

***Bylaws of NEWBURY PARK PONY BASEBALL LEAGUE a California Nonprofit Public Benefit Corporation Revised August 2018***

**ARTICLE 1 NAME**

***SECTION 1. NAME***

The name of this corporation is NEWBURY PARK PONY BASEBALL LEAGUE.

**ARTICLE 2 OFFICES**

***SECTION 1. PRINCIPAL OFFICE***

The corporation shall have a principal office at which it shall maintain its official records and transact other business. The principal office shall be located at a place (physical address) as determined by the Board of Directors in the State of California.

***SECTION 2. OTHER OFFICES***

The corporation may also have other offices in and outside of California as the board of directors may determine.

**ARTICLE 3 MEMBERS**

***SECTION 1. QUALIFICATION AND CLASSES OF MEMBERSHIP***

The corporation shall have one class of membership. Membership shall consist of the adult parent(s) or guardian(s) of children enrolled in the NPPB league within the last 12 months. Membership is extended to those who serve on the board of directors or league commissioners, regardless of their children's participation.

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

All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, the disposition of all or substantially all of the assets of the corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. If the corporation is dissolved, all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation, and provision for any other payment required under applicable law, shall be distributed to a charitable organization recognized as exempt from taxation under section 501(c) (3) of the Internal Revenue Code that serves or provides educational or recreation services.

### **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. MEMBERS IN GOOD STANDING**

A member is in good standing who is current in all league dues and not presently on or pending disciplinary action.

### **SECTION 5. RESIGNATION, EXPIRATION AND SUSPENSION OF MEMBERSHIP**

(a) A member may resign from membership at any time; provided, however, that resignation from membership shall not relieve the resigning member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning member to any refund of dues, fees or charges previously paid.

(b) Membership shall be annual. Memberships may be renewed if a member satisfies the general qualifications for membership.

(c) A membership may be suspended by the board upon a determination that such person's conduct is detrimental to the best interests of the corporation.

(d) Any member who is suspended shall have the right to appeal such suspension, which appeal shall be successful upon the vote of a majority of directors present at a meeting of the board at which the appeal is considered.

### **SECTION 6. TERMINATION OF MEMBERSHIP**

A membership shall terminate on occurrence of any of the following events:

(a) The member's failure to pay dues, fees or assessments as set by the board within the period specified by the board after they are due and payable;

(b) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;

(c) Upon a member's death; or

(d) Termination of membership under Section 7 of this Article based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

### **SECTION 7. PROCEDURES FOR TERMINATION AND SUSPENSION OF MEMBERSHIP**

If grounds appear to exist for suspending or termination a member under Section 6 of this Article, the following procedure shall be followed:

(a) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice

shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

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

(c) The board, committee or person shall decide whether the member should be terminated, expelled, sanctioned, or suspended in any way. The decision of the board, committee or person shall be final.

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

(e) Notwithstanding anything to the contrary, the board may adopt rules that immediately suspend a member's rights of membership if such member violates the statutory or constitutional rights of members or violates any other rule adopted by the board necessary for the proper operation of the facility. Following such suspension, the board shall comply with the notice and hearings provisions of this section 7.

#### ***SECTION 8. TRANSFER OF MEMBERSHIP***

No membership or right arising from membership shall be transferred.

#### ***SECTION 9. MEETINGS OF MEMBERS***

An annual members' meeting shall be held in the month of July each year, unless the board fixes another date or time and so notifies members as provided in Section 11 of this Article. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the annual meeting, directors shall be elected and other proper business may be transacted, subject to Section 11 of this Article.

#### ***SECTION 10. SPECIAL MEETINGS***

(a) The board, the President of the board, or 5% or more of the voting power of the members, may call a special members' meeting for any lawful purpose at any time.

(b) A special members' meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, any Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the board; provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a members' meeting may be held when the meeting is called by the board.

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

#### **SECTION 11. NOTICE OF MEETINGS**

(a) Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting (which can be done via e-mail and/or posted on the website). The notice shall specify the place, date and time of 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 to be elected shall include the names of all persons who are nominees when notice is given.

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

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

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

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

(d) An affidavit of mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

(e) Notice may not be given to a member by electronic transmission if either:

(1) The corporation is unable to deliver two consecutive notices to the member by that means, or (2) The inability to so deliver notices to the member becomes known to the Secretary, any Assistant Secretaries, or any other person responsible for giving notice.

### **SECTION 12. QUORUM**

Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any members' meeting. Attendance for the purpose of establishing a quorum made by proxy or in person by a representative of a member organization duly authorized by that organization to cast its voting power at such meeting.

### **SECTION 13. VOTING**

(a) Subject to the California Nonprofit Public Benefit Corporation Law, all members in good standing on the record date as determined under Section 4 of this Article shall be entitled to vote at any members' meeting.

(b) Each member entitled to vote may cast one vote on each matter submitted to a vote of members. There shall be no cumulative voting.

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

(d) 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 the matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law, these Bylaws, or the Articles of Incorporation.

### **SECTION 14. WAIVER OF NOTICE**

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

(1) a quorum is present either in person or by proxy, and

(2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 11(b) of this Article, the waiver of

notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(e) A member's attendance at a meeting shall constitute a waiver of notice of 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. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if the objection is expressly made at the meeting.

#### **SECTION 15. ACTIONS BY UNANIMOUS WRITTEN CONSENT**

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

#### **SECTION 16. ACTION BY WRITTEN BALLOT**

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

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

(b) Each ballot so distributed shall: (c) (1) Set forth the proposed action; (2) Give the members an opportunity to specify approval or disapproval of each proposal; and (3) Provide a reasonable time in which to return the ballot to the corporation.

(d) If approved by the board, any ballot that is sent by electronic transmission may be returned to the corporation by the same means.

(e) If the corporation has 100 or more members, any proxy or written ballot distributed to 10 or more members shall afford an opportunity on the proxy or written ballot form to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon at the meeting for which the proxy is solicited or by such written ballot. In addition, it shall provide (subject to reasonable specified conditions) that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

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

(g) Approval by written ballot shall be valid only when:

(1) The number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds

the quorum required to be present at a meeting authorizing the action, and (2) The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(h) A written ballot may not be revoked.

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

#### **SECTION 17. RECORD DATE**

(a) For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:

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

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

(c) 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. 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.

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

#### **SECTION 18. PROXIES**

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

(b) If the corporation has 100 or more members, any form of proxy distributed to 10 or more

members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

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

(1) amendments to the Articles of incorporation; (2) amendments to the Articles or Bylaws changing proxy rights; (3) removal of directors without cause; (4) filling vacancies on the board of directors; (5) the sale, lease, exchange, conveyance, transfer, or other disposition of all, or substantially all corporate assets unless the transaction is in the usual and regular course of the corporation's activities; (6) the principal terms of a merger or the amendment of a merger agreement; (7) the election to dissolve the corporation; (8) contracts or transactions between the corporation and one or more directors or

between the corporation and an entity in which a director has a material financial interest; or (9) a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

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

(1) It is revoked by the member executing it before the vote is cast under that proxy,

(i.) by a writing delivered to the corporation stating that the proxy is revoked, (ii.) by a subsequent proxy executed by that member and presented to the meeting, or (iii.) as to any meeting, by the member's personal attendance and voting at the meeting; or

(e) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under the proxy is counted.

## **SECTION 19. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS**

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the

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

## **ARTICLE 4 DIRECTORS**

### **SECTION 1. POWERS**

The corporation shall have a Board of Directors (referred to, in these Bylaws, as the "board"). All of the activities and affairs of the corporation shall be exercised by the board or under its direction. The board, acting collectively, shall exercise responsibility for conducting the activities and affairs of the corporation.

### **SECTION 2. NUMBER**

(a) The board shall consist of the: President, Vice President, Treasurer, Secretary, Pony Division Director, Bronco Division Director, Mustang Division Director, Pinto Division Director, and the Shetland Division Director.

(b) No person shall hold more than one office except for an office which would otherwise remain empty due to the lack of willing nominees.

### **SECTION 3. DUTY OF CARE AND LOYALTY**

It is the obligation of each director of the corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the board on which a director may serve.

### **SECTION 4. GENERAL DUTIES**

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Meet at such times and places as required by these Bylaws; and

(d) Register their addresses, phone and facsimile numbers, and electronic mail ("e-mail") addresses with the Secretary of the corporation. Notices of meetings delivered, telephoned or telegraphed to them at such addresses shall be valid notices thereof. Notices of meetings delivered by facsimile, e-mail or by other electronic shall be valid notices thereof if, prior to delivery of the notice, the director has given his or her consent to receive notice by such means.

### **SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than 49 percent of the persons serving on the board may be interested persons. An "interested persons" is:

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

#### **SECTION 6. SELF-DEALING**

The corporation shall not enter into any contract or transaction with any (1) director of the corporation, (2) officer the corporation, or (3) corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors, directors or have a material financial interest, or in which any of these parties shall be directly or indirectly interested, unless:

- (a) The material facts regarding that director's or officer'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 consideration by the board of such contract or transaction; and
- (b) Such contract or transaction is authorized in good faith by a vote of the majority of the board 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) At the time the transaction is entered into (1) the transaction is fair and reasonable to the corporation and (2) the corporation entered into for its own benefit.

#### **SECTION 7. COMPENSATION**

Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 5 and 6 of this Article.

### **ARTICLE 5 MEETINGS OF THE BOARD**

#### **SECTION 1. REGULAR AND ANNUAL MEETINGS**

Regular meetings of the directors shall be monthly, at such time and place determined by the Board. Meetings of the board (regular and special) shall be open to the members except when the board meets in executive session.

## **SECTION 2. SPECIAL MEETINGS**

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

## **SECTION 3. MINUTES**

The board shall be responsible for recording and maintaining minutes of the proceedings of the meeting of the board, of committees of the board and, if the corporation has members, of meetings of the members. The Secretary shall record the minutes of board and members meetings. In the event the Secretary is not in attendance at a meeting, and at all committee meetings, the chair of such meeting shall designate a person to record the minutes of the meeting.

## **SECTION 4. PLACE OF MEETINGS**

(a) 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) Any director may participate in a meeting, and any meeting of the board may be held by, conference telephone, video screen or other transmission, provided the requirements specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.

(1) In the case of a meeting held by conference telephone or video screen, all directors participating in the meeting are able to hear one another.

(2) In the case of other electronic transmission,

(i.) Each director participating in the meeting can communicate with all other members concurrently, and (ii.) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the corporation.

(c) Directors may not attend board or committee meetings, nor vote, by proxy.

## **SECTION 5. NOTICE OF MEETINGS**

(a) Notices of board meetings are valid if made by:

(1) First-class mail, postage prepaid; (2) Personal delivery of a written notice; (3) Delivery by overnight courier or private delivery service that can be and is confirmed; (4) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director; (5) Telegram; (6) Facsimile; (7) Electronic mail (e-mail); or (8) Other electronic means, provided,

however, that notice may only be provided by facsimile, e-mail or other electronic means to a director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

(b) Notice of regular board meetings need not be given if fixed by a resolution of the board that is noted in minutes distributed to all directors. Otherwise, notice of regular board meetings need not be given if fixed by a resolution of the board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings shall be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail which is not valid unless made 4 days prior to the date of the meetings.

(c) All notices of board meetings shall be given or sent to the director's address, telephone number, fax number or e-mail address as shown on the corporation's records.

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

#### ***SECTION 6. CONTENTS OF NOTICE***

Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. The purpose of any meeting of the board need not be specified in the notice. The bylaws may require that the purpose of a special meeting be stated in the notice and limit the meeting to purposes noticed.

## **SECTION 7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

(a) Notice of a meeting of the board need not be given to any director who:

(1) Either before or after the meeting,

(i.) Signs a waiver of notice, (ii.) A written consent to the holding of the meeting, or (iii.) An approval of the minutes of the meeting, or

(2) Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

(b) The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

## **SECTION 8. QUORUM FOR MEETINGS**

(a) One-half of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.

(b) If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

(c) Except as otherwise provided in these Bylaws (including, without limitation, sub-section (b) of this Section), in the corporation's Articles of Incorporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

(d) Regardless of any other provision of these Bylaws, a quorum must consist of no less than one-fifth the number of directors authorized in these Bylaws.

## **SECTION 9. MAJORITY ACTION AS BOARD ACTION**

The board may take action or make a decision (e.g., pass a resolution) by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these Bylaws or the California Nonprofit Corporation Law including, without limitation, 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 appointment to committees of the board, and (iv) indemnification of directors

## **SECTION 10. CONDUCT OF MEETINGS**

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

## **SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the Nonprofit Corporation Law (California Corporations Code section 5000 et seq.) and Section 5 of this Article 4 of these Bylaws 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 6 ELECTION AND REMOVAL OF DIRECTORS**

### **SECTION 1. ELECTION AND TERM OF OFFICE OF DIRECTORS**

Directors shall be elected, by office, at the annual meeting of members. The term of office of directors shall commence on August 15 of each year and run for one year. Notwithstanding, each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

### **SECTION 2. NOMINATIONS**

(a) (At any time between the day 30 days prior to the annual meeting of members and the day of the board meeting prior to the annual meeting of members, any director or member may nominate any member to serve any office. Nominations may be submitted in writing to any director, via the corporation's website or by placing a nomination chit in the ballot box at the snack shack.

(b) At the annual meeting of members, any member present at the meeting in person or by proxy may place names in nomination.

(c) No corporate funds may be expended to support a nominee without the board's authorization.

### **SECTION 3. VACANCIES**

(a) Vacancies on the board shall exist:

(1) On the death, resignation or inability of a director to perform the duties of office (as determined by a vote of the majority of directors then in office).

(2) Whenever the number of authorized directors is increased; (3) Upon a failure of the

members, at any members' meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting; (4) On the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s); or (5) On the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 et seq. of the California Nonprofit Corporation Law.

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

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

(d) Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by:

(1) the unanimous written consent of the directors then in office;

(2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article; or

(3) a sole remaining director, A person elected to fill a vacancy as provided by this Section shall hold office until the annual members' meeting at which that director's office would otherwise expire, or until his or her death, resignation or removal from office.

(e) The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

(f) A person requesting to fill a vacant position on the Board shall appear before the Board and answer such questions as the Board deems necessary to evaluate the person's qualifications to hold a position on the Board.

## **ARTICLE 7 LIABILITY OF DIRECTORS**

### ***SECTION 1. NON-LIABILITY OF DIRECTORS***

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. California law provides that directors who perform their duties in good faith and with reasonable care "shall have no liability based upon any alleged failure to discharge the person's obligations as a director . . ." (Nonprofit Corporation Law section 5231(c)). In addition, section 5239 of the Nonprofit Corporation Law provides that "There shall be no personal liability to a third party for monetary damages on the part of a volunteer officer of a nonprofit corporation . . .

caused by the director's or officer's negligent act or omission in the performance of that person's duties . . ." if certain conditions are met. One of those conditions is that the corporation either have liability insurance or that the "corporation and the person had made all reasonable efforts in good faith to obtain available liability insurance" [Sec. 5239(a) (4)]. This means that, generally speaking, in order for a director to have the protection afforded by the Nonprofit Corporation Law, the corporation must have minimum liability insurance. The only exception is if the corporation's previous year's budget was less than \$25,000 (or it is a new corporation in its first year and that year's budget does not exceed \$25,000). In that case only, the "all reasonable effort" requirement will be met if the corporation obtains at least one quote for insurance per year and then only if the cost of that insurance is more than 5% of the corporation's previous year's budget.

### **SECTION 2. INSURANCE FOR CORPORATE AGENTS**

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

### **SECTION 3. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

(a) (a) Subject to the required findings to be made pursuant to subsection (e) of this Section, this Corporation may/shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233 or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

(b) (b) This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(1) The determination of good faith conduct required by Section (e) of this Section must be made in the manner provided for in that section; and

(2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

(c) To the extent that an agent of this Corporation has been successful on the merits in the

defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of subsections (b) and (e) of this Section shall determine whether the agent is entitled to indemnification.

(d) If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding,

(e) The indemnification granted to an agent in subsections (a) through (c) of this Section is conditioned on the following:

(1) The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(2) The determination that the agent did act in a manner complying with Paragraph (1), above, shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not this Corporation opposes the application by the agent, attorney, or other person.

(f) Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article. However, no indemnification or advance shall be made under this Section, in any circumstance when it appears:

(1) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(g) Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in subsection (h)(1) of this Section. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

(h) For purposes of this Section, the following terms shall have the meanings ascribed:

(1) "Agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, office employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

(2) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(3) "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

## **ARTICLE 8 DUTIES OF OFFICERS**

### ***SECTION 1. PRESIDENT***

The President shall:

- (a) Be the chief executive officer of the corporation;
- (b) Presides at all meetings of the board and membership;
- (c) Chair the Budget Committee;
- (d) Vote in all matters brought before the board;
- (e) Supervise the administration and operation of the League based upon the Constitution and By-Laws of the local and national organizations;
- (f) Acts as liaison and League representative with all outside groups and organizations;
- (g) Supervises all operations of the League;
- (h) Be allowed to participate as a manager or assistant coach for any team competing within the NPPB;
- (i) Be a signatory on any bank or investment account of the corporation;
- (j) Be responsible for the player evaluation process to ensure consistency throughout the

League;

(k) responsible for working with interleague partners, to ensure the league splits, scheduling, rules and playoff format is fair for all parties involved;

(l) work with the Division Directors to ensure that division rules, scheduling and playoff format is consistent throughout the league; and

(m) work with Umpire Director to ensure umpire training, scheduling, attendance, and performance is appropriate;

### **SECTION 2. VICE PRESIDENT**

The Vice President shall:

(a) In the absence or disability of the President, perform all powers of, and be subject to all the restrictions upon, the President;

(b) Assist the President in the overall administration of corporation and league business;

(c) Carry out such duties and assignments as may be conferred upon him by the President or the board;

(d) Be an alternate co-signer with the President and Treasurer on organization's bank accounts;

(e) Oversee all player selection drafts in the Pinto, Mustang, Bronco and Pony Divisions;

(f) Chair the annual By-Laws review committee;

(g) Be allowed to participate as a manager or assistant coach for any team competing within the NPPB;

(h) If he or she is appointed a manager or assistant coach in any League within NPPB during the regular spring season, the Vice President of that division shall report directly to the President on all matters pertaining to the supervision of that division;

(i) Have such other powers and perform such other duties as from time to time may be prescribed by the board or the President.

### **SECTION 3. SECRETARY**

The Secretary shall:

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

(b) Keep, or cause to be kept, at the principal office of the corporation or at such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members. The minutes of meetings shall include the

time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; the notice given; and the names of the persons present at the board and committee meetings;

- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws, and by the board;
- (e) Exhibit at all reasonable times to any director or member of the corporation, or to his or her agent or attorney, on request therefore, these Bylaws and the minutes of the proceedings of the directors of the corporation;
- (f) Records and distributes within a two week time frame the minutes of the meetings;
- (g) Assist the President in all League correspondence, including insurance;
- (h) Be responsible for distribution and collection of year-end manager and League evaluation sheets;
- (i) Update the League By-Laws as required and maintain a record of the standing rules adopted by the Board of Directors;
- (j) Prepare, publish and distribute the NPPB Constitution and By-Laws at least once a year;
- (k) Be responsible for maintaining record of all outside correspondence;
- (l) Prepare schedule of administrative and League events;
- (m) Complete necessary paper work for PONY registration;
- (n) Conduct all communications with PONY Baseball;
- (o) Handle all insurance matters for NPPB, including communication with insurance carriers, the processing of claims and the purchase of insurance for the League;
- (p) Be responsible for responding to all inquiries received on the League phone;
- (q) Report to the President on all matters within the jurisdiction of the Secretary;
- (r) Handle special assignments on request of the President;
- (s) Assist at sign-ups;
- (t) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board;
- (u) Be responsible for posting and editing content which has been submitted or reviewed by at least one other Board Member prior to posting, deleting outdated information, immediately removing content any Board Member finds questionable until reviewed by the Board.
- (v) Coordinate with the Internet Service Provider, maintaining backups of the site content.

(w) May appoint a Web Editor, who shall be approved by the Board of Directors, to assist in the review, editing and posting of content on the NPPB website.

#### **SECTION 4. TREASURER**

The Treasurer shall:

(a) Maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

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

(c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and

(1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the board may designate; and (2) disburse, or cause to

be disbursed, the corporation's funds as the board may order.

(d) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation;

(e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(f) Sign checks and have signatory power on all bank and investment accounts of the corporation;

(g) Dispense League funds as described in the Board approved budget;

(h) Attend all league meetings and events where funds will be collected and/or disbursed including umpire meetings during the league season, sign-ups and fund-raisers;

(i) Prepare a projected annual budget each September;

(j) Coordinate annual review of the League books

(k) Shall report an up to-date status of the League funds at every monthly meeting of the Board of Directors;

(l) Keeps League books and other financial records; is a permanent member of the Budget Committee;

(m) Be responsible for the non-profit application with the proper authorities and presentation of the budget;

(n) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the board;

(o) 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; and

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

#### ***SECTION 5. PONY DIVISION DIRECTOR.***

The Pony Division Director shall:

- (a) Preside in the absence of the President, Vice President and Operations Director;
- (b) Carry out such duties and assignments as may be delegated by the President;
- (c) Coordinate and supervise the Pony Division activities throughout the season subject to the approval of the Executive Board;
- (d) At least one month before the beginning of the playing season shall call together the Pony managers and draw up the Ground Rules for the Pony Division. Copies of these Ground Rules, when approved by the Executive Board, will be distributed to the managers and the Umpire Director;
- (e) Be responsible to the Equipment Director for issue and turn-ins of team equipment for all Pony teams;
- (f) Distribute a copy of the By-Laws to each manager in the division prior to player evaluations and enforce such By-Laws;
- (g) Construct a game and practice schedule based on number of teams in division;
- (h) Determine a total player number cap based on field availability and communicate this number to the Registration Director;
- (i) Supervise, coordinate and direct all managers and coaches within their division and shall submit manager evaluations at the end of each year to the League's Secretary;
- (j) Establish a minimum standard of skills to be taught by managers and coaches within the Pony Division and present those standards skills to the Executive Board for approval. Cannot have a child playing in the division; and

#### ***SECTION 6. BRONCO DIVISION DIRECTOR***

The Bronco Division Director shall:

- (a) Preside in the absence of the President, Vice President, Operations Director and Pony Division Director and carries out such duties and assignments as may be delegated by the

President or board;

(b) Coordinate and supervise the Bronco Division activities throughout the season subject to the approval of the Executive Board;

(c) At least one month before the beginning of the playing season shall call together the Bronco managers and draw up the Ground Rules for the Bronco Division. Copies of these Ground Rules, when approved by the Executive Board, will be distributed to the managers and the Umpire Director;

(d) Be responsible to the Equipment Director for the issue and the turn-in of team equipment for all Bronco teams;

(e) Distribute a copy of the By-Laws to each manager in the Division prior to player evaluations and enforce such By-Laws;

(f) Construct a game and practice schedule based on the number of teams in the division;

(g) Determine a total player number cap based on field availability and communicate this number to the Registration Director;

(h) Supervise, coordinate and direct all managers and coaches within their division and shall submit manager evaluations at the end of each year to the League's Secretary;

(i) Establish a minimum standard of skills to be taught by managers and coaches within the Bronco Division and present those standard skills to the Executive Board for approval;

(j) Not have a child playing in the division; and

#### ***SECTION 7. MUSTANG DIVISION DIRECTOR***

The Mustang Division Director shall:

(a) Preside in the absence of the President, Vice President, Operations Director, Pony Division Director and Bronco Division Director and carries out such duties and assignments as may be delegated by the President or board;

(b) Coordinate and supervise the Mustang Division activities throughout the season subject to the approval of the Executive Board;

- (c) At least one month before the beginning of the playing season shall call together the Mustang managers and draw up the Ground Rules for the Mustang Division. Copies of these Ground Rules, when approved by the Executive Board, will be distributed to the mangers and the Umpire Director;
- (d) Be responsible to the Equipment Director for the issue and the turn-in of team equipment for all Bronco teams;
- (e) Distribute a copy of the By-Laws to each manager in the Division prior to player evaluations and enforce such By-Laws;
- (f) Construct a game and practice schedule based on the number of teams in the division;
- (g) Determine a total player number cap based on field availability and communicate this number to the Registration Director;
- (h) Supervise, coordinate and direct all managers and coaches within their division and shall submit manager evaluations at the end of each year to the League's Secretary;
- (i) Establish a minimum standard of skills to be taught by managers and coaches within the Mustang Division and present those standard skills to the Executive Board for approval;
- (j) Not have a child playing in the division; and

#### ***SECTION 8. PINTO DIVISION DIRECTOR***

The Pinto Division Director shall:

- (a) Preside in the absence of the President, Vice President, Operations Director, Pony Division Director, Bronco Division Director and Mustang Division Director and carries out such duties and assignments as may be delegated by the President or board;
- (b) Coordinate and supervise the Pinto Division activities throughout the season subject to the approval of the Executive Board;
- (c) At least one month before the beginning of the playing season shall call together the Pinto managers and draw up the Ground Rules for the Pinto Division. Copies of these Ground Rules, when approved by the Executive Board, will be distributed to the mangers and the Umpire Director;
- (d) Be responsible to the Equipment Director for the issue and the turn-in of team equipment for all Bronco teams;
- (e) Distribute a copy of the By-Laws to each manager in the Division prior to player evaluations and enforce such By-Laws;
- (f) Construct a game and practice schedule based on the number of teams in the division;
- (g) Determine a total player number cap based on field availability and communicate this

number to the Registration Director;

(h) Supervise, coordinate and direct all managers and coaches within their division and shall submit manager evaluations at the end of each year to the League's Secretary;

(i) Establish a minimum standard of skills to be taught by managers and coaches within the Pinto Division and present those standard skills to the Executive Board for approval;

(j) Not have a child playing in the division; and

### ***SECTION 9. SHETLAND DIVISION DIRECTOR***

The Shetland Division Director shall:

(a) Preside in the absence of the President, Vice President, Operations Director, Pony Division Director, Bronco Division Director Mustang Division Director and Pinto Division Director and carries out such duties and assignments as may be delegated by the President or board;

(b) Coordinate and supervise the Pinto Division activities throughout the season subject to the approval of the Executive Board;

(c) At least one month before the beginning of the playing season shall call together the Pinto managers and draw up the Ground Rules for the Pinto Division. Copies of these Ground Rules, when approved by the Executive Board, will be distributed to the managers and the Umpire Director;

(d) Be responsible to the Equipment Director for the issue and the turn-in of team equipment for all Bronco teams;

(e) Distribute a copy of the By-Laws to each manager in the Division prior to player evaluations and enforce such By-Laws;

(f) Construct a game and practice schedule based on the number of teams in the division;

(g) Determine a total player number cap based on field availability and communicate this number to the Registration Director;

(h) Supervise, coordinate and direct all managers and coaches within their division and shall submit manager evaluations at the end of each year to the League's Secretary;

(i) Establish a minimum standard of skills to be taught by managers and coaches within the Pinto Division and present those standard skills to the Executive Board for approval;

(j) Not have a child playing in the division; and

(k) Assists at sign-ups.

### ***SECTION 10. COMPENSATION***

The salaries, if any, of the officers shall be fixed from time to time by resolution of the board.

The salary received by any officer of this corporation shall be reasonable and given in return for

services actually rendered to the corporation that relate to the performance of the charitable or public purposes of this corporation. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4 of these bylaws.

## **ARTICLE 9**

### **SECTION 1. ADVISORY COUNCIL**

- (a) There shall be an Advisory council that consists of the positions detailed below in this Article;
- (b) the advisory council shall be initially selected at the annual meeting by the members at large;
- (c) Advisory council members will participate in providing advice and recommendations to the board directors, however, the advisory board members shall have no voting rights as a director;
- (d) Board directors shall have the authority to change the composition of the advisory council members or to fill vacancies upon a majority vote of the directors;
- (e) Advisory council members are not permitted to attend executive board meetings.

### **SECTION 2. PONY PLAYER AGENT(S)**

The Pony Player Agent(s) shall:

- (a) Preside in the absence of the Pony Division Director in all division activities;
- (b) Carry out such duties and assignments as may be delegated by the President;
- (c) Assist the League Registrar in the annual sign-ups in conjunction with the Pony Division;
- (d) Assist the Division Vice President in checking birth records, eligibility of players and medial release forms;
- (e) Coordinate the replacement of players who drop out, by assigning in chronological order by date of sign-up, any players on the waiting list;
- (f) Monitor the minimum play rule and shall enforce By-Laws;
- (g) Coordinate player evaluations with the Bronco, Mustang and Pinto Player Agents;
- (h) Assist the Pony Division Vice President in executing the minimum standard of skills requirement;
- (i) Not have a child playing in this division; and
- (j) If the Pony Division is split into "A" and "B" divisions, a second Player Agent shall be elected to operate the split division.

### **SECTION 3. BRONCO PLAYER AGENT(S)**

Bronco Player Agent(s) shall:

- (k) Preside in the absence of the Bronco Division Director in all division activities;
- (l) Carry out such duties and assignments as may be delegated by the President;
- (m) Assist the League Registrar in the annual sign-ups in conjunction with the Bronco Division;
- (n) Assist the Division Director in checking birth records, eligibility of players and medial release forms;
- (o) Coordinate the replacement of players who drop out, by assigning in chronological order by date of sign-up, any players on the waiting list;
- (p) Monitor the minimum play rule and shall enforce by-laws;
- (q) Coordinate player evaluations with the pony, mustang and pinto player agent's;
- (r) Assist the bronco division vice president in executing the minimum standard of skills requirement;
- (s) Not have a child playing in this division; and
- (t) If the bronco division is split into "a" and "b" divisions, a second player agent shall be elected to operate the split division.

#### **SECTION 4. MUSTANG PLAYER AGENT(S)**

Mustang Player Agent(s) shall:

- (a) Preside in the absence of the Mustang Division Director in all division activities;
- (b) Carry out such duties and assignments as may be delegated by the President;
- (c) Assist the League Registrar in the annual sign-ups in conjunction with the Mustang Division;
- (d) Assist the Division Director in checking birth records, eligibility of players and medial release forms;
- (e) Coordinate the replacement of players who drop out, by assigning in chronological order by date of sign-up, any players on the waiting list;
- (f) Monitor the minimum play rule and shall enforce by-laws;
- (g) Coordinate player evaluations with the pony, mustang and pinto player agent's;
- (h) Assist the Mustang division vice president in executing the minimum standard of skills requirement;
- (i) Not have a child playing in this division; and
- (j) If the Mustang division is split into "a" and "b" divisions, a second player agent shall be elected to operate the split division.

### **SECTION 5. PINTO PLAYER AGENT(S)**

Pinto Player Agent(s) shall:

- (a) (a) Preside in the absence of the Pinto Division Director in all division activities;
- (b) Carry out such duties and assignments as may be delegated by the President;
- (c) Assist the League Registrar in the annual sign-ups in conjunction with the Pinto Division;
- (d) Assist the Division Director in checking birth records, eligibility of players and medial release forms;
- (e) Coordinate the replacement of players who drop out, by assigning in chronological order by date of sign-up, any players on the waiting list;
- (f) Monitor the minimum play rule and shall enforce by-laws;
- (g) Coordinate player evaluations with the pony, mustang and pinto player agent's;
- (h) Assist the Pinto Division Director in executing the minimum standard of skills requirement;
- (i) Not have a child playing in this division; and
- (j) If the Pinto division is split into "a" and "b" divisions, a second player agent shall be elected to operate the split division.

### **SECTION 6. SHETLAND PLAYER AGENT(S)**

Shetland Player Agent(s) shall:

- (a) Preside in the absence of the Shetland Division Director in all division activities;
- (b) Carry out such duties and assignments as may be delegated by the President;
- (c) Assist the League Registrar in the annual sign-ups in conjunction with the Shetland Division;
- (d) Assist the Division Director in checking birth records, eligibility of players and medial release forms;
- (e) Coordinate the replacement of players who drop out, by assigning in chronological order by date of sign-up, any players on the waiting list;
- (f) Monitor the minimum play rule and shall enforce by-laws;
- (g) Coordinate player evaluations with the pony, mustang and pinto player agent's;
- (h) Assist the Shetland Division Director in executing the minimum standard of skills requirement;
- (i) Not have a child playing in this division; and
- (j) If the Shetland division is split into "a" and "b" divisions, a second player agent shall be elected to operate the split division.

## **SECTION 7. UMPIRE ADVISOR**

Umpire Advisor shall:

(a) supervise all umpire activities within the League. This will consist of obtaining umpires, training, and scheduling for the various Division games.

(b) maintain and distribute umpires pay to the treasurer for check writing.

(c) consider all complaints relative to umpires and make suitable recommendations to the Board of Directors.

(d) obtain current ground rules from all Division Directors. Through his umpires and the managers, shall see that all PONY Baseball safety regulations are enforced.

(e) may appoint an Umpire Trainer, who shall be approved by the Board of Directors, to train League umpires and to assist the Umpire Advisor to administer and enforce safety regulations and divisional ground rules.

(f) participates on any Disciplinary Committee concerning the League and informs the involved umpires of the results.

(g) reports to the President on all matters within the jurisdiction of the Umpire Advisor.;

(h) Assists at sign-ups.

## **SECTION 8. AUDITOR**

The Auditor shall:

(a) Assists the Board in its fiduciary responsibilities to the League's assets by reviewing and monitoring the League's financial controls and records.

(b) Reviews the League's accounting practices and verify that they are in compliance with the By-Laws.

- (c) Reviews the canceled checks, back deposits and back transfers quarterly (July, October, January and April).
- (d) Reviews the reconciliation of the League's bank and savings accounts quarterly
- (e) Reviews the financial reports.
- (f) Works with the Treasurer to compare actual revenues and expenditures to the League's annual budget and analyze any material variance.
- (g) Submits a report at the January, April and September Board meetings.

#### **SECTION 9. ASSISTANT TREASURER**

The Assistant Treasurer shall: (a) Assist the Treasurer in the counting and depositing of all money.

- (b) Give a receipt for all moneys received, keeping an accurate account thereof, and shall deposit in a bank approved by the Executive Board, and shall give a copy of the deposit slip to the Treasurer. This is an appointed position by the Treasurer on approval of the Board.

#### **SECTION 10. CONCESSIONS ADVISOR**

The Concessions Advisor shall:

- (a) Coordinate all phases of concession functions, which includes:

1) Purchasing of supplies, 2) staffing of the snack shack, 3) instructing helpers on the proper usage of snack shack equipment, 4) cleaning and maintenance. 5) Be responsible for concession stand funds, which will be maintained in a separate account and report to the Board of Directors at monthly meetings. 6) may appoint an assistant, who shall be approved by the Board of Directors, to help in operating the league's concession functions. 7) have an accounting of each day's total monies brought in, which will be collected on a daily basis by the Treasurer, Assistant Treasurer or Executive Board member. 8) shall make recommendations on purchases of equipment for the next year.

#### **SECTION 11. FALL BASEBALL ADVISOR**

Fall Baseball Advisor shall:

- (a) provide oversight for all aspects of fall baseball, including securing field permits, registration, scheduling, uniforms and marketing.
- (b) Ensure all fall baseball operations will be held in compliance with all NPPB, PONY International Baseball and Regional PONY Baseball by-laws and rules.

### **SECTION 12. EQUIPMENT ADVISOR**

The Equipment Advisor shall:

- (a) Be responsible for the storage, disbursement and collection of all playing equipment and related gear.
- (b) Ensure the playing equipment to be used and furnished conforms in all respects to the safety requirements prescribed by, PONY Baseball regulations.
- (c) Be responsible for the storage, purchase and/or repair of all playing equipment and related gear.
- (d) Along with the League President, have the only key to storage facility of playing equipment.
- (e) furnish a key to all field storage facilities to division managers.
- (f) may submit to the Board, an inventory list of equipment on hand, equipment outstanding [per division] and recommended equipment to be purchased.

### **SECTION 13. FIELD MAINTENANCE ADVISOR**

The Field Maintenance Advisor shall:

- (g) Evaluate the safe and playable conditions of playing fields, bases, fences, dugouts and water supply.
- (h) Arrange and coordinate with Division Directors a pre-season field preparation day with mandatory attendance by team parents, team managers and coaches.
- (i) schedule a mandatory field preparation class for all managers and coaches.
- (a) instruct division managers / coaches on the proper preparation of the field (i.e., chalking, dragging and water, etc.) prior to and following each game.

### **SECTION 14. FUND RAISING ADVISOR**

The Fund Raising Advisor shall:

Is responsible for establishing and overseeing the fund raising committee.

- (a) Initiates, collects, evaluates and pursues ideas for ways and means to secure funds for NPPB.
- (b) Ensures that fundraising initiatives are approved yearly by the Board.
- (c) Coordinates with Team Parent Advisor to distribute fund raising materials and to collect money from each team.

### **SECTION 15. MARKETING ADVISOR**

(a) The Marketing Advisor shall:

(b) Supervise and coordinate the marketing for the League based upon the Constitution and By-Laws of the local (NPPB) and national PONY organizations.

(c) Shall assist the League President as liaison with all entities, groups and organization in all matters pertaining to sales and marketing.

(d) Supervises and coordinates all affairs having to do with publicity, publications and printing.

(e) Coordinate with the Secretary to ensure that relevant publicity is posted on the League website.

(f) Assists the Registration Advisor with the NPPB membership roster and mailing lists.

(g) Assists the Fund Raising Advisor with the marketing of all NPPB fund raisers.

### **SECTION 16. REGISTRATION ADVISOR**

The Registration Advisor shall:

(a) provide flyers for local schools and local newspapers.

(b) arrange for and conducts annual sign-ups.

(c) be responsible for turning over registration forms to appropriate Player Agent for verification of birth record and eligibility of players.

(d) track all players that sign-up for the League by division. This list will be given to the Yearbook Advisor, League President and Team Parent Advisor.

(e) provide registration forms for late sign-ups.

### **SECTION 17. SPONSORSHIP ADVISOR**

The Sponsorship Advisor shall:

(a) contact previous years sponsors in writing to generate their interest in the current season.

(b) organize the sponsors for each team in all divisions.

(c) work with Division Vice Presidents on returning sponsors assigned or drafted to their teams and prepare a list for Team Parent Advisor.

(d) assist with the distribution of sponsorship plaques.

### **SECTION 18. TEAM PARENT ADVISOR**

The Team Parent Advisor shall:

- (a) Arrange mandatory Team Parent's meeting to relay all pertinent information regarding pictures and fund-raisers.
- (b) Work closely with team parents, notifying and instructing them on various League functions.
- (c) Coordinate Picture Day for the League and coordinates pictures for the All-Star teams.
- (d) Hire a photographer and arranges a specific day for all teams to have their team and individual pictures taken.
- (e) obtain a list of the team sponsors from the Sponsorship Advisor for identification in picture.
- (f) schedule one make-up day, if needed, for teams that miss their time. Will obtain individual teams' sponsorship plaques and distribute to team parents.

### **SECTION 19. TOURNAMENT ADVISOR**

The Tournament Advisor shall:

- (a) be responsible for enrolling tournament teams in and coordinating all post-season play by filing All-Star applications and tournament applications with PONY Regional officials, recreation and parks officials and other administrative authorities.
- (b) arrange a mandatory meeting for all managers involved with tournament teams, to discuss locations and rules.
- (c) coordinate with Uniform Advisor regarding availability and purchase of uniforms for tournament play.

### **SECTION 20. UNIFORM ADVISOR**

The Uniform Advisor shall:

- (a) Upon Board approval of budget, shall be responsible for ordering, receiving, and distributing all League uniforms.
- (b) be responsible for trouble shooting all uniform inquiries/problems.
- (c) secure at least three bids for uniforms and submit to the Executive Committee for final approval of design and vendor.
- (d) coordinate with Tournament Advisor regarding availability of uniforms for tournament play.
- (e) make All-Star uniforms available for purchase. Shall attend the mandatory meeting for all

All-Star managers and instruct when the date for All-Star equipment can be ordered.

(f) coordinate distribution of All-Star uniforms.

### **SECTION 21. YEARBOOK ADVISOR**

The Yearbook Advisor shall:

(a) be responsible for compiling and publishing a yearbook from the information provided by the Division Vice Presidents of the League, the Team Parents and the Sponsorship Advisor.

### **SECTION 1. COMMITTEES**

(a) The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board and have such authority as is delegated by the board. As a matter of law, committees of the board must be elected or appointed by the ENTIRE board.

(b) Only committees consisting wholly of directors may take action or make decisions on behalf of the corporation.

(c) The following powers are reserved to the board of directors as a whole and may not be delegated to any committees thereof:

(1) The filling of vacancies on the board or on any committee that has the authority of the board; (2) The appointment of committees of the board or the members thereof. (3) The fixing of compensation of the directors for serving on the board or on any

committee. (4) The amendment or repeal of Bylaws or Articles of Incorporation, or the adoption

of new Bylaws or Articles of Incorporation. (5) The amendment or repeal or any resolution of the board which by its express

terms is not so amendable or repealable. (6) The expenditure of corporate funds to support a nominee for director after there

are more people nominated for director than can be elected. (7) The approval of any transaction to which this corporation is a party and in which

one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the Nonprofit Corporation Law.

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

### **SECTION 2. ADVISORY COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by

resolution of the board. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only and shall be clearly titled as "advisory" committees.

### **SECTION 3. AUDIT COMMITTEE**

If this corporation is required to register with the Office of the Attorney General, in any fiscal year in which the corporation has gross revenues of \$2 million or more this corporation shall have an audit committee. Notwithstanding the other provisions of this Article, the audit committee shall have the following duties and composition:

(a) It shall be the duty of the audit committee to:

(1) Recommend to the board of directors the retention and termination of the

independent auditor; (2) Confer with the auditor to satisfy the committee members that the financial affairs

of the charitable organization are in order; (3) Review and determine whether to accept the audit; and (4) Approve performance of any non-audit services to be provided by the auditing firm.

(b) In addition, the audit committee may negotiate the compensation of the auditor on behalf of the board;

(c) The audit committee shall be composed of at least one person. Audit committee members need not be directors of the corporation. In addition, the composition of the audit committee shall be restricted as follows:

(1) The corporation's president, chief executive officer, chief financial officer

(treasurer), any paid staff, and anyone who does business or has any financial interest in any entity that does business with the nonprofit may not be on the audit committee. (2) If the corporation has a finance committee, its members must comprise less than

50% of the audit committee and the chair of the finance committee may not serve on the audit committee.

(d) Audit committee members may receive no more compensation than directors receive for their service to the corporation as directors.

### **SECTION 4. MEETINGS AND ACTION OF COMMITTEES**

Meetings and actions of all committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the board and its members; excepting, however, that the time for regular meetings of committees may be fixed by resolution of the board or by the committee. The time for special meetings of committees may also be fixed by the board. The board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### **SECTION 5. ADVISORY COMMITTEES**

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

#### ***SECTION 6. MEETINGS AND ACTION OF COMMITTEES***

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

### **ARTICLE 10 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### ***SECTION 1. EXECUTION OF INSTRUMENTS***

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

#### ***SECTION 2. CHECKS AND NOTES***

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

#### ***SECTION 3. DEPOSITS***

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

#### ***SECTION 4. GIFTS***

The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

### **ARTICLE 11 CORPORATE RECORDS, REPORTS AND SEAL**

#### ***SECTION 1. MAINTENANCE OF CORPORATE RECORDS***

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the

names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and

(d) Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the corporation is required, by statute or regulation, to make generally available to the public.

### ***SECTION 2. CORPORATE SEAL***

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

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

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### ***SECTION 4. MEMBERS' INSPECTION RIGHTS***

(a) Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

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

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

(c) If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a

reasonable alternative under this Section, it may deny the member access to the membership list.

(d) 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 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

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

The board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors and members of the corporation, which report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and a statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(1) A statement of the place where the names and addresses of current members are located; and (2) Any information required by Section 7 of this Article.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a member, the board shall promptly cause the most recent annual report to be sent to the requesting member. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

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

As part of the annual report to all directors and members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transactions or indemnifications of the following kind:

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

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

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

(b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to 5238 of the Corporations Code.

## **ARTICLE 12 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day August in each calendar year and end on the last day of July of the next calendar year.

## **ARTICLE 13 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

(a) Subject to any provision of law applicable to the amendment of Bylaws of a California Nonprofit Corporation, these Bylaws, or any of them, may be altered, amended or repealed, and new bylaws adopted by approval of:

(1) Two-thirds of directors then currently in office; or (2) Two-thirds majority of the members votes represented and voting.

(b) Subject to the members' right under these Bylaws and the limitations set forth below, the board may adopt, amend or repeal bylaws unless doing so would materially and adversely affect the members', or a class or classes of members' rights, as to voting, dissolution, redemption or transfer. The board may not extend a director's term beyond that for which the director was elected.

(c) Once members have been admitted to the corporation, the board may not, without the members' approval, specify or change any bylaw that would:

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

versa.

(d) Without the approval of the members, the board may not adopt, amend or repeal any bylaw that would:

(1) Allow any director to hold office by designation or selection rather than by

election of the members; (2) Extend or increase a directors' term of office; (3) Increase the quorum for members' meeting; (4) Repeal, restrict, create, expand, or otherwise change proxy rights; or (5) Authorize cumulative voting.

(e) New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members on, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

(1) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class; (2) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class; (3) Increase or decrease the number of memberships authorized for that class; (4) Increase the number of memberships authorized for another class; (5) Effect an exchange, reclassification, or cancellation of all or part of the

memberships of that class; or (6) Authorize a new class of memberships.

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

## **ARTICLE 14 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES**

Any amendment of the Articles of Incorporation may be adopted by approval of two-thirds of the members' votes represented and voting.

## ***SECTION 2. CERTAIN AMENDMENTS***

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

## **ARTICLE 15 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### ***SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS***

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

## ***ARTICLE 16 CONSTRUCTION AND DEFINITIONS***

### ***SECTION 1. CONSTRUCTION AND DEFINITION***

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