

RESTATED BYLAWS
OF
LA CANADA JUNIOR BASEBALL ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

**RESTATED BYLAWS OF
LA CANADA JUNIOR BASEBALL ASSOCIATION**

1. **Name.** The name of this corporation is LA CANADA JUNIOR BASEBALL ASSOCIATION (the "**Corporation**" or "**Association**").

2. **Offices.**

2.1 **Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation shall be the residence address of the League President. The board of directors of the Corporation ("**Board**") may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section 2.1; alternatively, this Section 2.1 may be amended to state the new location.

3. **Purpose.**

3.1 **General Purposes.** The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

3.2 **Specific Purposes.** The specific purpose of the Corporation is to function as an association to form and manage baseball and softball teams and leagues primarily for the youth of the City of La Canada Flintridge, in the State of California, in accordance with the rules of Pony Baseball, Inc. , Babe Ruth Baseball, Inc., and ASA/USA Softball. The Corporation shall not engage in any substantial activities or exercise any substantial powers that are not in furtherance of such purpose.

3.3 **California Nonprofit Corporation Law; Construction.** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. With respect to the provisions of these Bylaws, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

4. **Members.**

The Corporation shall have no members.

5. **Board of Directors.**

5.1 **General Powers.** Subject to the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Corporation's Articles of Incorporation and these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

5.2 **Specific Powers.** Without prejudice to the general powers set forth in Article 3 and Section 5.1, but subject to the same limitations, the Board shall have the power to:

- (a) Appoint all Directors and remove any Director for good cause shown;
- (b) Change the principal office or the principal business office in California from one location to another;
- (c) Obtain such insurance as the Board deems reasonably necessary, including, without limitation, a policy insuring the officers and directors of this Association against any liability for their errors and/or omissions arising from performance of their duties for the Association; and
- (d) Adopt, amend and repeal these Bylaws and the Association Rules.
- (e) Suspend, discharge or otherwise discipline any, manager, coach, player, league official, umpire or other person whose conduct is considered detrimental to the best interests of the League in accordance with the rules of Pony Baseball, Inc. and Babe Ruth Baseball, Inc. Any adult (person 18 years of age or older) who is suspended, removed or otherwise disciplined by the Board of Directors shall have the right to appeal such action before a majority of the members of the Board of Directors at a regular or special meeting called for that purpose.
- (f) Decide all matters pertaining to the finances of the league, bearing the responsibility to conduct the financial affairs of the League in a sound, business-like manner.
- (g) Institute policy relative to the preparation and acceptance of an annual budget, and periodic and annual presentation of financial reports, and an annual review of the books of the League.

5.3 **Number of Directors.** The Board shall consist of at least (5) directors unless changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by the annual ballot of the Board appointing persons to membership on the Board for the upcoming year. The Board membership shall include the five league officers – President, Vice President of Baseball, Vice President of Softball, Secretary, and Treasurer. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the league as it may deem proper that are not in conflict with Pony Baseball and Babe Ruth Baseball Rules and Regulations.

5.4 **Designation of Directors.** All directors shall be designated by the Majority of the members of the Board of Directors. Each director shall hold office for one (1) year commencing in October of each year, or until such director's earlier removal or resignation, and until a successor director has been designated and qualified.

5.5 **Vacancies on Board.** A vacancy or vacancies on the Board shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the

Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) removal, with or without cause, by a Majority Vote of the Directors, or (d) the increase of the authorized number of directors.

(a) Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the 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. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

(b) 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 according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining director. Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

5.6 **Board 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. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. General meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

(b) Special meetings of the Board for any purpose may be called at any time by the president or any vice president, the secretary, treasurer or any two directors.

(c) 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 Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) 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 48 hours 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 Corporation's principal office. The notice need not specify the purpose of the meeting.

(d) 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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. 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.

(e) 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 corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

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

(g) 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 action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5.7 **Compensation and Reimbursement.** Directors may not receive any compensation for their services as directors or officers. Directors may receive such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

5.8 **Executive Board.** An Executive Board consisting of the President, Vice-President of Baseball, Vice President of Softball, Secretary, and Treasurer shall be empowered to act upon all matters requiring a decision of the Board when calling for a full meeting of the Board would be untimely or impractical. In addition, the Executive Board may authorize expenditures of up to \$1,000, rule on game appeals, and discipline participants including managers and coaches.

6. Officers.

6.1 **Officers.** The Members of the Executive Board shall serve as the officers of the corporation. The officers of this Corporation shall be the President, Vice President of Baseball, Vice President of Softball, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the President.

6.2 **Appointment of Officers.** As members of the Board of Directors, the officers of this Corporation shall be chosen in the manner that members of the Board are selected in accordance with these bylaws.

6.3 **Removal; Resignation; Vacancies.** The Board may remove any officer with or without cause. 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. 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.

6.4 **Duties of Officers.**

(a) **League President.** The league president shall:

- (1) Preside at all league meetings and assume full responsibility for the operation of the local league.
- (2) Appoint all Committees and supervise the activity of the local league.
- (3) See that his/her league adheres to the rules, regulations and policies of the Pony Baseball, Inc. and Babe Ruth Baseball, Inc. (Player's age, Resides in the geographical boundaries of the league, etc.)
- (4) Be sure the charter application or continuation form is submitted to Pony Baseball and Babe Ruth Headquarters.
- (5) Be responsible for local league protests and disputes.
- (6) Review finances with Treasurer and be one of the "two signatures" required to sign checks.
- (7) The president shall be allowed to participate as a manager or assistant coach of any team. The president shall not be prohibited from participating as a manager or assistant coach for a tournament team.
- (8) The president shall have such other powers and duties as the Board or the Bylaws may require.

(b) Vice President of Baseball.

- (1) Will take over the duties of the President upon the President's resignation, removal or incapacity.
- (2) Supervises the administration and operation of baseball operations for the league based upon the Constitution and By-Laws of the local and national organizations.
- (3) Supervises, coordinates and directs all General Managers.
- (4) Coordinates the scheduling of player drafts for each league and appoints an experienced Board Member to be present at each player draft.
- (5) Assists in the preparation of all practices, game and playoff schedules.
- (6) As a member of the Executive Board, assists in ruling on game protests.
- (7) Reports to the President on all matters within the duties of the Vice President of Baseball.
- (8) Assists at try-outs.

(c) Vice President of Softball.

- (1) Supervises the administration and operation of softball operations for the league based upon the Constitution and By-Laws of the local and national organizations.
- (2) Appoints a "Softball Board", subject to ratification by the Board of the Corporation, to assist with the administration and operation of softball operations.
- (3) Directs all Division Directors of Softball.
- (4) Acts as liaison with other softball groups and organizations.
- (5) Serves on the managers selection committee for each league.
- (6) Schedules and coordinates player and coach clinics.
- (7) Coordinates the scheduling of player drafts for each league and appoints an experienced Softball Board member to be present at each player draft.
- (8) Prepares all Division practices, game and playoff schedules.
- (9) Coordinates, collects, reviews, and maintains all manager and player ratings from softball Division Directors.
- (10) Chairs any protest committee of the Softball Board and submits appeals of Softball Board decisions to the Board of the Association for final determination.
- (11) Coordinates the voting associated with selection of Softball all-stars.

(12) Reports to the President on all matters within the jurisdiction of the Vice President of Softball Operations.

(13) If the Vice President of Softball Operations is appointed a manager or assistant coach in any league within ASA during the regular spring season, the Director of that division may appeal to the President on any matter pertaining to the supervision of that division. The Vice President of Softball Operations shall not be allowed to participate as a manager or assistant coach for more than one team competing within ASA during the regular spring baseball season. If selected, the Vice President of Softball Operations shall not be prohibited from participating as a manager or assistant coach from a traveling team, fall ball team, or any post-season baseball team competing on behalf of or within ASA.

(14) Handles special assignments on request of the President.

(15) Assists at try-outs.

(e) **Secretary.** The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, 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 keep or cause to be kept, at the principal California office, a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date. The secretary shall give, or cause to be given, 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.

(f) **Treasurer.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The treasurer shall send or cause to be given to the 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 treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the president, chairman of the Board, if any, and the Board, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require. 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.

6.5 **Contracts With Directors and Officers.** No director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction

6.6 **Indemnification.**

(a) To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Section 7.1, shall have the same meaning as in that section of the Corporations Code.

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

(c) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 7.1 in defending any proceeding covered by Section 7.1 shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

6.7 **Insurance.** This Corporation 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.

6.8 **Corporate Records.**

This Corporation shall keep: a) adequate and correct books and records of account; b) written minutes of the proceedings of the Board and committees of the Board; and c) a record of each director's and officer's name and address.

6.9 **Articles and Bylaws.** This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to the current date, which shall be open to inspection by all directors and officers at all reasonable times during office hours.

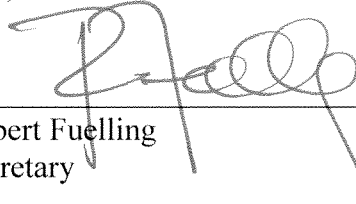
6.10 **Amendment**. The Board may adopt, amend, or repeal these bylaws in its discretion upon a two-thirds vote of the members of the Board casting votes.

7. **Adoption Of Rules For The Operation Of Each League**. The Board shall adopt rules for the operation of each league and shall publish the rules in a manner so as to inform all participants of such rules.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of LA CANANDA JUNIOR BASEBALL ASSOCIATION, a California nonprofit mutual benefit corporation (the "**Corporation**"); that these Restated Bylaws, consisting of 8 pages, are the Restated Bylaws of this Corporation as adopted by the board of directors of the Corporation on April 20 2009; and that these Restated Bylaws have not been amended or modified since that date.

Executed on April 20, 2009 at La Canada, California.

A handwritten signature in black ink, appearing to read 'R. Fuelling', is written over a horizontal line. The signature is cursive and somewhat stylized.

Robert Fuelling
Secretary