



AMENDED AND RESTATED BYLAWS

OF

BEL PASSI BASEBALL, INC.

A California Nonprofit Public Benefit Corporation

Adopted as of

November 4<sup>th</sup>, 2020

For the Fiscal Year of September 1, 2020 – August 31, 2021

## **ARTICLE I. NAME AND OFFICES**

### **SECTION 1. NAME.**

The name of this corporation is BEL PASSI BASEBALL, INC.

### **SECTION 2. PRINCIPAL OFFICE.**

The principal office for the transaction of the activities and affairs of the corporation (principal office) is located at 4312 Roselle Avenue, Modesto, Stanislaus County, California (95355). The mailing address of the corporation shall be P.O. Box 576841 Modesto, California (95357-6841). The Board of Directors may change the principal office from one location to another upon motion duly adopted by the Board. 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 3. OTHER OFFICES.**

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

## **ARTICLE II. PURPOSES AND LIMITATIONS**

### **SECTION 1. GENERAL PURPOSES.**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

### **SECTION 2. CHARITABLE PURPOSES.**

**a. General Purpose.** This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code §501(c)(3) (or the corresponding section of any future federal internal revenue law). Notwithstanding any other provision of the Articles of Incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers and this corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (ii) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) (or the corresponding provision of any future federal internal revenue law).

**b. Specific Purpose.** The specific and primary purposes are to provide baseball facilities for children and to maintain, operate and control a youth baseball organization, conduct for youth baseball games, athletic sports, exhibitions and places of amusement and recreation, and to acquire, hold, and operate and dispose of any and all privileges, rights, franchises, and concessions which may be necessary, advantageous, or proper for the conduct of its activities.

**c. Additional Purposes.** The corporation is further organized for the purposes hereinafter set forth:

- i.** To operate as a youth baseball league ("League") in affiliation with and as a member of PONY Baseball, Inc., a nonprofit Pennsylvania corporation, or other similar organization, or as an independent league, as determined by the Board from time-to-time, as being in the best interests of the corporation;

- ii. To organize and supervise the playing of baseball for children under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease, or otherwise provide suitable playing facilities and equipment for these purposes;
- iii. To conduct activities so that the physical and moral welfare of youth for whose benefit the League is organized shall remain paramount and that all matters of policy and procedures shall be determined on that basis;
- iv. To provide a youth baseball program for children residing with their family or legal guardian and within the geographical area as established by the current Sylvan School District boundaries; provided however, that registration for the League may be extended outside of the boundaries of the Sylvan School District at the discretion of the Board of Directors in order to provide a balanced and full league for one or more age group(s);
- v. To allow sponsorship of League activities that is consistent with the purposes for which the League was organized and to select sponsors who are interested in the League solely or principally as a means of contributing to the welfare of youth;
- vi. To promote sportsmanship, team play, and citizenship using the disciplines of the game of baseball;
- vii. To operate a youth sports organization in which children are provided a safe environment to learn the game of baseball;
- viii. To ensure that all players participate in the games, regardless of their athletic ability, excluding tournament play;
- ix. To ensure that each player will be given the opportunity to register and participate regardless of gender, race, religion;
- x. To borrow money, execute notes and deeds and contracts and mortgages, and to mortgage, to pledge, to bond, to lease, and to hypothecate any and all of its real and personal property to secure the payment of any and all sums of money borrowed by said corporation and as security for any obligations which said corporation may incur;
- xi. To have definite membership dues, as may be provided in these Bylaws and as determined by the Board of Directors, and to receive from the membership, or from friends thereof, or from the general public, such as donations or income as may be necessary to carry on and expand the purposes of this corporation; and
- xii. To do each and every thing suitable, necessary and proper for the accomplishment, protection, or maintenance of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or benefit of this corporation, either as holders or owners of or interest in any property, it being the intention that the objects, purposes, and powers specified in the Articles of Incorporation, except where otherwise expressed therein, be in no way limited or restricted by reference from the terms of any other clause or paragraph therein, but that the objects, purposes and powers granted in the governing documents shall be regarded as independent objects, purposes, and powers.

### **SECTION 3. IRREVOCABLE DEDICATION OF ASSETS.**

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for a similar charitable purpose as this corporation, or any other charitable purpose duly approved by resolution of the Board, and that has established its exempt status under Internal Revenue Code §501(e)(3).

#### **SECTION 4. OPERATION OF LEAGUE.**

The operation and governance of the League and all baseball, facility, and sports activities shall be under the ultimate direction and control of the Board of Directors of the corporation, who may delegate such duties and responsibilities to officers, commissioners, committees, or other volunteers as determined by the Board in its sole discretion. Unless otherwise determined by the Board, all rules governing the playing of baseball, the eligibility of players, and related questions shall be in accordance with the Rules and Regulations of PONY Baseball, Inc., as the same may exist from time-to-time, with any other organization with whom the corporation is affiliated if no longer with PONY Baseball, Inc., with such modifications as may be adopted by the Board of Directors, or as otherwise determined by the Board of Directors in its sole discretion.

#### **SECTION 5. CONSTRUCTION; 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 III. MEMBERS**

#### **SECTION 1. ONE CLASS OF MEMBERSHIP.**

This corporation shall have one class of membership designated in these Bylaws as "Members." Members are defined as active so long as they are fulfilling their membership status by one of the eligibility requirements below. Persons eligible to become Members of the corporation shall include the following:

- a.** A designated parent or legal guardian of a player who has been accepted to play in the League who attends two (2) consecutive quarterly member meetings, with membership conferred at the third meeting.
- b.** Any of the following persons who have successfully completed the Live Scan procedure and received a badge from the League:
  - i.** A person serving on the Board of Directors of the corporation;
  - ii.** A person who is approved and listed as a coach or assistant coach for any team in the League;
  - iii.** A person who is approved and listed as a team parent;
- c.** A person who has completed a minimum of 1 service event or a total of 2 hours of service to the league in the form of volunteering, of which that is documented and/or recorded, and approved by the Board of Directors. An eligible person shall become a Member upon receipt of the membership application or provision of required contact information to the Secretary, and confirmation that such person has made timely payment of such dues and fees as the Board may fix from time to time.

#### **SECTION 2. RIGHTS OF MEMBERSHIP.**

**a. Rights in General.** Members shall have the right to vote as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment to those term, and on any election to dissolve the corporation. Members shall also have the right to speak at duly noticed meetings of the Board of Directors provided that Members have followed

the procedures set forth by the Board in order to be added to the Agenda of the meeting and subject to any time limitations on speaking reasonably imposed by the Board. In addition, Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Each Member shall be entitled to cast one (1) vote at any meeting of the corporation or in any referendum.

### **SECTION 3. MEMBERS' DUES, FEES, AND ASSESSMENTS.**

Each Member must pay within the time and on the conditions set by the Board, the dues, Fees, and assessments in amounts to be fixed from time to time by the Board.

### **SECTION 4. TERMINATION OF MEMBERSHIP.**

**a. Causes of Termination.** The membership of a Member shall terminate upon the occurrence of any of the following events; (a) resignation or death of the Member; (b) failure to pay the membership dues or fees in the amount of and within the times as set forth by the Directors; (c) any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications for a period of one year; (d) suspension and termination of membership by the Board of Directors based on its good faith determination that the Member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

**b. Eligibility to Play.** If the membership of a Member is terminated due to (b), (c), or (d), above, the child of the parent or legal guardian whose membership is terminated shall continue to be eligible to play in the League, but the Member shall be given the option to have his or her child discontinue play in the League in which case the Member shall be refunded a proportionate amount of any registration fees paid commensurate with the amount of play not afforded to the child, with determination of amount of refund at the sole discretion of the Board of Directors.

### **SECTION 5. SUSPENSION AND EXPULSION FROM MEMBERSHIP.**

**a. Suspension.** A person may be suspended as a Member based on the good faith determination of the Board of Directors applying due process that the Member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a Member during the period of suspension.

**b. Grounds.** If grounds appear to exist for suspending or terminating a person's membership, the following procedure shall be followed:

- i.** The Board of Directors shall give the Member at least 15 days' prior written notice of the proposed suspension or termination. The written notice shall state with clarity the reasons for suspension or termination and the date of the hearing before the Board regarding the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice, including by mail sent by first-class or registered mail to the Member's last address as shown on the corporation's records. Notification of the hearing must be acknowledged by the Member.
- ii.** The Member shall be given an opportunity to be heard at a hearing before the Board of Directors, either orally or in writing at the option of the Member, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement

considered, by the Board of Directors to determine whether the suspension or termination of the Member should occur.

iii. The Board shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The decision of the Board shall be final, and there shall be no rights to appeal.

c. **Deadline to Challenge.** Any legal action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the expulsion, suspension, or termination.

#### **SECTION 6. MEMBERS IN GOOD STANDING.**

Persons accepted to membership who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be Members of the corporation in good standing.

#### **SECTION 7. NO TRANSFER OF MEMBERSHIPS.**

Memberships are not transferable. No membership or right arising from membership shall be transferred. Subject to Section 4.a of this Article III. all membership rights cease on the Member's death.

#### **SECTION 8. MEMBER MEETINGS.**

a. **Annual Meetings.** An annual meeting of Members shall be held in August each year, at a time and place as shall be specified by the Board of Directors. Such annual meeting shall be for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day, or as otherwise set by the Board.

b. **Quarterly Meetings.** In addition to the annual meeting of Members to be held in August each year, quarterly meeting of Members shall be held in November, February, and May of each year, at a time and place as shall be specified by the Board of Directors. If the day fixed for a quarterly meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day, or as otherwise set by the Board.

c. **Place of Meetings.** Meetings of the Members shall be held at any place within the boundaries of Stanislaus County, California that has been designated by the Board or by the written consent of all Members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at the corporation's principal office.

#### **SECTION 9. SPECIAL MEETINGS.**

a. **Authority to Call Special Meetings.** The Board of Directors, the Chairman of the Board, the President, any three (3) Directors, or 5% of the Members may call a special meeting of the Members for any lawful purpose at any time.

b. **Calling Special Meetings.** A special meeting called by any person entitled to call such meeting of the Members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Secretary of the corporation. Upon receipt of such written request, the Secretary shall cause notice to be given promptly to the Members stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is

received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

**c. Proper Business of Special Meetings.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

## **SECTION 10. NOTICE.**

**a. General Notice Requirements.** Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given under Article III, Section 10 of these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 10b. of Article III of these Bylaws, any proper matter may be presented at the meeting.

**b. Notice of Certain Agenda Items.** Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- i.** Removing a Director without cause;
- ii.** Filling vacancies on the Board;
- iii.** Amending the Articles of Incorporation; or
- iv.** Electing to wind up and dissolve the corporation.

**c. Manner of Giving Notice.** Notice of any meeting of Members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the corporation or at the address given by the Member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

**d. Electronic Notice.** Notice given by electronic transmission by the corporation shall be valid only if:

- i.** Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication, including as of the adoption of these Bylaws, the official website of the League;

- ii. To a recipient who has provided an un-revoked consent to the use of those means of transmission for communications; and
- iii. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing.

- i. An electronic transmission by this corporation to a Member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.
- ii. Notice shall not be given by electronic transmission by the corporation after either of the following; (a) the corporation is unable to deliver two (2) consecutive notices to the Member by that means, or (b) the inability to deliver the notices to the Member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

**e. Affidavit of Mailing Notice.** An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

#### **SECTION 11. QUORUM.**

One-third of the voting power of the Members of the corporation shall constitute a quorum for the transaction of business at any meeting of Members. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, a quorum shall be deemed present and the Members may vote and transact business at the meeting as if a quorum were present but only on matters as to which notice of their general nature was given under Article III, Section 10 of these Bylaws. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

#### **SECTION 12. VOTING.**

**a. Eligibility to Vote.** Subject to the California Nonprofit Public Benefit Corporation Law, Members in good standing on the record date as determined under Article III, Section 14 of these Bylaws shall be entitled to vote at any meeting of Members.

**b. Manner of Voting.** Voting may be by voice or by ballot, except that any election of Directors shall be by secret ballot.

**c. Number of Votes.** Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members.

**d. Election of Directors.** Members may only vote on candidates for Director who are included in the ballot submitted by the Nominating Committee. No nominations of Directors from the floor shall be permitted.



**e. Approval of Majority.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law, by the Articles of Incorporation or by these Bylaws.

**f. Waiver of Notice of Consent.** The transactions of any meeting of Members, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after standard call and notice, if (i) a quorum is present either in person and not by proxy, and (ii) either before or after the meeting, each Member, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Article III. Section 10.b, of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A Member's attendance at a meeting shall also constitute a waiver of notice and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

#### SECTION 13. ACTIONS WITHOUT MEETINGS.

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

**b. Action by Written Ballot.** Any action except election of Directors that Members may take at any meeting of Members may also be taken without a meeting by complying with Section 13 of this Article III.

**c. Solicitation of Written Ballots.** This corporation shall distribute one written ballot to each Member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Article III, Section 10.d of these Bylaws. All solicitations of votes by written ballot shall (i) state the number of responses needed to meet the quorum requirement; (ii) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) give the Members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to return the ballot to the corporation. If the corporation has one hundred (100) or more Members, any written ballot distributed to ten (10) or more Members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

**d. Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that

would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

**e. Revoking Ballots.** A written ballot may not be revoked.

**f. Filing Ballots.** All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three (3) years.

#### **SECTION 14. RECORD DATE.**

**a. Record Date for Notice, Voting, Ballots, and Other Board Actions.** For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for

- i.** Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- ii.** Voting at a meeting shall be no more than 60 days before the date of the meeting;
- iii.** Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited
- iv.** Taking any other action shall be no more than 60 days before that action.

**b. Record Date for Actions Not Set by Board.** If not otherwise fixed by the Board, the record date for determining Members entitled to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote at the meeting shall be the day on which the meeting is held.

- i.** If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
- ii.** If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.
- iii.** For purposes of Article III, Section 14 of these Bylaws, a person holding a Membership for thirty (30) days or more at the close of business on the record date shall be a Member of record.

#### **SECTION 15. NO PROXIES.**

There shall be no voting by proxy.

### **ARTICLE IV. DIRECTORS**

#### **SECTION I. GENERAL CORPORATE POWERS.**

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the Members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

## **SECTION 2. SPECIFIC POWERS.**

Without prejudice to the general powers set forth in Section 1 of this Article IV, but subject to the same limitations, if any, the Board shall have the power to do the following;

- a. Appoint and remove, at the pleasure of the Board, all Directors, corporate officers, the executive director, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service;
- b. Change the principal office or the principal business office in California from one location to another and designate a place in Stanislaus County, California for holding any meeting of Members;
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- d. Conduct and control the affairs and business of the corporation;
- e. Separate from these By-laws, adopt a financial policies and procedures for the corporation and for operation of the League;
- f. Suspend, discharge, or otherwise discipline any Member, Coach, Player, League official, umpire, volunteer, or other person affiliated with the League whose conduct is determined by the Board to be detrimental to the best interests of the League; and
- g. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

## **SECTION 3. NUMBER AND QUALIFICATION OF DIRECTORS.**

The Board of Directors shall consist of nine (9) Elected Directors (defined below) and a variable number of Appointed Directors (defined below) unless changed by amendment to these Bylaws. Directors must also be Members. Any person eighteen (18) years of age or older, of good character, and dedicated to the object and purposes of this corporation, as stated in these Bylaws and the Articles of Incorporation, shall be eligible for election as a Director, provided such person is a Member in good standing. Nine (9) of the Directors shall be elected by the Members at the annual meeting of the Members held each August which shall include the following offices attached to the person's position as a Director: President, First Vice President of baseball and/or business, Second Vice President of baseball and/or business, Secretary, Treasurer, Tournament Commissioner, Snack Bar Commissioner, Apparel Commissioner, and Fundraising Commissioner (hereinafter referred to as "Elected Directors"). Following election of the Elected Directors, additional Directors may be appointed by the Elected Directors by virtue of his or her appointment as a commissioner, including, but not limited to Baseball Commissioner, Bel Passi Select Commissioner, Player Safety Commissioner, Facility Commissioner, Public Relations Commissioner, and Umpires Commissioner (hereinafter referred to as "Appointed Directors"). The exact number of Appointed Directors shall be determined by the Elected Directors each year. Elected Directors may add or eliminate commissioner positions to which Appointed Directors will serve, from time-to-time as determined by the Board in its sole discretion. The Immediate Past President shall also serve as a Director for one (1) year immediately following his or her term as President.

#### **SECTION 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.**

Directors must serve in their capacity as Directors without compensation for such service, other than reasonable reimbursement of expenses incurred in the performance of regular duties as a Director. Further, pursuant to Corporations Code § 5227, no more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (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; and (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 such person. However, any violation of this paragraph shall not affect the transactions entered into by the corporation.

#### **SECTION 5. TERM OF DIRECTORS.**

The term of office for a Director shall be one year commencing September 1st immediately following election at the annual meeting of the Members in August of each year with regard to Elected Directors or commencing upon appointment of the Appointed Directors, and continuing until replacement Directors are elected or appointed at or following the next year's annual meeting of the Members. There shall be no limit on the number of terms that a person may serve as a Director.

#### **SECTION 6. VACANCIES ON BOARD.**

- a. Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following:
- i.** Death or resignation of any Director;
  - ii.** Removal of any Director by a vote of a majority of the Members;
  - iii.** Removal of any Appointed Director by action of a majority vote of the Board of Directors then in office;
  - iv.** Declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3;
  - v.** Increase of the authorized number of Directors;
  - vi.** Failure of the Members, at any meeting of the Members at which any Director(s) are to be elected to elect the number of Directors required to be elected at such meeting.
  - vii.** If a Director misses three (3) consecutive regular meetings of the Board of Directors; or
  - viii.** If a Director is no longer a Member. A person may return as Director during the remainder of the Director's term, without further action, if the person returns to status as a Member.

**b. Resignations.** Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may select a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly elected Director or Directors.

**c. Filling Vacancies.** Vacancies on the Board may be filled by a vote of a majority of the Members or by approval of the Board or, if the number of Directors then in office is less than a quorum, by (i) the unanimous

written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §5211, or (iii) a sole remaining Director.

**d. No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

## **SECTION 7. DIRECTOR MEETINGS.**

**a. Place of Meetings.** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

**b. Meetings by Telecommunication.** Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- i.** Each Director participating in the meeting can communicate concurrently with all other members.
- ii.** Each Director 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 corporation.

**c. Annual Meetings of Board.** Immediately after each annual meeting of Members, the Board shall hold a general meeting for purposes of organization for the upcoming fiscal year, appointment of Appointed Directors by the Elected Directors, and for the transaction of other business. If it pleases the Board, the annual meeting may be held at any other time or place fixed by the Board not more than thirty (30) days after the annual meeting of the Members.

**d. Other Meetings.** Monthly meetings may be held at such times and places as shall be fixed by the Board. Any meeting announced at a regular Board meeting shall constitute proper notice.

### **e. Special Meetings.**

- i.** Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President, the First Vice President, the Second Vice President, the Secretary, or any two (2) Directors.
- ii.** Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the corporation's records.
- iii.** Notices sent by first-class mail shall be deposited in the United States Mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.
- iv.** The notice shall state the time of the meeting and the place if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

**f. Quorum.** A majority of the Directors in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointments to committees of the Board, and (iv) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**g. Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

**h. Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**i. 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 twenty-four (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 Directors who were not present at the time of the adjournment.

#### **SECTION 8. ACTION WITHOUT A MEETING.**

An action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and if, subject to Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors. For purposes of Corporations Code §5211 (b) only, "all Directors" does not include an "interested Director" as defined in Corporations Code §5233(a) or a "common Director" as described in Corporations Code §5234(b) who abstains in writing from providing consent, when the facts described in Corporations Code §5233(d)(1) or (d)(2) are established or the provisions of Corporations Code §5233(a) or (b) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the non-interested or noncommon Directors or in other records of the corporation; and (iii) the non-interested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

#### **SECTION 9. COMPENSATION AND REIMBURSEMENT.**

Pursuant to Section 4 of this Article IV, Directors and members of committees of the Board shall be classified as volunteers and may not receive compensation for their services as Directors or committee members. Notwithstanding the preceding, Directors and committee members shall receive reimbursement of expenses incurred in the performance of regular Director or committee member duties, upon approval of the Board of

Directors. The preceding shall also not prohibit repayment or reimbursement of Directors for amounts loaned to the corporation, for assets transferred to the corporation, or for materials provided to the corporation, as approved by the Board of Directors, excluding the vote of the Director who provided such funds, assets, or materials.

#### **SECTION 10. DIRECTOR VOTING.**

Each Director shall have one (1) vote on each matter presented to the Board of Directors for action. No Director may vote by proxy.

#### **SECTION 11. COMMITTEES.**

**a. Committees of the Board.** The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more directors and no one who is not a Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Committees shall function under the direction of the President and/or the Board of Directors, and the President shall be an ex-officio member of all committees. The committee(s) shall make recommendations to the Board of Directors, and any committee reports, recommendations, etc. shall be approved by the President and/or the Board prior to distribution to any outside individual or agency. The Board shall receive copies of all committee reports and recommendations. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following;

- i.** Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the statutory members or approval of a majority of all statutory members;
- ii.** Fill vacancies on the Board or any committee of the Board;
- iii.** Fix compensation of the Directors for serving on the Board or on any committee;
- iv.** Amend or repeal Bylaws or adopt new Bylaws
- v.** Incur expenses without obtaining prior approval for such expense by the President and/or the Board of Directors;
- vi.** Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- vii.** Create any other committees of the Board or appoint the members of committees of the Board; or
- viii.** Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

**b. Audit Committee.** The corporation may, if the Board desires, have an Audit Committee consisting of at least one Director and may include nonvoting advisors. Directors who are employees or officers of the corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation (other than for service as Director) may not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth in the corporation's Audit Committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

- i.** Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- ii.** Negotiating the auditor's compensation;
- iii.** Conferring with the auditor regarding the corporation's financial affairs; and

**iv. Reviewing and accepting or rejecting the audit.**

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee. If the corporation has a finance committee, a majority of the members of the Audit Committee may not concurrently serve as members of the finance committee, and the chair of the Audit Committee may not serve on the finance committee.

**c. Executive Committee.** The corporation may, if the Board desires, have an Executive Committee composed of the Elected Directors. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article IV. Section 11.a. The Executive Committee shall fix the hour and date of Board meetings and perform such other duties as are specified in these Bylaws. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

**d. Nominating Committee.** Each fiscal year by no later than the June Board of Directors meeting, the President shall appoint a Nominating Committee consisting of two (2) Directors. The Nominating Committee shall solicit from the Members nominees for Elected Directors and the specific offices each nominee will hold and present a ballot of candidates to the Board of Directors at the July meeting of the Board. Any Member may also self-nominate his or her name to the Nominating Committee to be included on the ballot. An effort will be made by the Nominating Committee to propose at least two (2) candidates for each Elected Director. In order to be eligible to be included on the ballot, nominees must agree in writing to perform the tasks of the position for which such Member is nominated for election. Other than confirming the eligibility requirements of this paragraph, there is no other approval by the Board of Directors allowed or required in order for a nominee to be placed on the ballot.

**e. Investment Committee.** This corporation may have an Investment Committee comprised of not less than three (3) Directors. The committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The committee shall consider the impact of an investment on the corporation's public or charitable programs, present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers. and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of the corporation, economic conditions, and any other factors that may affect the corporation's tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

**f. Committee Meetings.** Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Each committee shall have a Chairperson or Commissioner. The Chairperson or Commissioner of the committee shall keep a file to be



turned over to the President or Secretary to be kept with the corporation records at the end of the year or completion of the committee activity and shall keep minutes of any action taken by the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

#### **SECTION 12. CONTRACTS WITH DIRECTORS.**

No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into. This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

#### **SECTION 13. LOANS TO DIRECTORS AND OFFICERS.**

This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

### **ARTICLE V. OFFICERS**

#### **SECTION 1. OFFICERS OF THE CORPORATION.**

The officers of the corporation shall be a President (who may also be known as the "Chief Executive Officer"), a First Vice President, a Second Vice President, a Secretary, a Treasurer (who may also be known as the "Chief Financial Officer"), the Tournament Commissioner, the Snack Bar Commissioner, the Apparel Commissioner, and the Promotions Commissioner, whom all shall be members of the Board of Directors during their term in office.

The corporation may also have, at the Board's discretion, a Chairman of the Board, additional Vice-Presidents, or one or more Assistant Secretaries including a Corresponding Secretary, or one or more Assistant Treasurers, additional Commissioners, and other such officers as may be appointed in accordance with this Article V. More than one office may be held by the same person only with the approval of the Board of Directors if there are not enough candidates for holding such office, except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Officers of the corporation shall not receive a salary unless otherwise specified in these Bylaws or resolved by the Board.

## **SECTION 2. ELECTION OF OFFICERS.**

The officers of this corporation shall be chosen annually by the Members in conjunction with their election as Directors. The officers will take office effective September 1st following their election or appointment at the annual member meeting in August.

## **SECTION 3. REMOVAL OF OFFICERS.**

Any officer serving by virtue of being an Appointed Director may be removed by a majority vote of the Elected Directors. Any officer may resign at any time by giving written notice to the Board. Filling of vacancies shall be governed by Section 6.c of Article IV of these Bylaws.

## **SECTION 4. RESPONSIBILITIES OF OFFICERS AND COMMISSIONERS.**

**a. President.** The President shall perform the duties of the chair of the Board in addition to the presidential responsibilities. The President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all meetings of the Members and at all Board meetings.

**b. Vice-Presidents.** If the President is absent or disabled, the Vice Presidents, if any, in order of their rank shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and duties as the Board, or the Bylaws may require.

- i.** The First Vice President shall assume the office of President in the absence of or disability of the President and shall hold office until the Board of Directors can select a replacement.
- ii.** The Second Vice President shall assume the office of President in the absence of or disability of the President and First Vice President and shall hold office until the Board of Directors can select a replacement.

**c. Secretary.** The Secretary shall keep at the corporation'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, of committees of the Board, and of meetings of the Members.

- i.** The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- ii.** The Secretary shall give, or cause to be given, notice of all meetings of Members, of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall attend all meetings of the Members of the corporation. The Secretary shall keep the corporate seal, if any, in safe custody and certify all acts and proceedings of the corporation, and shall notify the Board of Directors of the death, resignation, and removal of any officer or Member of the corporation.

**d. Treasurer/Chief Financial Officer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

- i. The Treasurer shall (a) receive, safely keep, and deposit, or cause to be received, safely kept, and deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (b) disburse the corporation's funds as the Board may order and keep and maintain proper vouchers for such disbursements; (c) render to the President, Chair of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; cause an annual audit or review of the corporations books and records to be performed by a certified public accountant selected by the Board; and (d) have such other powers and perform such other duties as the Board or the Bylaws may require.
- ii. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- iii. The Treasurer shall provide the Board with an up-to-date monthly balance sheet of income and expenses, shall also pay all bills and payroll, deposit all money with such depositories as may be designated by arrangements such as paying taxes and obtaining sales permits as required for doing business. The Treasurer shall keep such records needed to be able to determine profit, if any, earned for the season. The books and accounts shall, at all times, be open to inspection by any Director. The Treasurer shall make a report to the Board of Directors at each monthly meeting on the League's financials.

**e. Immediate Past President.** In the fiscal year after serving as President, the President shall by virtue of serving as President hold the office of Immediate Past President without the requirement of election or appointment.

**f. Apparel Commissioner.** The Apparel Commissioner shall be responsible for the design and purchase of regular season uniforms, umpire uniforms, and All-Star uniforms.

**g. Snack Bar Commissioner.** The Snack Bar Commissioner shall be responsible for operating the snack bar in a businesslike manner.

**h. Fundraising Commissioner.** The Fundraising Commissioner shall be responsible for the physical set-up and the work schedules for promotional and special events, including but not limited to any fundraising events planned by the Board of Directors.

**i. Tournament Commissioner.** The Tournament Commissioner shall be responsible for all details related to the baseball tournament(s) held at the Bel Passi facility.

**j. Baseball Commissioner.** The Baseball Commissioner shall oversee all baseball operations.

**k. Bel Passi Select Commissioner.** The Bel Passi Select Commissioner shall oversee all baseball operations for Bel Passi PONY Select Baseball.

**l. Player Safety Commissioner.** The Player Safety Commissioner shall purchase all equipment as needed to maintain player safety and overall quality and shall be responsible to ensure that all equipment is issued and returned by the coaches.

**m. Facility Commissioner.** The Facility Commissioner shall be responsible for keeping the playing fields and park in good condition.

**n. Public Relations Commissioner.** The Public Relations Commissioner shall be responsible for keeping the players and their families informed of the league activities.

**o. Umpires Commissioner.** The Umpires Commissioner shall oversee the umpires of the League.

## **ARTICLE VI. INDEMNIFICATION AND INSURANCE**

### **SECTION I. INDEMNIFICATION.**

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

**b. Meeting Regarding Indemnification.** On written request to the Board by any person seeking indemnification under Corporations Code §5238(b) or §5238(c), the Board shall promptly decide under Corporations Code §5238(c), whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Corporations Code §5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting shall authorize indemnification.

**c. Repayment of Expenses Advanced.** 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 Article VI Section 1 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

### **SECTION 2. INSURANCE.**

This corporation shall have the right and shall use its commercially reasonable efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

## **ARTICLE VII. AMENDMENTS**

### **SECTION I. BOARD AMENDMENT OF BYLAWS.**

Subject to the Members' rights under Section 3 of this Article VII and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless doing so would materially and adversely affect the Members' rights as to voting or transfer. Except for commissioners who are also Appointed Directors, the Board shall have the right from time-to-time in the Board's discretion, to add or delete commissions from these Bylaws, and/or to have commissions be inactive until such time as the commission is reactivated by the Board. The Board shall not extend a Director's term beyond that for which the Director was elected.

### **SECTION 2. CHANGES TO NUMBER OF DIRECTORS.**

The Board may not without the Members approval, specify or change any Bylaw that would;

- a. Fix or change the authorized number of directors;
- b. Fix or change the minimum or maximum number of Directors; or
- c. Change from a fixed number of Directors to a variable number of Directors or vice versa

### **SECTION 3. MEMBERS' APPROVAL REQUIRED.**

Without the approval of the Members, the Board may not adopt, amend, or repeal any Bylaw that would:

- a. Increase or extend the terms of Directors;
- b. Allow any Director to hold office by designation or selection rather than by election by the Members;
- c. Increase the quorum for Members' meetings;
- d. Repeal, restrict, create, expand. or otherwise change proxy rights; or
- e. Authorize cumulative voting.

### **SECTION 4. AMENDMENT BY MEMBERS.**

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Members. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

## **ARTICLE VIII. RECORDS AND REPORTING**

### **SECTION I. FISCAL YEAR.**

The fiscal year of the corporation shall commence September 1 of each year and terminate August 31 of each year.

## **SECTION 2. CORPORATE RECORDS.**

This corporation shall keep the following: (a) Adequate and correct books and records of account; (b) Minutes of the proceedings of its Members, Board, and committees of the Board; and (c) A record of each Member's name and address. The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two. The list and records of Members shall be updated promptly by the Secretary during the fiscal year upon the admission of Members or upon the termination of membership of any Members.

## **SECTION 3. MEMBERS' INSPECTION RIGHTS.**

**a. Right to Inspect.** Unless the corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member;

- i.** Inspect and copy the records containing Members' names. Addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested;
- ii.** Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

**b. Alternative Method of Inspection.** The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

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

**d. Rights Included with Inspection.** Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

## **SECTION 4. ACCOUNTING RECORDS AND MINUTES.**

**a. Inspection of Accounting Records and Minutes.** On written demand on the corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

**b. Inspection of Articles and Bylaws.** This corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by the Members at all reasonable times during office hours. The Secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws as amended to the current date.

#### **SECTION 5. DIRECTORS' RIGHT TO INSPECT.**

Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. Every Director shall have the right to inspect the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

#### **SECTION 6. ANNUAL REPORT.**

**a. Requirement of Annual Report.** The Board shall cause an annual report to be sent to the Members and Directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail; (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; (iii) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes; (iv) The corporation's expenses or disbursements for both general and restricted purposes; (v) Any information required by Article VIII of these Bylaws and (vi) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

**b. Annual Report Not Required.** This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any Member who requests it in writing. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Govt C §§12580-12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

#### **SECTION 7. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.**

As part of the annual report to all Members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each Member and furnish to each Director a statement of any transaction or indemnification of the following kind:

**a. Related Transaction.** Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

- i. Any Director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

- ii. Any holder of more than 10 percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

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

**b. Indemnification.** Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation under Article VI of these Bylaws, unless that indemnification has already been approved by the Members under Corporations Code §5238(e)(2).



**CERTIFICATE OF SECRETARY**

I, APRIL MASON, hereby certify:

That I am the duly elected Secretary of BEL PASSI BASEBALL, INC., a California nonprofit public benefit corporation; and

That the attached Bylaws, consisting of twenty-five (25) pages, constitute the newly adopted Bylaws of said corporation as duly adopted by the incorporator of the corporation by resolution effective.

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APRIL MASON, Secretary

Date: