

BYLAWS
OF
THE SACRAMENTO MEN'S SENIOR BASEBALL LEAGUE

Adopted June 12, 1989

ARTICLE I - NAME

The name of this corporation shall be SACRAMENTO MEN'S SENIOR BASEBALL LEAGUE, INC. Throughout these Bylaws, the corporation referred to as the "league."

ARTICLE II - PURPOSE

Section 1 – General Purpose

The purpose of the corporation shall be to promote the furtherance of and the participation in the sport of baseball through the development, management, and operation of a baseball league for players 30 years of age and older, though the development, management, and operation of a baseball facility for players of all ages, and through community service and charitable endeavors.

Section 2 – Powers

The corporation shall have all powers permitted by law to carry out the foregoing purpose, including, without limitation, the power to purchase, acquire, own, hold, use, lease, either as lessor or lessee, grant, sell, exchange, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all personal property and real property, improved or unimproved, desirable for the use and purpose of the corporation. The proceeds of sale and any and all income from the corporation's property shall be applied to the uses and purposes of the corporation, subject to any limitations provided for in these bylaws.

Section 3 - Applicable Law

This corporation is organized pursuant to the General Nonprofit Mutual Benefit Corporation Law, Part 3 of Division 2 of Title 1 of the Corporation Code of the State of California.

ARTICLE III - CORPORATE SEAL

The seal of this corporation shall be a disc in the usual form adopted by corporations with these words engraved thereon:

Sacramento Men's Senior Baseball League, Incorporated
Sacramento, California

ARTICLE IV – PRINCIPLE OFFICE

The corporation shall maintain its principal office of the transaction of the business in the County of Sacramento, State of California, or at such place as the Board of Directors may from time to time designate.

ARTICLE V – CORPORATE POWERS

The powers, government and management of the corporation shall be vested in, exercised, conducted and controlled by a Board of Directors, subject to any rights reserved under these Bylaws or under general law to the members.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Qualifications

The board of Directors shall consist of nine persons who shall be members in good standing of the league. If a director ceases for any reason to be a member of the league, he shall thereupon cease to be a director.

Section 2 – Term of Office of Directors

The Board of Directors shall be divided into three classes of three each so that the term of office of each of the directors of one such class shall expire in each year or when the term of his successor shall begin immediately after election as herein provided.

At each annual election of directors, there shall be elected only such members of directors as shall be necessary to fill the place of those whose term of office are about to expire. All directors shall be elected for a term of three years, provided, however, that in case a vacancy occurs in the

office of a director and such vacancy is filled by appointment of the Board of directors pursuant to Article VI, Section 5, of these Bylaws, such appointee shall hold office only until the next annual election of directors, at which time, the members of the corporation shall fill the vacancy by the election of a director for the remaining period of the unexpired term.

The directors-elect shall enter upon their terms of office immediately after the final adjournment of the annual meeting of the members of the league; they shall hold office until their successors are elected and have entered upon their terms of office.

Section 3 – Nomination of Directors

The president shall, at least 30 days prior to the annual election, appoint a committee of at least five members of the league, which committee shall not include more than one member of the Board of Directors, to act as a nominating committee to prepare a ticket, placing in nomination the names of those members whom it shall select to be balloted upon for directors at the following annual election. The ticket submitted by the Nominating committee shall be filed with the secretary and copies shall be mailed to all members of the league not later than three weeks prior to the annual meeting. At any time, not less than twelve (12) days prior to the annual, any ten members of the league may nominate any other member of the league as candidates for directors by filing with the secretary notice of such nomination in writing, to which shall be subjoined the written acceptance of nominee or nominees. All such nominations shall be included on the ballot. It shall be the duty of the secretary to prepare for every election of directors sufficient ballots upon which shall be placed in alphabetical order the names of all members nominated for director with a space on the left side of each name sufficient for a mark indicating the choice of the voter among the candidates.

Any ballots upon which more names are voted upon than there are impending vacancies in the Board of Directors shall be rejected and shall not be counted by the judges of the election.

Section 4 – Election of Directors

The annual election for directors shall be held at the annual meeting of the members hereinafter provided for. All voting shall be by ballot. Only league members in good standing may vote in person or by proxy. The

directors shall appoint judges to supervise the election. The judges shall count the votes and report to the directors in writing the number of votes cast for each candidate and the name of those elected to serve as directors, and the president shall thereupon declare the result of the election.

Section 5 – Vacancies in the Board of Directors

Whenever a vacancy occurs in the office of director, such vacancy shall be filled by an appointee of the Board of Directors. Such appointment shall be offered to the person, if eligible, who received the most votes of those nominees not elected at the previous election, which shall hold office until the next election and qualification of his successor. In the event there is no such eligible person, or if such eligible person refuses to serve, such appointment shall be offered to the nominee receiving the next most votes and so on until the list is exhausted. If the list is exhausted, the vacancy shall be filled by the Board of Directors.

Section 6 – Regular Board Meetings

Regular meetings of the Board of Directors shall be held monthly at such place as the president shall from time to time designate.

Section 7 – Quorum

A majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business provided, however, that a smaller number of directors than a majority may, in the absence of a quorum, adjourn any meeting from time to time, until a quorum shall be present.

Section 8 – Powers of the Board of Directors

The Board of Directors shall have the following powers:

A. Conduct, manage and control the affairs and business of the corporation and to make rules and regulation therefore, not inconsistent with the law and these bylaws.

B. To elect, appoint and remove at pleasure, all officers, agents and employees of the corporation, prescribe such duties for them as may be

consistent with the law and these Bylaws, fix their compensation, and required from them security for faithful service.

C. To fix the principle place of business of the corporation.

D. To borrow money and incur indebtedness for the purpose of the corporation and to cause to be executed and delivered in the cooperated name, promissory notes and evidence of debt. However, the Board shall not incur any obligations for capital improvements or acquisition of capital assets in excess of \$25,000 in any one fiscal year, unless such expenditures in excess of \$25,000 are approved by a majority of the members voting in writing within ten days after written notice of such proposed expenditures has been mailed to the members, or at a duly called meeting of the members. The fiscal year shall be fixed by the Board of Directors.

Amendment to Article 6, Section 8 – D

(Under Powers of the Board of Directors)

June 26, 1996

To borrow money and incur indebtedness for the purpose of the corporation and to come to be executed and delivered in the corporate name, promissory notes, and evidence of debt. However, the Board shall not incur any obligations for capital improvements or acquisition of capital assets in excess of \$25,000 in any one fiscal year, unless such expenditures in excess of \$25,000 are approved by a two-thirds vote of the Board. The fiscal year shall be fixed by the Board.

Motion: Bill Iliff

Second: Steve Croockewit

E. To levy and collect assessments upon the members as provided in these Bylaws.

F. To create and appoint special committees, defined the duties and authorities of such committees, and removes any member of a committee, whether standing of special.

G. To limit or prohibit any games or activities which it deems prejudicial to the best interests of the league, and to prescribe rules under which such games and activities as are permitted shall be conducted.

H. To suspend or expel any member of the league as provided in these Bylaws.

I. Generally to do and perform every act and thing whatsoever that may pertain to the office of director.

Section 9 – Duties of the Board of Directors

The Board of Directors shall perform the following duties:

A. Cause to be kept a record of all of its meetings and the meetings of the members and to present a full statement at the annual meeting of the members, in writing, showing in detail the assets and liabilities of the corporation and generally the condition of its affairs. A similar statement shall be presented at any special meeting of the members when required by one-third of the members of this corporation.

B. Cause to be kept a membership book containing the names and addresses of each member and a record of the termination of any membership, together with the date on which membership ceased.

C. Cause to be issued to each member of the corporation a certificate of membership stating that the corporation is a nonprofit corporation, or similar language, printed in clear type upon the face of such certification.

D. Supervise all officers, agents and employees in the performance of their duties.

E. Generally, perform all duties and exercises all powers granted under the law or by these Bylaws in good faith, in a manner the Board of Directors believes to be in the best interest of the corporation and its members, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE VII – OFFICERS

Section 1 – Authorized Officers

The officers of this corporation shall consist of a president, vice-president, secretary and treasurer who shall be elected by and from the Board of Directors to serve until the members of the Board of Directors elected at the next succeeding annual election shall enter upon their terms of office. The same person may be elected to hold the office of secretary and treasurer. The Board of Directors may from time to time appoint one or more assistant vice-president, assistant secretaries and assistant treasurers to serve for such purpose and terms as the Board of Directors may determine or authorize. All officers shall be members of the league.

The Board of Directors may create such other offices as shall not be inconsistent with the law and these Bylaws.

Section 2 – President

The president shall perform the following duties:

- A. Preside at all meetings of the members and of the Board of Directors.**
- B. Oversee the enforcement of the Bylaws and such rules and regulations as may be adopted by the Board of Directors and report to the Board of Directors any infraction thereof.**
- C. Call all meetings as are herein provided to be called by the president.**
- D. Exercise general supervision over the business and affairs of the corporation and make a report on the general concerns of the corporation during the previous years at the annual meeting of the members.**
- E. Sign, when authorized by resolution of the Board of Directors, on behalf of the corporation, all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, other papers and instruments and to supervise and control subject to the direction of the Board of Directors, all the officers, agents and employees of the corporation.**
- F. Sign as president all certificates of membership.**
- G. The president shall be an ex-officio member of all standing committees.**

H. The president shall cast the deciding vote in case of a tie at any meeting of the members or the Board of Directors.

I. the president shall appoint such special committees as may from time to time be necessary, subject to approval by the Board of Directors.

J. The president shall perform such other duties pertaining to his office and as may be required by the Board of Directors.

Section 3 – Vice-President

The vice-president shall perform the following duties:

A. Perform the duties of the president during the absence or disability of the president.

B. Organize the annual registration, tryout, and draft.

Section 4 – Secretary

The secretary shall perform the following duties:

A. Keep a full and complete record of the proceedings of the Board of Directors and of the meetings of the members of the league, and keep minutes of the meetings available to members for inspection at the corporation's principal business office.

B. Keep the seal of the corporation and affix the same to all instruments in writing.

C. Countersign all checks, drafts, promissory notes and instrument in writing.

D. Make service and publication of all notices that may be necessary and proper.

E. Keep a complete roll of all the members of the league.

F. Keep all blank certificates of membership, prepare and countersign all certificates issued and affix the corporate seal to such certificates of membership.

G. Maintain the official correspondence of the corporation.

H. Do and perform all such other duties as pertain to his office and as may be required by the Board of Directors. In the case of the inability, refusal or neglect of the secretary to make service or publication of any notices, then such notices may be served and published by the president or vice-president or by any person thereto authorized by either of them or by the Board of Directors.

If the secretary is not present at any meeting of the Board of Directors or of the members, an acting or assistant secretary may be chosen by the Board of Directors or members to perform the duties of the secretary at such meeting.

Section 5 – Treasurer

The treasurer shall perform the following duties:

A. Receive and safely keep all funds of the corporation in such bank as the Board of Directors may designate and disburse the same upon the approval of the Board of Directors.

B. Keep a complete record of the accounts of every member of the league and collect all monies due the corporation.

C. Keep full and accurate accounts of the receipts and disbursements of the corporation, and render to the president and the Board of Directors, as required, a statement of the corporation's accounts and of the financial condition of the corporation.

D. Submit at each annual meeting a complete statement of the corporation's account for the past year with proper vouchers.

E. Generally to do and perform all such duties as pertain to his office and as may be required by the Board of Directors.

Section 6 – President, Pro-Tem

The Board of Directors shall elect from its members a president pro-tem or assistant vice-president to serve during the disability or absence of both the president and vice-president.

Section 7 – Commissioners

There shall be one commissioner who shall be appointed by the Board of Directors for each division. The commissioners shall perform the following duties:

A. Enforce the Bylaws and such rules and regulations as may be adopted by the Board of Directors and report to the Board of Directors any infraction thereof.

B. Adjudicate all grievances and rule on all protests as provided for in Article XIII Section 4, of these Bylaws, and report any action taken to the Board of Directors.

C. Assist in organizing the annual registration, tryout, and draft, and in the distribution of the Bylaws and other pertinent information to members of the league.

D. Maintain team rosters and team statistics.

E. Generally to do and perform all such duties as pertain to league operation as may be required by the Board of Directors.

Section 8 – Managers

In addition to the foregoing officers, there shall be one designated manager for each respective team who shall be appointed by the Board of Directors to supervise the activities of the team.

The manager shall perform the following duties.

A. Control the activities and conduct of the team while on the playing field.

B. Conduct team practices and team meetings.

C. Assume responsibility for team equipment and team supplies.

D. Disseminate information from the Board of Directors and the commissioners to the members of the league.

E. Generally to ensure compliance with such rules and regulations as may be adopted by the Board of Directors and to support all programs developed and adopted by the Board of Directors.

Section 9 – Removal of Directors and Officers

Any director or other officer of the corporation may be removed from office for good cause shown by an affirmative vote of not less than three-fourths of the league member present in person or by proxy at a special meeting of the members of the league called for that purpose.

ARTICLE VIII – STANDING COMMITTEES

Sanding committees shall be established at the discretion of the Board of Directors. Each of the committees shall be composed of not less than three members. The exact number of standing committees may be fixed from time to time by the Board of Directors. The chairman of each committee shall be appointed by the president and the remaining members shall be appointed by the chairman each for two-year terms to provide overlapping of the members. One director shall be appointed by the president to act as a liaison of the Board with each committee. No member of the Board of Directors shall be a member of any standing committee, except that the president shall be an ex-officio member of each Standing Committee.

Section 1 – Action on Complaints

Each Standing Committee shall strive to promptly redress all errors or abuses, remedy all defects and act upon all written complaints pertaining to matter under its jurisdiction.

Section 2 – Supervision

The Standing Committee shall be subject to the supervision of the president and the Board of Directors. In the event of any conflicting instructions from the president and the Board of Directors regarding the conduct of committee functions, the Board of Directors' instructions shall prevail. Notices containing a list of Standing Committees and of the

persons composing the same shall be provided to the members. All vacancies in any Standing Committee except the chairman shall be filled by the chairman of the committee.

Section 3 – Limited Committee Authority

No committee may enter into any contract involving the expenditure of money and no committee shall make any purchases except on the authorization of the Board of Directors.

ARTICLE IX – MEMBERSHIP

Section 1 – Classes

There shall be one class of membership. Any individual may become a member of the league provided that individual meets the requirements and pays all fees and dues as established by the Board of Directors. Membership shall terminate only as expressly provided in these Bylaws.

Section 2 – Qualifications

All members shall be of good moral character and shall attain the age of 30 years during the calendar year in which they apply for membership. A member shall have the right to vote at any corporation meeting, either in person, or by proxy, and shall be eligible to hold any corporation office. There shall be but one vote for each member.

ARTICLE X – COMMITTEE ON ADMISSIONS

The Board of Directors shall constitute a Committee on Admissions of Members to the corporation.

When sitting as a Committee on Admissions of Members, the Board of Directors shall have charge of the admissions process and shall have power to adopt such rules for its guidance as it may deem appropriate; provided, however, that such rules shall not be inconsistent with the law or these Bylaws.

ARTICLE XI – SELECTION OF MEMBERS

Section 1 – Applications

The name, residence and eligibility of each candidate for membership shall be entered upon the league's application form, together with such other information as the Board of Directors may reasonably require. The admission fee must accompany application for membership as provided for under Article XVI of these Bylaws.

Section 2 – Tryouts

A tryout shall be conducted each year to assess the skill level of the candidates that wish to be considered for eligibility as a player on one of the established teams and to be selected by one of the established teams through the draft.

Section 3 - Approval

The Board of Directors, sitting as the Committee on Admission of the Member, shall review all applications and the results of the tryouts and shall approve or disapprove such applications as in their judgment may be seen proper in the best interests of the league. The secretary shall cause the names of approved candidates to be entered upon the league's membership roster.

Section 4 – Drafting

A draft shall be conducted each year for candidates that wish to be selected as a player by one of the established teams. Players that were members of an established team during the prior season and who remain in good standing as members of the league may elect to participate in the draft. The procedures for the selection process shall be established by the Committee on Admission of Members.

Section 5 – Notice to New Members

The management of each team that select a player through the draft or otherwise added a new member to the team roster shall promptly notify the player of his selection as a member of the team and furnish the player with a copy of the Bylaws. The player shall become ineligible to participate on any other team for the duration of the season.

Section 6 – Rejection

In the case of a rejection of an application, the secretary shall formally notify the applicant and shall return to the applicant the admission fee paid.

ARTICLE XII – RULES OF LEAGUE PLAY

Section 1 – General Rules

League play shall be generally conducted in accordance with the rules promulgated by the National Baseball League.

Section 2 – Special Rules

The following special rules will supersede the rules promulgated by the National Baseball League:

A. The league shall be divided into three divisions. One division shall be established for players 30 years of age and older and shall be known as the 30-Plus Division. One division shall be established for players 40 years of age and older and shall be known as the 40-Plus Division. One division shall be established in a like manner for players 50 years of age and older. Players 40 years of age and older, may be selected by and placed on the rosters of the established teams in either division. Players aged 30 to 39 years, inclusively, may be selected by and placed on the rosters of the teams established only in the 30-Plus Division. The player's age shall be the age he will attain during the calendar year of the season in progress. Exceptions to this restriction may be allowed on an individual basis, subject to the approval of the Board of Directors.

B. Each team shall have a minimum of 14 players on its roster.

C. Free substitutions shall be permitted on defense in all divisions. A team that is unable to field eight players on defense shall automatically forfeit the game.

D. Free substitution shall not be permitted on offense in any division. A team that is unable to field at least eight players on offense shall automatically forfeit the game. Any player subsequently added to the offense shall enter at the end of the lineup.

- E. Designated runners shall be allowed in all divisions; however, the designated runner shall be the player that made the preceding batted out.
- F. Players shall wear NOCE approved batting helmets while hitting or waiting to hit and while on the bases.
- G. Seven innings shall constitute a complete game; however, five (5) innings or more shall constitute a complete game in which the game is discontinued on account of rain or other restrictions.
- H. A game ending in a tie score shall continue until the game is decided. If conditions do not permit the completion of the game, the game shall be completed at a later date as decided by the Board of Directors.
- I. A games that is cancelled for any reason shall be completed at a later date as decided by the Board of Directors.

Section 3 – Uniform

- A. A complete uniform shall be defined as a baseball hat, a baseball jersey, baseball pants, baseball sox or stirrups, and sanitary sox. Only baseball shoes with steel or rubber cleats and multi-purpose shoes shall be permitted.
- B. Numbers on the baseball jerseys shall be no larger than eight inches on the back of the jersey and no longer than four inches on the front of the jersey. Last names on the players may be placed on the back of the jersey provided that the letters shall be no larger than two inches.
- C. No designs, insignias, loops, patches or other items shall be added to the uniform without the approval of the Board of Directors.
- D. All uniforms on a team shall be identical. A player not in complete uniform shall not participate in the game; however, a grace period shall be allowed for a newly activated player or team to complete their uniforms as directed by the Board of Directors.

ARTICLE XIII - CODE OF CONDUCT

Section 1 – Prohibitions

Managers and players shall conduct themselves in a sportsmanlike manner at all times. No manager or player shall commit the follows:

A. Lays a hand upon, shove or strike, or threatens an official. Players guilty of such conduct shall be immediately suspended from further participation in the game and shall remain suspended until his conduct is reviewed by the Board of Directors. Players guilty of such conduct shall be subject to suspension for the remainder of the season or expulsion from the league for life.

B. Refuse to abide by an official's decision. Players guilty of such conduct shall be immediately suspended from further participation in the game and shall remain suspended until his conduct is reviewed by the Board of Directors. Players guilty of such conduct shall be subject to probation or suspension for the remainder of the season.

C. Be guilty of objectionable demonstrations of dissent at an official's decision. Players guilty of such conduct shall be immediately suspended from further participation in the game.

D. Discuss with an official or officials the decision reached by such official or officials, except for the manager or his designee who are authorized to participate in such discussions. Players guilty of such conduct shall be immediately suspended from further participation in the game.

E. Use unnecessarily rough tactics in the play of the game against the body or person of an opposing player. Players guilty of such conduct shall be immediately suspended from further participation in the game and shall be subject to probation or suspension for the remainder of the season.

F. Be guilty of physical attack as an aggressor upon any player, official, or spectator. Players guilty of such conduct shall be immediately suspended from further participation in the game and shall remain suspended until his conduct is reviewed by the Board of Directors. Players guilty of such conduct shall be subject to suspension for the remainder of the season or expulsion from the league for life.

G. Be guilty of abusive verbal attack upon any player, official, or spectator before, during, or after the game. Players guilty of such conduct shall be immediately suspended from further participation in the game and shall remain suspended until his conduct is reviewed by the Board of Directors.

H. Consume alcoholic beverages during the game or upon the field of play at any time in an intoxicated condition. Players guilty of such conduct shall be immediately suspended from further participation in the game and shall be subject to probation or suspension for the remainder of the season.

I. Smoke on the field of play or in the dugout. Players guilty of such conduct shall be subject to suspended from further participation in the game.

Section 2 – Penalties

A. The Board of Directors may, by vote of the majority of the directors, suspend any player for such period and upon such term as it may propose, for conduct which in its opinion is prejudicial to the welfare, interest, reputation, or character of the league.

B. Except as otherwise provided, the commissioners shall determine the appropriate action required for violations of Article XIII, - Section 1, of the Bylaws, and shall report their decision to the player and to the Board of Directors.

C. Managers shall report any misconduct on the part of their players to the commissioner of their respective divisions and shall ensure the enforcement of any action taken by the commissioners or by the Board of Directors.

D. A player found in violation of any provision delineated in Article XIII, - Section 1, of these Bylaws, after being placed on probation for the remainder of the season shall be suspended for the remainder of the season.

E. A player found in violation of any provision delineated in Article XIII, - Section 1, of these Bylaws, after being suspended from further participation in a game shall be suspended for the remainder of the season.

Section 3 – Grievances, Protests, Appeals

A. A grievance may be filed by an individual player or by the manager of a team provided that the grievance is formally submitted to the

commissioner of their respective division. The commissioner shall adjudicate all such grievances and shall report any action to the Board of Directors.

B. A protest may be filed by any manager provided that the protest is formally submitted to the commissioner of their respective division within forty-eight hours of the event that generated the protest. The commissioner shall rule on all such protests and shall report any rulings to the Board of Directors.

C. An appeal of any action or ruling may be filed with the Board of Directors by an individual player or by the manager of a team provided that the appeal is formally submitted. However, all decisions made by the Board of Directors are final and not subject to appeal.

Section 4 – Notice to Member

No probation, suspension, or expulsion shall be effective until seven days after the notice in writing setting forth the charge or charges against such member shall have been served upon the member by registered mail. Such member shall have the right to file an appeal with the Board of Directors before any final action is taken. Such appeal must be submitted to the Board of Directors in writing setting forth in detail the member's grounds for opposing the action taken. As a condition to filing an appeal, the member must deposit all delinquent fee and dues with the treasurer of the corporation in conjunction with filing the appeal. Failure by the member to file an appeal and, if required, to deposit delinquent fees and dues with the treasurer prior to the effective date of the probation, suspension, or expulsion shall be deemed a waiver of the member's right to an appeal and acceptance of the action.

ARTICLE XIV – RESIGNATIONS

Section 1 – Written Resignations

A member wishing to withdraw from the league shall submit to the secretary a resignation in writing.

Section 2 – Accrued Fees and Assessments

The resignation of a member shall not affect the member's obligation to pay all fee and assessments and other financial obligations owing to the league prior to the effective date of resignation.

Section 3 – Refunds

A member that withdraws from the league prior to the commencement of the season shall be entitled to a refund(s) of all fees and assessments less any administrative fees or charges that the Board of Directors may access. A member that withdraws following the commencement of the season shall not be entitled to such refunds.

ARTICLE XV – LEAGUE MEETINGS

Section 1 – Annual Meeting

An annual meeting of the members of the league shall be held in Sacramento on the first Wednesday in December of each year at 1900 hours for the purpose of receiving reports of the president and the treasurer of the corporation, and the transaction of such other general business as may be brought before it, provided that should such day at any time fall upon a legal holiday the annual meeting shall be held on the next day thereafter ensuing at the same hour and place.

Section 2 – Order of Business

The order of business of the annual meeting shall be as follows:

1. Call of the toll of members.
2. Reading of the minutes of the previous meeting.
3. Report of the president.
4. Report of the treasurer.
5. Miscellaneous business.
6. Election of directors.
7. Declaration of the results of the election of directors.

Section 3 – Special Meeting

Special meetings of the corporation may be called and held at any time by order of the president and two directors, the written request of 25 members of the corporation, or on the written request of five or more directors of the corporation, within the time set forth in Section4 of this Article XV.

Section 4 – Notice of Meetings

Not less than 10 and not more than 90 days before the holding of any meeting of the members, written notice thereof, specifying the time and place of the meeting and the purpose for which it is called, shall be given to the members as provided in this Section. If the notice is sent by other than first class, registered, or certified mail, the notice shall be sent not less than 20 days before the meeting. No business shall be transacted at the meeting which does not related to the purpose for which the meeting was called. The notice of any meeting at which directors are to be elected shall include the names of nominees at the time the notice is given.

Notice of a league meeting shall be given personally or by mail or by other means of written communication, addressed to a member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice, or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions of this part, executed by the secretary or assistant secretary, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the corporation for a period of one year from the date of the giving of the notice to all other members.

Upon request in writing to the president, vice-president or secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board of Directors no less than 35 nor more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 5 – Quorum

At all meetings of the league, whether regular, special or adjourned, a majority of the members, present or represented by proxy, shall constitute a quorum for the transaction of business, but a smaller number than a quorum may in the absence of a quorum adjourn any meeting from time to time until quorum shall be present, and until the business of the meeting shall have been accomplished.

Section 6 – Validity of Action

Every other act or proceeding had, done or adopted at any meeting of the league, at which a quorum shall be present, shall be valid.

ARTICLE XVI – ADMISSION FEES AND DUES

Section 1 – Membership Fees

The Board of Directors shall fix the annual fee for members, and fix the time and manner in which the same shall be paid, the time of delinquency of the same, and the penalty for nonpayment of the fee when due.

Section 2 - Nonpayment of Fees and Penalties

A member may be rejected or expelled as provided in Article XIII of these Bylaws for nonpayment of fees and penalties pursuant to this Article within the time prescribed for payment of the same.

ARTICLE XVII - ASSESSMENTS

The Board of Directors shall whenever they deem it for the best interest of the league, or necessary for the purpose of paying debts or expenses of the league, or of conducting the business of the league, levy and collect assessments upon all league members, and fix the time and manner in which the same shall be paid, the time of delinquency of the same, the time and manner of giving notice of the assessment and of the delinquency thereof and the penalty for nonpayment of the assessment when due. However, the Board of Directors shall not levy and collect aggregate assessments in excess of \$100 in any one fiscal year unless assessment in excess of \$100 is approved by a majority of the members voting either in

writing within ten days after written notice of such proposed assessment has been mailed to the members, or by a majority of a quorum of the members at a duly called meeting.

Section 1 – Penalty for Nonpayment of Assessment

A member may be suspended or expelled as provided in Article XIII of these Bylaws for the nonpayment of any assessment imposed pursuant to this Article within the time prescribed for payment of the same.

ARTICLE XVIII – CERTIFICATE OF MEMBERSHIP

Certificates of membership shall be in such form as the Board of Directors may designate and each certificate shall be signed by the president and the secretary and shall express on its face its number, date of issuance, the name of the person to whom it is issued, and shall bear the face that the corporation is a nonprofit corporation.

ARTICLE XIX – AMENDMENT OF THE BYLAWS

These Bylaws may be amended by written assent of a majority of the members, or the vote of a majority of a quorum of the members at the meeting called for that purpose.

ARTICLE XX – CONSTRUCTION OF BYLAWS

With respect to all questions as to the meaning and enforcement of these Bylaws, a decision of the Board of Directors shall be final and conclusive.

INDIVIDUAL ACKNOWLEDGEMENT

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Jerry Karnow

Bill Illiff

Jim Barr

Tim Bryan