

Foster City Youth Softball Association
a California Nonprofit Public Benefit Corporation

BYLAWS

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ARTICLE I - NAME

SECTION 1

This organization shall be known as the Foster City Youth Softball Association, hereinafter referred to as the "Association".

SECTION 2

The principal address for the transaction of the activities and affairs of the Association is P.O. Box 4211, Foster City, CA. 94404.

ARTICLE II - OBJECTIVES

SECTION 1

The objective of the Association shall be to operate a nonprofit girls fast pitch softball league. In doing so, the Association will develop, direct and promote the sport of girls fast pitch softball to ensure



maximum participation, optimal performance and educational excellence of youth participants, and will seek to implant in children of the community the ideals of good sportsmanship, honesty, loyalty, courage, leadership and respect for authority. The attainment of exceptional athletic skill and the winning of games will be secondary objectives, with the molding of future citizens of prime importance.

SECTION 2

To achieve this objective, the Association will provide a supervised softball program structured under the rules and regulations of the Amateur Softball Association of America (also known as the ASA or USA Softball) and/or similar youth fast pitch softball programs.

SECTION 3

This corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code 501(c) (3), or corresponding section of any future federal tax code.

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of this Association may apply to become a Member.

SECTION 2

Classes. There shall be the following two classes of Members:

(a) **Player Members.** Any player candidate meeting the requirements of the Association Bylaws and the Rules and Regulations shall be eligible to compete for participation. Player Members shall have no rights, duties or obligations in the management or in the property of the Association.

(b) **Regular Members.** Any adult person actively interested in furthering the objectives of the Association may become a Regular Member upon election and payment of dues (if applicable) as hereinafter provided. Only Regular Members in good standing are eligible to vote at General Membership Meetings. All Officers, Board Members, Managers, Coaches and other elected or appointed officials must be active Regular Members in good standing. Regular Members of the league automatically include all current Managers, Coaches, Board Members, Officers of the Board and any other person who is recognized by the Board as a current volunteer in the Association.

(c) As used hereinafter, the word "Member" shall mean a Regular Member unless otherwise stated.



SECTION 3

Other Affiliations.

(a) Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Association.

(b) Regular Members should not be actively engaged in the promotion and/or operation of any baseball/softball program that conflicts with the objectives of the Association.

SECTION 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors as follows:

(a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interests of the Association. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

(b) The Board of Directors shall, in the case of a Player Member, give notice to the manager of the team for which the player is a member. Said manager shall appear in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to suspend or revoke such player's right to future participation by a two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV – MEMBERSHIP DUES

SECTION 1

There shall be no membership dues for Player Members. However, Player Members may be responsible for various registration fees, as determined from time-to-time by the Board of Directors.

SECTION 2

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year.

SECTION 3

Regular Members who fail to pay their fixed dues within (10) days of submitting their application to become a member may, by the majority vote of the Board present at a properly convened Board meeting, be dropped from the rolls, and shall forfeit all rights and privileges of membership. This Section shall not apply in the case where no dues for Regular membership are collected.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the Association (including Annual Meeting of the Members and Special General Membership Meetings). A minimum of one per year is required. All General Membership Meetings will be held in Foster City, Ca.

SECTION 2

Annual Meeting of the Members. The Annual Meeting of the Members of the Association shall be held the last Monday in July in each year for the purpose of electing new Members, electing the Board of Directors, receiving reports, reviewing these Bylaws, appointing committees, and for the transaction of such other business as may properly come before the meeting.

The Membership shall receive at the Annual Meeting of the Members of the Association a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- The general condition of the Association.
- A summary of funds received and expended by the Association for the previous year, the amount of funds currently in possession of the Association, and the name of the financial institution in which such funds are maintained.
- Material leases, contracts or other agreements of the Association.
- The whole amount of real and personal property owned by the Association, where located, and where and how invested.
- For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made.
- The names of the persons who have been admitted to regular membership in the Association during such year. This report shall be filed with the records of the Association and entered in the minutes of the proceedings of the Annual Meeting.

At the Annual Meeting, the Members shall elect the Board of Directors for the Association. The Board's term of office shall continue until its successors are elected and qualified under this section.

The Board of Directors shall meet immediately following the Annual Meeting, and shall elect Officers of the Association. Such Officers shall assume the performance of their duties immediately upon election.

SECTION 3

Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than fourteen (14) nor more than twenty-one (21) days after the request is received by the President or Secretary.



SECTION 4

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least ten (10) days in advance of the meeting, setting forth the place, time and purpose of the meeting.

SECTION 5

Quorum. At any General Membership Meeting, the presence in person of one tenth (10 percent) of the members shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 6

Voting. Only Regular Members shall be entitled to make motions and vote at General Membership Meetings. However, the President or Board of Directors may invite, admit and recognize guests for presentations or comments during General Membership Meetings.

SECTION 7

Proxies. Persons entitled to vote at any General Membership Meeting may do so only in person. Proxies may not exercise voting rights.

SECTION 8

Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings, except where such conflict with these Bylaws of the Association.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Association shall be conducted and all Association powers shall be exercised by or under the direction of the Board of Directors.

SECTION 2

Increase/Decrease in number. The Board of Directors shall consist of at least three (3) but not more than eleven (11) directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by two-thirds of the Board of Directors present at any duly constituted Board meeting. Any authorized Directors not elected by the Members may be elected by a two-thirds majority vote of the Board of Directors present at any duly constituted Board meeting.

SECTION 3

Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, a replacement may be elected by a two-thirds majority vote of the remaining Directors at any duly constituted Board meeting.

SECTION 4

Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board. All meetings shall be held in Foster City, Ca.

(a) The President or the Secretary may, whenever they deem it advisable, or the Secretary shall at the request in writing of three (3) Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

(b) Notice of each Board meeting shall be given by the Secretary personally, electronically or by mail to each Director at least seven (7) days before the time appointed for the meeting, to the last recorded address of each Director.

(c) Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

(d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

Unanimous Written Consent. Any action that the Board might otherwise take at a Board meeting may be taken without a meeting if all Directors consent in writing. 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 Board of Directors.

SECTION 6

Duties and Powers. The Board of Directors shall have the power to appoint such committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper, provided such rules and regulations do not conflict with these Bylaws.

The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Association in accordance with the procedure set forth in these Bylaws.



SECTION 7

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors meetings, except where such conflict with these Bylaws of the Association.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. Subject to these Bylaws, the Board of Directors may designate such committees or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed committee members or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been duly elected to the Board of Directors.

No committee or agent shall have any powers other than those that may be delegated to it by the Board. In no event will any committee or agent have authority over the Board of Directors.

SECTION 2

President. The President shall:

(a) Conduct the affairs of the Association and execute the policies established by the Board of Directors.

(b) Present a report of the condition of the Association at the Annual Meeting.

(c) Communicate to the Board of Directors such matters as deemed appropriate and make such suggestions as may tend to promote the welfare of the Association.

(d) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the Association such contracts and leases they may receive and which have had prior approval of the Board.

(e) Investigate complaints, irregularities and conditions detrimental to the Association and report thereon to the Board as circumstances warrant.

(f) In conjunction with the Treasurer, prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.

SECTION 3

Vice President. The Vice President shall:

(a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.

(b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President.



SECTION 4

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the Association and maintain appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and committee members and give notice of all meetings of the Association, the Board of Directors and Committees.
- (d) Issue membership cards to Regular Members, if approved by the Board of Directors.
- (e) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (f) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (g) Notify Members, Directors, Officers and committee members of their election or appointment.

SECTION 5

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in a depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the Association, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by check must have dual signatures.
- (d) Prepare an annual budget. under the direction of the President, for submission to the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President. for submission to the Membership and Board of Directors at the Annual Meeting, and to Association Headquarters.

ARTICLE VIII - FINANCIAL AND ACCOUNTING

SECTION 1

Authority. Subject to the Articles of Incorporation and these Bylaws, the Board of Directors shall decide all matters pertaining to the finances of the Association.



SECTION 2

The Board may establish such checking and/or savings accounts as it may determine are necessary to the conduct of the Association. All such accounts shall include federal deposit insurance, and may only utilize banks located in Foster City, Ca.

All monies received by the Association shall be deposited to the credit of the Association in an established Association account.

All disbursements shall be made by check. All checks must be signed by two Officers as designated by the Board of Directors, at least one of whom must be either the Association Treasurer or President.

SECTION 3

Contributions. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Association.

Disbursement of Funds. The Board shall not permit the disbursement of Association funds for other than the conduct of Association activities in accordance the Articles of Incorporation and these Bylaws. The expenditure of funds shall be directed in such a manner as will give no individual or team an advantage over those in competition with such individual or team.

SECTION 4

Compensation. No Director, Officer or Member of the Association shall receive, directly or indirectly, any salary, compensation or emolument from the Association for services rendered as Director, Officer or Member.

SECTION 5

Fiscal year. The fiscal year of the Association shall begin on October 1 and shall end on September 30.

ARTICLE IX – RULES AND REGULATIONS

SECTION I

The Board of Directors will establish a written set of Rules and Regulations, under which the Association's programs will be implemented. The Rules and Regulations will be established to complement the Association's Articles of Incorporation and these Bylaws. The Articles of Incorporation and these Bylaws will supercede any provision of the Rules and Regulations, to the extent there is a conflict.

Establishment of and changes to the Rules and Regulations may be made with two-thirds majority vote of the Directors in attendance at any duly constituted Board meeting



ARTICLE X - AMENDMENT

Member Amendment. These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members, provided notice of the proposed change is included in the notice of such meeting.

Board Amendment. These Bylaws may be amended, repealed or altered in whole or in part by a four-fifths (80%) majority vote at any duly organized meeting of the Board of Directors, provided notice of the proposed change is included in the notice of such meeting.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of Foster City Youth Softball Association, a California Nonprofit Public Benefit Corporation, that these bylaws, consisting of 10 pages, are the bylaws of this corporation as adopted by the Board of Directors on 29 NOVEMBER 06, and that they have not been amended or modified since that date.

Executed on 29 NOVEMBER 06, at Foster City, California.



Secretary