

BYLAWS OF THE LINCOLN HILLS SENIOR SOFTBALL LEAGUE

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BYLAWS OF THE LINCOLN HILLS SENIOR SOFTBALL LEAGUE

ARTICLE 1- ORGANIZATION, PURPOSE AND STRUCTURE

1.01 Name. The name of this charter club (the "charter club") is Lincoln Hills Senior Softball League (LHSSL).

1.02 Principal Office. The board of directors (the "Board") shall fix the location of the principal executive office of the charter club at Lincoln, California.

1.03 General and Specific Purposes; Limitations. The purposes for which the charter club is formed are exclusively pleasure, recreation and other non-profitable purposes. No part of the net earnings of the charter club shall inure to the benefit of any person.

ARTICLE II - DIRECTORS

2.01 General Powers. Subject to the provisions and limitations of the bylaws, the charter club's activities and affairs shall be managed, and all charter powers shall be exercised, by or under the direction of the board.

2.02 Specific Powers. Without prejudice to the general powers set forth in these bylaws, but subject to the same limitations, the board shall have the power to:

(a) Appoint and remove, at the pleasure of the board, all directors, prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and require from them security for faithful service.

(b) Adopt and use a charter club seal, if necessary; prescribe the forms of membership documentation, if appropriate; and alter the forms of the seal and membership documentation.

2.03 Number and Qualification. The authorized number of directors shall be seven (7).
The qualifications for directors shall be as set forth in the Rules and Regulations of the Lincoln Hills Senior Softball League. The Rules and Regulations shall be adopted by the board and may be modified by the board, from time to time, as the board deems necessary or appropriate.

2.04 Selection. All seven (7) directors shall be designated and chosen upon election by the general membership.
Unless the board shall specifically determine otherwise, each director shall hold office for two (2) to three (3) years and until a successor director has been designated.

2.05 Election and Term of Directors. Directors shall be elected, as necessary, at each annual meeting of the Board. However, if directors are not elected at an annual meeting, they may be elected at any special meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until the expiration of the term for which elected and/or until a successor has been elected and qualified. No reduction in the number of directors shall have the effect of removing any director before the director's term of office expires.

2.06 Nominations by Committee. The president shall, at least ninety (90) days before the date of any election of directors, appoint a committee to nominate qualified candidates for election
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to the board. The nominating committee shall make its report at least thirty (30) days before the date of the election, or at such other time as the board may set. The secretary shall forward to each board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee.

2.07 Vacancies. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, or convicted of a felony; (c) the vote of the majority of the board to remove any director(s); (d) an increase in the authorized number of directors; or (e) a failure of the board, at any meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

2.08 Resignations. Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

2.09 Vacancies Filled by Board. 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.

2.10 Meetings of Board of Directors. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board.

2.11 Meetings by Telephone or Other Telecommunications Equipment. Any board meeting may be held by conference, telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the charter club.

(c) The board has adopted and implemented a means of verifying both of the following:

(1) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(2) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

2.12 Annual and Other Meetings. No less than once per year, at such time as the board shall designate, the board shall hold a general meeting for purposes of organization, election of

officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice.

2.13 Special Meetings. Special meetings of the board for any purpose may be called at any time by the president of the board, if any, the president or any vice president, the secretary, or any two directors.

2.14 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the charter club's records.

Notices sent by first-class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least four (4) days before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the charter club's principal office. The notice need not specify the purpose of the meeting.

2.15 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

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

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

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

2.19 Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

2.20 Reimbursement. Directors may receive reimbursement for out of pocket expenses incurred while conducting business authorized by board resolution.

2.21 Committees of Board of Directors. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors or officers, and no one who is not a director or officer, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors or officers as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

(a) Fill vacancies on the board or any committee of the board;

(b) Amend, repeal or adopt new bylaws; or

(c) Amend or repeal any resolution of the board

2.22 Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the charter club's records.

The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

ARTICLE III OFFICERS

3.01 Offices Held. The officers of this corporation shall be a president, one or more vice presidents, a secretary, a commissioner, and a treasurer/chief financial officer. The charter club, at the board's discretion, may also have one or more assistant secretaries, deputy commissioner(s), one or more assistant treasurers and such other officers as may be appointed by the board. Any number of offices may be held by the same person not to exceed two board positions.

3.02 Election of Officers. The officers of this charter club, except any appointed pursuant to these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

3.03 Appointment of Officers. The board may appoint and authorize the president, or another officer to appoint any other officers that the charter club may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

3.04 Removal of Officers. The board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.

3.05 Resignation of Officers. Any officer may resign at any time by giving written

notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the charter club under any contract to which the officer is a party.

3.06 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

3.07 President of the Board. If the president of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time.

3.08 President. Subject to such supervisory powers as the board may give to the president of the board, if any, and subject to the control of the board, the president shall be the general manager of the charter club and shall supervise, direct, and control the charter club's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.

3.09 Vice President. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

3.10 Secretary. The secretary shall keep or cause to be kept, at the charter club's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at board and committee meetings.

The secretary shall give notice of all meetings, of the board and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

3.11 Treasurer/Chief Financial Officer. The treasurer/chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the charter club's properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the charter club with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, and the board, when requested, an account of all transactions as chief financial officer and of the

financial condition of the charter club; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

3.12 Commissioner. The commissioner shall maintain all rules of play for the Lincoln Hills Senior Softball League, shall govern the League, and shall enforce applicable rules of play.

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

ARTICLE V - RECORDS AND REPORTS

5.01 Maintenance of Charter Club Records. This charter club shall keep:

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

5.02 Maintenance and Inspection of Articles and Bylaws. This charter club shall keep at its principal California office the original or a copy of the bylaws, as amended to the current date, which shall be open to inspection, as authorized by the board, at all reasonable times during office hours.

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

5.04 Annual Reports. The board shall cause an annual report to be prepared within 120 days after the end of the charter club's fiscal year. That report shall contain, in appropriate detail, a balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the charter club that they were prepared without audit from the charter club's books and records.

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

5.05 Annual Statement of Certain Transactions and Indemnifications. The charter club shall also annually prepare and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the charter club's fiscal year:

- (a) Any transaction (i) to which the charter club, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which any director or officer of the charter club had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the charter club, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the charter club.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of the Lincoln Hills Senior Softball Association, that these bylaws, consisting of 10 pages, are the bylaws of the charter club as adopted by the Board of Directors on _____ and that these bylaws have not been amended or modified since that date.

Executed on _____ at Sun City Lincoln Hills, California.

Secretary