a failure to honor and promote the League's purposes as articulated in the League's

Restated Articles of Incorporation or these Bylaws. No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, except according to the procedures set forth below.

- (2) The Executive Board shall give a member not less than thirty (30) days prior written notice of any proposed expulsion, suspension or termination and the reasons therefore. In addition, the member shall be provided an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by the Executive Board. The decision of the Executive Board shall be final.

ARTICLE V.

EXECUTIVE BOARD

Section 1. General Corporate Powers.

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations imposed by the Restated Articles of Incorporation or Restated Bylaws regarding actions that require approval of the members, the League's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board. The Board shall prepare and maintain at the corporate offices a Corporate Policy Book containing an indexed set of those League policies relevant to the League's governance, including but not limited to a Players Code of Conduct.

Section 2. Specific Powers.

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board shall have the power to:

- (a) Appoint and remove all of the League's officers, agents, and employees; prescribe powers and duties for them that are consistent with applicable law, with the Restated Articles of Incorporation, and with these Bylaws; and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another; cause the League to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.
- (c) Borrow money and incur indebtedness on behalf of the League and cause to be executed and delivered for the League's purposes, in the corporate

name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. Any such borrowing of money and/or incurring indebtedness must be approved by two thirds (2/3) of the Board then in office.

Section 3. Authorized Number and Qualifications.

The authorized number of the Executive Board shall be six {6}. Each Board member must be a member of the League in good standing as defined in Article IV. In the event a member of the Board is no longer listed on the official roster of any softball team recognized by the League, the member's term of office shall continue until the end of the term for which the member was elected.

The six Executive Board Members shall hold the following positions:

Commissioner, Vice-Commissioner, Secretary, Treasurer, Open Division Director, Women's Division Director. (as listed in Section 5, below).

Section 4. Restriction of Interested Persons as Board Members

No more than forty-nine percent (49%) of the persons serving on the Executive Board may be interested persons. An interested person is:

- (a) Any person compensated by the League 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 Board member as a Board member; and,
- (b) Any brother, sister, aunt, uncle, cousin, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the League.

Section 5. Election, Designation, and Term of Office.

Each Board member shall be elected at the end of the regular spring season. The newly elected board members will take office on October 1 of said year. Each Board member shall hold office for a term of two (2) years and/or until his or her successor has been elected or appointed. Board members may be re-elected to membership on the Executive Board without limitation.

The League shall also elect Member's at Large in each General election whose term is to run one year. Member's at large will depend on the number of team's in each division per the following: One member for eight [8] team's in a division: 1-8 team's

equals one [1] Member, 9-16 two [2] Members, 17-24 three [3] Members, 25-33 four [4] Members.

The League consists of the following seven divisions: Women's Recreational, Women's Alternative, Women's Competitive, Open A, Open B, Open C, and Open D Divisions.

From the list of nominees presented to the membership by the Executive Board, the membership shall elect, alternately, three {3} Board members one year and three {3} the next year. The ballot in odd years shall list candidates for each of the following three {3} Executive Board positions:

1. Commissioner
2. Treasurer
3. Women's Division Director

In even years, the ballot shall list candidates for the following three {3} Executive Board positions:

1. Vice-Commissioner
2. Secretary
3. Open Division Director

Each person who is a member of record and in good standing in accordance with Article IV, Section 15, and who is present at the time of voting, shall receive a ballot and shall be entitled to vote for the Executive Board.

Board members in office at the time these Restated Bylaws are adopted will remain in office until the end of the term for which they were elected.

Section 6. Staggered Terms.

Board member's terms of office shall be established in such a manner that the term of three {3} member's shall expire in one year and the term of the other three {3} member's shall expire the following year.

Section 7. Nomination of Candidates for Executive Board.

Nominations of candidates for the Executive Board shall be made during the months of April and May. To nominate individuals for an Executive Board position, a member shall submit the name of the individual(s) being nominated in writing to the Board during April and May. Nominations from the floor may be made at the April and May meetings. Written nominations may be submitted to the Board during April and

May, or at least fourteen [14] days before elections. All candidates for the Board must consent to their nomination, either orally at the April and/or May meeting, or in writing to the Board by a date established by the Executive Board and made known to the general membership. In the event that a Board member wishes to be a candidate for a board position different from the one he/she is currently holding, the Board must resign from his/her current position before becoming a candidate for a different position.

The Secretary shall confirm that the candidates have consented to run for the Executive Board and shall prepare ballots listing all candidates for the various positions to be elected that year. The ballot shall show the position and the names of all candidates for said position. Statements of intent and/or qualification of the candidates shall be made available to the members at the beginning of the award ceremony meeting or prior to said meeting upon request.

Section 8. Election of Executive Board.

The Board shall select from three (3) to six (6) members of an impartial, neutral organization or third party to act as an election committee for the sole purpose of supervising the election. The election shall be held on the day of the award ceremony at a time and place to be determined by the Board. The election committee shall supervise the election process and shall tally the votes after the close of the polls. The names of the newly elected Board members shall be announced by the Secretary at the award ceremony.

Section 9. Vacancies.

- (a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events: (1) death, resignation or removal of any Board; (2) the declaration by resolution of the Executive Board of a vacancy in the office of a Board member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article III of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (3) an increase in the authorized number of Board members; (4) the failure of the members, at any meeting at which any Board member or Board members are to be elected, to elect the number of Board members to be elected at such meeting; or (5) election of a Board member to a different position on the Board.
- (b) Resignations and Removal. Except as provided below, any Board member may resign by giving written notice to the Commissioner or the Secretary of the Board. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. If a Board member's resignation is effective at a later time, the Board shall elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney

General of California, no Board member may resign if the League would be left without a duly elected Board member or Board members. Any Board member may be removed with or without cause by the affirmative vote of the members.

- (c) Nonattendance at Meetings. Any Board member who is absent from three consecutive regular Board meetings without good cause shall be automatically removed from the Board.
- (d) Filling Vacancies. In the event of a vacancy, the Commissioner, with the counsel of the Board, shall appoint a person to fill the vacancy until the next League meeting, but in no event for more than four (4) months. At the next League meeting, a special election will be held. Each Board member elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until the election of his or her successor.
- (e) Return of Property.
Upon leaving their position or at the end of their term, which ever comes first, any member of the Board, shall return to the current Commissioner all documents and or items that are property of the League. A meeting shall be set up within 30 {thirty} days of the officer leaving or upon the new Board being elected. Failure to comply may result in said person/persons being suspended from the league and legal action taken as deemed necessary by the current Board.

Section 10. Compensation and Reimbursement.

Board members shall receive no compensation for their services as members or officers, except for reimbursement of expenses, as the Board may determine by resolution to be just and reasonable.

Section 11. Conflict of Interest.

In the interest of voting rights, no Board member may vote on any issue, motion, or resolution which insures to his or her benefit financially or otherwise, except that such individual may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion, or resolution if he or she discloses the nature of the conflict.

ARTICLE VI.

LIASON BETWEEN BOARD, DIVISIONS AND N.A.G.A.A.A.

The director of the various Divisions represented on the Board shall act as liaisons between the Board and said Divisions. All such duly elected Board member's shall also perform such other duties as deemed necessary by the Board to implement the Restated Articles of Incorporation and Restated Bylaws.

ARTICLE VII.

LEAGUE MEETINGS

Section 1. Place of Meetings.

Meetings of the Executive Board shall be held at the principal office of the League unless otherwise designated by resolution of the Board.

Section 2. Method of Meetings.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

- (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 the capacity to propose, or to interpose an objection to a specific action to be taken by the League; and
 - (c) The League adopts and implements some means of verifying both of the following:
 - (1) A person communicating by telephone, electronic video screen, or other communications equipment is a Board member entitled to participate in the Board meeting; and,
 - (2) All statements, questions, actions, or votes were made by that Board member and not by another person not permitted to participate as a Board member.
- (3) All league meetings shall be run using Robert's Rules of Order.

Section 3. Other Regular Meetings.

Other regular meetings of the Board shall be held without notice at such time and place as the Board may fix from time to time.

Section 4. Authority to Call Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the Commissioner or any three (3) Board members.

Section 5. Manner of Giving Notice.

Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice message system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to each Board member or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Board member at that Board member's address as it is shown on the records of the League. In case the notice is mailed, it shall be deposited in the United States mail at least seven (7) days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone or telegram or other means of electronic communication or facsimile, it shall be delivered personally or by telephone or to the telegraph company, or transmitted electronically or by facsimile, at least seventy-two (72) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the Board member or to a person at the office of the Board member who the person giving the notice has reason to believe will promptly communicate it to the Board member. The notice need not specify the purpose of any regular or special meeting of the Board.

Section 6. Notice Content.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the League. The notice shall also provide the board members with the agenda for the meeting.

Section 7. Quorum.

A majority of the authorized number of Board members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a Board member has a direct or indirect material financial interest;
- (b) Approval of certain transactions between corporations having common directorships;
- (c) Creation of and appointments to committees of the Board; and
- (d) Indemnification of Board members.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Board members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8. Waiver of Notice.

Notice of any meeting need not be given to any Board member 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 part of the minutes of the meetings. Notice of a meeting need not be given to any Board member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 9. Adjournment.

A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 10. Notice of Adjourned Meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Board members who were not present at the time of the adjournment.

Section 11. Action without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Board member who has a material financial interest in a transaction to which the League is a party and who is an "interested Board member" as defined in section 5233 of the California Corporations Code 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 VIII.

COMMITTEES

Section 1. Committees of the Board.

The Executive Board shall have the power to create executive and advisory committees to assist them.

Section 2. Executive Committees.

The Executive Board, by resolution adopted by a majority of the Board members then in office, provided a quorum is present, may create one or more executive committees, each consisting of a Chair Person/Persons, and report back to the Board in a timely manner. Appointments to committees of the Board shall be by majority vote of the Board members then in office. The Board may appoint one or more Board members as alternate members of any such executive committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the Board members for serving on the Board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committee of the Board or appoint the members of the committees of the Board;
- (f) Expend corporate funds to support a nominee for Board member after more people have been nominated for Board member than can be elected;
or
- (g) Approve any contract or transaction to which the League is a party and in which one or more of its Board members has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the California Corporations Code.

Section 3. Advisory Committees.

The Executive Board may also establish from time to time advisory committees, which may be standing committees or special committees created for a specific one-time purpose. Such committees may be appointed by the Executive Board, and may contain representatives who are not Board members. Such committees shall be advisory only, may not act on behalf of the Executive Board and shall be subject to the ultimate authority of the Executive Board.

Section 4. Meetings and Actions of Committees.

Meetings and actions of committees of the Executive Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE IX.

BOARD MEMBERS

Section 1. Executive Board of the League.

The officers of the League shall be a Commissioner, a Vice-Commissioner, a Secretary, and a Treasurer, who shall be the Chief Financial Officer, an Open Division Director, a Women's Division Director and Members at Large. The League may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 2 of this Article.

Section 3. Removal of Officers.

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 4. Resignation of Officers.

Any Board member may resign at any time by giving written notice to the League. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the League under any contract to which the member is a party.

Section 5. Vacancies in Office.

A vacancy in office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by Article V, Section 9(d), of these Bylaws, by the Executive Board not later than the next regularly scheduled meeting of the board.

Section 6. Limitation on Number of Offices Held.

No Board member may hold more than one officer position at any one time.

ARTICLE X.

RESPONSIBILITIES OF BOARD MEMBERS

Section 1. Commissioner.

The Commissioner shall be the official spokesperson for the League and shall be responsible, with the advice and counsel of the Board, for providing supervision, direction, and control of the League's activities, affairs, and officers. The Commissioner shall preside at all Board meetings, including approval of monthly financial statements. The Commissioner shall only be entitled to take part in any vote when the votes of the members are equally divided. The Commissioner shall have such other powers and duties as the Board or the Bylaws may prescribe.

The Commissioner is also responsible for maintaining all documents for the league's non-profit status. All funds disbursed by the League shall be in the form of a check prepared by the Treasurer and signed by the Treasurer and the Commissioner.

In the event the Commissioner is a manager or coach of one of the League teams, any dispute or protest arising out of any League sanctioned softball game involving the Commissioner's team shall be resolved by the Vice Commissioner. The decision of the Vice Commissioner shall be binding.

Section 2. Vice Commissioner.

If the Commissioner is absent or disabled, the Vice Commissioner shall perform all duties of the Commissioner. When so acting, the Vice Commissioner shall have all powers of and be subject to all restrictions on the Commissioner. The Vice Commissioner shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe, including approval of the monthly financial statements. The Vice Commissioner will also oversee the ratings committee in the Open Division, and the Divisional Designations for the Women's Division. The Vice Commissioner is also responsible for overseeing the league schedule, obtaining the U.I.C. [umpire in charge], league playing balls, and the playing fields.

Section 3. Secretary.

The Secretary shall keep or cause to be kept, at the League's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, and Restated Articles of Incorporation and Restated Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe including the approval of the monthly financial statements.

The Secretary is responsible for getting the unapproved meeting minutes to the website keeper for posting within 7 days. The unapproved minutes are to be approved at the next scheduled league meeting.

Section 4. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the League's properties and transactions. The treasurer shall send or cause to be given to the Board 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 member at a reasonable time. The books of account shall also be open to inspection by any member of record of the association upon reasonable notice to the Treasurer. The Treasurer is responsible for the preparation and approval of the monthly financial statements to the Executive Board.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the League with such depositories as the Board

may designate, shall disburse the League's funds as the Board may order, shall render to the Commissioner and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the League, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

If required by the Board, the Treasurer shall give the League 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 League of all 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. The cost of such bond shall be borne by the League.

The Treasurer will do an audit every two years with the incoming Treasurer and/or the Commissioner. All funds disbursed by the League shall be in the form of a check prepared by the Treasurer and signed by both the Treasurer and the Commissioner.

Section 5 Divisional Directors

The Divisional Directors shall be responsible for facilitation all of the divisional needs for their respective divisions. Duties shall include, but not limited too, recruitment and expansion of the division, in accordance with NAGAAA guidelines, in respect to player and team ratings or classifications, liaison between NAGAAA and the league's division they represent. Will create the division playing schedule, arbitrate playing issues with the help of the Board, if required, and in force all League rules and codes.

Section 6 Members at Large

The Members at Large will assist their respective Divisional Directors in their duties and shall serve on a league committee during their term of office. Also assist when and where needed during their term.

ARTICLE XI.

FINANCES

The League shall generate operating funds as necessary to implement the Restated Articles of Incorporation and the Restated Bylaws as follows:

- (a) The League's fiscal year shall commence on October 1st and shall end on September 30th of the following year.
- (b) Each team recognized by the League shall be assessed a Team Fee in an amount to be determined by the Board. Said Team Fee shall be paid prior to the team's first game of the season. In the event the Team Fee has not

been paid prior to the first game, the team will be barred from playing in the League until the fee has been paid.

- (c) Each person who is listed on the official roster of a team recognized by the League shall be assessed a Player Fee in an amount determined by the Board. The Player Fee for each player shall be paid prior to the team's first game of the season. In the event the Player Fee has not been paid prior to their first game, the player will be barred from playing until the fee has been paid.
- (d) The League shall sponsor events for the purpose of generating operating funds.
- (e) The League shall accept contributions.
- (f) The League shall maintain such account(s) in one or more accredited financial institutions as is/are necessary to implement the Restated Articles of Incorporation and Restated Bylaws. The Board shall determine the particular financial institution(s) to be utilized and shall deposit operating funds in such account(s).
- (g) As soon as possible the Board shall develop a budget. Said budget shall be approved by a majority of team rep's voting at any properly convened meeting.
- (h) All funds disbursed by the League shall be in the form of a check prepared by the Treasurer and signed by the Treasurer and one Board member. All checks shall require two [2] signatures.
- (i) Any team that qualifies for participation in the Gay World Series shall have the sole responsibility for financing the cost of travel to the World Series, and other related expenses with regard thereto.
- (j) The League shall consider providing financial assistance to teams participating in the Gay World Series, or for any other cause, after evaluating the League's financial position at the time of the contingency, and may donate to any organization up to Five Hundred Dollars (\$500.00) on behalf of the League. Any donation in an amount exceeding Five Hundred Dollars (\$500.00) must be approved by a majority of League representative's voting at any properly convened League meeting.

ARTICLE XII.

DISSOLUTION

Section 1. Procedure.

A request for the dissolution of the League may be made by the Executive Board or, by written request to the Commissioner or the Secretary of the League, by one hundred (100) or more members of the League. Dissolution of the League may be effected either by "approval of a majority of all members," or by approval of the Executive Board and "approval of the members." "Approval of the majority of all members" means approval by an affirmative vote, or by written ballot in conformity with the provisions of the Leagues Code and Article IV, Section 14 of these Bylaws, of two thirds (2/3) of all of the votes entitled to be cast. "Approval of the members" means approved or ratified by the affirmative vote of two thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or by written ballot in conformity with the provisions of the Leagues Code and Article IV, Section 14 of these Bylaws.

Section 2. Distribution of Assets.

Upon dissolution or winding up of the League, all debts and liabilities of the League shall be paid. Any assets remaining after payment, or provision for payment, has been made, shall be distributed by the Executive Board in accordance with Article III, Purpose, of these Bylaws, and the Restated Articles of Incorporation of the Long Beach/Orange County Softball League, Incorporated.

ARTICLE XIII.

INDEMNIFICATION

Section 1. Right of Indemnity.

To the fullest extent permitted by law, this League shall indemnify its Board members, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying such position, 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 League, 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 section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity.

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

Section 3. Advancement of Expenses.

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 Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the League before final disposition of the proceeding, on receipt by the League of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the League for those expenses.

Section 4. Insurance.

The League shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board members, employees, and other agents, against any liability asserted against or incurred by any officer, Board member, employee, or agent in such capacity or arising out of the officer's, Board member's, employee's, or agent's status as such.

ARTICLE XIV.

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The League shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Executive Board, and the committees of the Board.

Section 2. Maintenance and Inspection of Articles and Bylaws.

The League shall keep at its principal office the original or a copy of the Articles of Incorporation and its Bylaws, and the Restated Articles of Incorporation and Restated

Bylaws as amended to date, which shall be open to inspection by the Board member's at all reasonable times during office hours.

Section 3. Annual Report.

The Executive Board shall cause an annual report to be sent to the members within one hundred twenty (120) days after the end of the League's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the League as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The revenue or receipts of the League, both unrestricted and restricted to particular purposes;
- (d) The expenses or receipts of the League for both general and restricted purposes; and,
- (e) Any other information required by law.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the League that such statements were prepared without audit from the League's books and records.

Section 4 League Playing Code

The League shall construct a League Playing Code to handle league issue's that come up from time to time.

ARTICLE XV.

CONSTRUCTION AND DEFINITIONS

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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XVI.

AMENDMENTS

Section 1. Membership Rights to Amend.

These Restated Bylaws may be amended, or new Bylaws may be adopted, by the membership, by a vote of two-thirds of a quorum, at any duly held meeting of the membership.

Proposals to amend these Bylaws shall be presented for consideration in writing in a manner consistent with the language and format used herein. Any proposals to amend the Bylaws shall make explicit and detailed reference to any existing provision, which would be affected by adoption of the amendment, and shall be introduced and seconded at the League meeting held in the calendar month immediately preceding the meeting at which time it is to be decided whether to adopt the amendment.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Long Beach/Orange County Softball League, a Nonprofit Public Benefit Corporation.

That the foregoing Bylaws comprising twenty-four (24) pages, including this page, constitute the Bylaws of said League, was duly adopted by the members of the League at the meeting on August 14, 2005, and that they have not been amended or modified since that date.

Executed on August 14, 2005, at Long Beach, California.

Peter Ho, Secretary