

RESTATED BYLAWS OF
**LONG BEACH / ORANGE COUNTY
SURF AND SUN SOFTBALL LEAGUE**

A CALIFORNIA
NON PROFIT PUBLIC BENEFIT CORPORATION



RESTATED BYLAWS

LONG BEACH / ORANGE COUNTY SURF AND SUN SOFTBALL LEAGUE

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ARTICLE 1: CORPORATION NAME

1.01: Corporation Name

The name of this corporation is the Long Beach / Orange County Surf and Sun Softball League (League).

ARTICLE 2: OFFICES OF THE LEAGUE

2.01: Principal Office

The principal office for the transaction of the activities and affairs of the League (principal office) shall be at such place in Long Beach, California, as may be designated from time-to-time by the Board.

2.02: Other Offices

The Board may establish branch or subordinate offices any place where the League is qualified to conduct its activities.

ARTICLE 3: MISSION STATEMENT

3.01: Mission Statement

The purpose of this League is to provide an opportunity for individuals to play organized softball in an environment that is safe, healthy, and free of negative attitudes based on differences in sexual orientation, race, age, creed, religion, or national origin; to promote good sportsmanship; to promote the welfare of its members and the community; to promote the development of positive relationships among its members and the community; and to organize and promote participation by its members in such athletic, social, cultural, or charitable events as may serve the preceding purposes.

ARTICLE 4: LEAGUE DIVISIONS

4.01: League Divisions

The League consists of the following two divisions:

4.01.01: Open Division: This division is open to both men and women. The Open Division shall be a member of the North American Gay Amateur Athletic Alliance (NAGAAA).

4.01.01(a): The Open Division shall be made up of different divisions based on team/player skill level in accordance with the NAGAAA guidelines.

4.01.02: Women's Division: This division is open to any individuals who identify themselves as a woman. This division shall be a member of the Amateur Sports Alliance of North America (ASANA)

4.01.02(a): The Women's Division shall be made up of different divisions based on team/player skill level in accordance with the ASANA guidelines.

4.02: Other Divisions

The Board may create other divisions as it deems appropriate.

ARTICLE 5: MEMBERSHIP

5.01: Membership

5.01.01: The membership of this League shall be comprised of those persons as defined in Section 5.02.

5.01.02: The Board shall determine the requirements for membership, set the amount of membership fees, and provide a procedure for persons to apply for membership in the League.

5.01.03: The Board shall establish, implement and apply standards and procedures for disciplinary action of the membership of the League. Such standards and procedures, includes expulsion of a member for acts or missions that reflect a failure to uphold and carry out the purposes of the League as stated in these Restated Bylaws and the League Codes.

5.01.04: The Board shall resolve any dispute concerning membership eligibility.

5.01.05: The decision of the Board, with respect to the approval or denial of applications for membership, shall be final.

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5.02: Classes of Membership

The membership of this League shall consist of three classifications:

5.02.01: Individual Membership: Individual members are persons meeting the eligibility of membership requirements in Section 5.03 below.

5.02.02: Honorary Membership: Honorary membership may be conferred by the Board on individuals of distinction who have rendered long or special service to the League. Honorary members are not entitled to vote and have no playing privileges. Honorary membership may be revoked by a majority vote of the Board.

5.02.03: Hall of Fame Membership: Hall of Fame inductees are lifetime members and shall be entitled to the same rights and limitations as an individual membership.

5.03: Eligibility of Membership

5.03.01: Eligibility: Any person who wants to be a member of the league, is listed on the official roster of a team recognized by the League, or who is a current duly elected Board Member, is eligible for individual membership in the League.

5.03.02: Membership Fee: All persons listed on a team roster recognized by the League must pay a membership fee. The membership fee is waived for all members of the League Hall of Fame.

5.03.03: Members in Good Standing: A member must maintain their membership in good standing. A member shall be deemed a "Member in Good Standing" when the individual has paid all mandatory fees for the current year and upholds and promotes the League's purposes as articulated in the League's Restated Bylaws, and Code.

5.04: Termination of Membership

A member may resign from membership at any time by submitting a written request to their Division Director and the Commissioner.

5.05: Expiration of Membership

All individual memberships shall expire on the day prior to the first day of the spring season of the following year in which the membership fee was paid.

5.06: Transfer of Membership

None of the classifications of league membership are transferrable.

5.07: Powers of Members

All "Members in Good Standing" shall have all of the powers of corporate members conferred by the California Nonprofit Public Benefit Corporation Law.

5.08: Members' Right to Request Audit

During any regularly scheduled League Meeting that quorum exists, a majority of the Team Representatives shall have the right to request an audit of the League's financial documents.

5.09: Disciplinary Action

5.09.01: The Board, acting in good faith may suspend, expel, or take other appropriate disciplinary action against a member for good cause, as determined by the Board. Good cause shall include, but not be limited to, the member engaging in conduct that is detrimental to the League or acts and/or omissions by a member that constitutes a failure to uphold and promote the League's purposes as articulated in the League's Restated Bylaws and/or Code.

5.09.01(a) No member may be expelled or suspended, and no membership or membership rights may be terminated or suspended, without due process as outlined in the League's Code.

5.09.02: Suspension: A suspension is a temporary disqualification of good standing with the League. Suspensions may overlap calendar years as appropriate.

5.09.03: Expulsion: Expulsion is a permanent disqualification of good standing with the League. An expulsion may be lifted by the Board if it is determined to be appropriate.

5.09.04: No losses incurred as a result of disqualification will be refunded or reimbursed by the League.

5.09.05: During their period of disqualification the disqualified member:

5.09.05(a): Will no longer be a Member in Good Standing as described above.

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- 5.09.05(b):** May not manage, coach, score keep or act as a Team Representative for any league team.
5.09.05(c): May not participate in league-sponsored events.
5.09.05(d): May not vote in general elections.
5.09.05(e): Will be required to stay away from the playing fields during league play.
5.09.05(f): May not play on a league team, including tournaments hosted by a NAGAAA or ASANA city.
5.09.06: All suspensions/expulsions from the League may be reported to NAGAAA or ASANA.
5.09.07: The disciplinary process shall be outlined in the League Codes.

ARTICLE 6: THE BOARD

6.01: Officers of the League

6.01.01: The officers of the League that will make up the Board shall be:

- Commissioner
- Vice-Commissioner
- Secretary
- Treasurer, who shall be the Chief Financial Officer
- Open Division Director
- Women's Division Director
- Two Open Division Members-at-Large (MAL)
- Two Women's Division Members-at-Large (MAL)

6.01.02: For legal State and Federal purposes, the Executive Board shall be the Commissioner, Vice-Commissioner, Secretary, and the Treasurer.

6.02: Limitations on the Board

No Board Member may hold more than one officer position at the same time.

6.03: Terms of Office for the Board

6.03.01: All terms of office shall begin on December 1.

6.03.02: All terms of office for Board Members shall end on November 30 of the appropriate year for their office.

6.03.03: All Board Members currently in office at the time of the adoption of these Restated Bylaws shall also have their term of office expiration date moved to November 30 of the appropriate year for their office.

6.03.04: Board Members with a term of office that are two years in duration shall be established in such a manner that the term of three members shall expire in one year and the term of the other three members shall expire the following year as outlined in Section 9.02.

6.03.05: Board Members may be reelected to the Board without limitation.

6.03.06: The Board Member holding the positions listed below shall hold office for a term of two years:

- Commissioner
- Vice-Commissioner
- Secretary
- Treasurer
- Open Division Director
- Women's Division Director.

6.03.07: Members-at-Large: The Members-at-Large shall hold office for a term of one year. There shall only be two Members-at-Large from each Division.

6.04: General Corporate Powers

6.04.01: Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations imposed by the Restated Bylaws regarding actions that require approval of the members, the League's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

6.05: Specific Powers

Without prejudice to the general powers set forth in Section 6.04 but subject to the same limitations, the Board shall have the power to:

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- 6.05.01:** Appoint and remove all of the League's officers, agents, and employees; prescribe powers and duties for them that are consistent with applicable law, and with the Restated Bylaws; and require from them security for faithful performance of their duties.
- 6.05.02:** Change the principal office or the principal business office in California from one location to another; cause the League to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.
- 6.05.03:** Borrow money and incur indebtedness on behalf of the League and cause to be executed and delivered for the League's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. Any such borrowing of money and/or incurring indebtedness must be approved by two thirds of the Board then in office.

6.06: Authorized Number and Qualifications

6.06.01: Authorized Number: The authorized number of the Board shall be ten.

6.06.02: Qualifications:

- 6.06.02(a):** In order to be eligible to run for a Board positions the candidate must be a member in good standing of the League and listed on a team roster recognized by the League.
- 6.06.02(b):** In the event a member of the Board is no longer listed on the official roster of any softball team recognized by the League, the Board Member's term of office shall continue until the end of the term for which the member was elected, however the requirements of Section 5.03.03 still apply.
- 6.06.03:** In the event a member of the board is temporarily absent and unable to serve, the commissioner may appoint another board member to assume the duties of the absent board member. The appointed substitute shall fulfill all the duties and responsibilities of the absent board member until the absent board member returns to duty. The period that the absent board member can continuously or periodically be absent is defined in Section 6.12.02.

6.07: Restriction of Interested Persons as Board Members

No more than forty-nine percent of the persons serving on the Board may be interested persons. An interested person is:

- 6.07.01:** Any person compensated by the League for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board Member as a Board Member; and any brother, sister, aunt, uncle, cousin, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.
- 6.07.02:** Any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the League.

6.08: League Property

- 6.08.01:** All projects or work that were developed, deployed, or created by a board member during their term of office that was intended for League use is League property. Such work shall include, but is not limited to: electronic files, databases, websites, log-in/User ID, passwords, equipment, and other assets. If terms of payment were agreed upon they will still be in effect and honored.
- 6.08.02:** Upon leaving their position, or at the end of their term, all Board Members shall return to the Commissioner all items that are property of the League.
- 6.08.03:** A meeting shall be set up within three days of the officer leaving office, or upon the new Board being installed.
- 6.08.04:** Failure to comply may result in said person(s) being suspended from the League and legal action taken as deemed necessary by the current Board.

6.09: Compensation and Reimbursement

Board Members shall receive no compensation for their services as members or officers, except for reimbursement of expenses as the Board may determine by resolution to be just and reasonable.

6.10: Conflict of Interest

In the interest of voting rights, no Board Member may vote on any issue, motion, or resolution which insures to his or her benefit financially or otherwise, except that such individual may be counted in order to qualify a quorum and may participate in the discussion of such an issue, motion, or resolution if they disclose the nature of the conflict.

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6.11: Resignation of Board Members

- 6.11.01:** Except as provided below, any Board Member may resign by giving written notice to the Commissioner or the Secretary of the Board.
- 6.11.02:** The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective.
- 6.11.03:** If a Board Member's resignation is effective at a later time, the Board shall elect a successor to take office as of the date after the resignation becomes effective in accordance with the process in Section 8.02.
- 6.11.04:** Except upon notice to the Attorney General of California, no Board Member may resign if the League would be left without a duly elected Board Member or Board Members.

6.12: Removal of Board Members

- 6.12.01:** Any Board Member may be removed from office with cause if:
1. There is unanimous consent of all remaining Board Members in office.
Or
 2. Two-thirds majorities vote of the Team Representatives at a League Meeting as long as there is a quorum present as outlined in Section 10.01 and 10.02.
The removal becomes effective immediately if either requirement is met.
- 6.12.02: Non-Attendance of Board Meetings:** Any Board Member who is absent from two consecutive regular board meetings, or four regular Board Meetings in a calendar year, shall be automatically removed from the Board by the Commissioner without a vote or discussion. This does not include special meetings.

6.13: Other Officers of the League

- 6.13.01: Board Appointees:** The Board may appoint officers to perform duties for the League as necessary. These officers shall be appointed by the Commissioner and approved by the Board.
- 6.13.02:** Board Appointee terms shall start on the day the Board approves the appointment, or on a date specified by the Board. The term shall end on November 30 of that same year of the appointment. The Commissioner may reappoint the appointee without limit every year, with board approval.
- 6.13.03:** A Board Appointee may be removed by the Board for any reason.
- 6.13.04:** Board Members may assume an appointed position while in office and retain all powers of their office. Appointees who are not Board Members shall not be considered Members of the Board, nor shall they have voting rights on the Board.
- 6.13.05:** Board appointees shall have all powers prescribed to them by the Board under the supervisor of the Commissioner.

ARTICLE 7: RESPONSIBILITIES OF THE BOARD MEMBERS

7.01: Commissioner

- 7.01.01:** The Commissioner shall be the official spokesperson for the League and shall be responsible, with the advice and counsel of the Board, for providing supervision, direction, and control of the League's activities, affairs, and officers.
- 7.01.02:** The Commissioner shall preside at all Board and League Meetings.
- 7.01.03:** The Commissioner may only vote to break a tie at any Board or League Meetings. This does not apply for votes that require more than a majority per Section 12.07.
- 7.01.04:** The Commissioner shall have such other powers and duties as the Board or the Bylaws may prescribe.
- 7.01.05:** The Commissioner is also responsible for maintaining all documents for the league's non-profit status.
- 7.01.06:** The Commissioner shall be responsible for overseeing the league Hall of Fame.
- 7.01.07:** Distributions of funds shall require the Commissioner's final approval in accordance with the League-approved budget.
- 7.01.08:** The Commissioner shall have the power to fill vacancies of the Board following the process outlined in Section 8.02.
- 7.01.09:** The Commissioner shall have the power to make appointments to non-Board positions. These appointments are subject to Board approval.
- 7.01.10:** The Commissioner shall approve the monthly financial statements along with the rest of the Board.

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- 7.01.11:** In the event the Commissioner is a player, manager, or coach of one of the League teams, any dispute or protest arising out of any League-sanctioned softball game involving the Commissioner's team shall be resolved by the Vice-Commissioner. The decision of the Vice-Commissioner shall be binding.
- 7.01.12:** If a conflict of interest arises with the Commissioner, the Vice-Commissioner shall act in the matter.
- 7.01.13:** Responsible for the enforcement of the League's Bylaws and Codes.
- 7.01.14:** Responsible to maintain and update the League Bylaws and Codes as needed.

7.02: Vice-Commissioner

- 7.02.01:** If the Commissioner is absent or otherwise unable to perform the duties outlined in Section 7.01, the Vice-Commissioner shall perform all duties of the Commissioner.
- 7.02.02:** When acting as the Commissioner, the Vice-Commissioner shall have all powers of and be subject to all restrictions on the Commissioner.
- 7.02.03:** The Vice-Commissioner shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 7.02.04:** The Vice-Commissioner shall approve the monthly financial statements along with the rest of the Board.
- 7.02.05:** The Vice-Commissioner is responsible for recommending the Umpire-in-Charge for Board approval, obtaining league playing balls, and the playing fields.
- 7.02.06:** The Vice-Commissioner shall be responsible for the League playing schedules for all divisions.

7.03: Secretary

- 7.03.01:** The Secretary shall keep at the League'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.
- 7.03.02:** The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings.
- 7.03.03:** The Secretary shall keep all log-in and passwords for all accounts and websites, a copy of the Articles of Incorporation and Bylaws, and Restated Articles of Incorporation and Restated Bylaws, as amended to date, and the League Codes.
- 7.03.04:** The Secretary shall give notice of all meetings of the Board and of the committees of the Board required by these Bylaws.
- 7.03.05:** The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 7.03.06:** The Secretary shall approve the monthly financial statements along with the rest of the Board.
- 7.03.07:** The Secretary is responsible for getting the unapproved meeting minutes to the webmaster for posting within 10 days. The unapproved minutes are to be approved at the next scheduled League Meeting.
- 7.03.08:** The Secretary shall be the Elections Committee Chairperson in odd years as long as their name does not appear on the ballot in a General Election in accordance with Section 9.05.02.

7.04: Treasurer

- 7.04.01:** The Treasurer shall be the Chief Financial Officer of the League.
- 7.04.02:** The Treasurer shall keep and maintain adequate and correct books and accounts of the League's properties and transactions.
- 7.04.03:** The Treasurer shall present to the Board such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.
- 7.04.04:** The Treasurer shall be responsible for filing the League taxes as required by law.
- 7.04.05:** The books of account shall be open to inspection by any individual member of the League upon reasonable notice to the Treasurer.
- 7.04.06:** The Treasurer is responsible for the preparation and approval of the monthly financial statements to the Board.
- 7.04.07:** The Treasurer shall deposit all money and other valuables in the name and to the credit of the League with such depositories as the Board may designate.
- 7.04.08:** The Treasurer shall disburse the League's funds as the Board may order.
- 7.04.09:** The Treasurer shall render to the Commissioner and the Board, when requested, an account of all transactions and of the financial condition of the League.
- 7.04.10:** The Treasurer shall create a budget for each new fiscal year and the Liberty Classic Tournament and present it to the Board for review and approval in accordance with Section 14.01.10.

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- 7.04.11:** The Treasurer will do an audit every two years with the incoming Treasurer and/or the Commissioner.
- 7.04.12:** All funds disbursed by the League shall be in the form of a check or paid using the League credit card. All payments must be approved by the Commissioner in accordance with the League-approved budget.
- 7.04.13:** The Treasurer shall hold the League check book and credit card.
- 7.04.14:** The Treasurer shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 7.04.15:** The Treasurer shall be the Elections Committee Chairperson in even years as long as their name does not appear on the ballot in a General Election in accordance with Section 9.05.02.

7.05: Division Directors

- 7.05.01:** The Division Directors shall be responsible for the facilitation of all Division needs for their respective divisions.
- 7.05.02:** Duties shall include, but are not limited to, recruitment and expansion of the division, in accordance with NAGAAA/ASANA guidelines.
- 7.05.03:** The Division Directors shall be the liaison and delegate to NAGAAA and ASANA for the divisions they represent.
- 7.05.04:** The Division Directors will arbitrate playing issues with the help of the Board, if required, and enforce all League rules and codes.
- 7.05.05:** The Division Directors shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 7.05.06:** The Division Directors shall approve the monthly financial statements along with the rest of the Board.

7.06: Members-at-Large

- 7.06.01:** The Members-at-Large will assist their respective Division Directors in their duties and shall serve on a league committee during their term of office.
- 7.06.02:** The Members-at-Large shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 7.06.03:** The Members-at-Large shall approve the monthly financial statements along with the rest of the Board.

ARTICLE 8: VACANCIES OF THE BOARD

8.01: Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events:

- 8.01.01:** Death, resignation, or removal of any Board Member.
- 8.01.02:** The declaration by resolution of the Board of a vacancy in the office of a Board Member who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article III of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.
- 8.01.03:** An increase in the authorized number of Board Members.
- 8.01.04:** The failure of the members, at any meeting at which any Board Member or Board Members are to be elected, to elect the number of Board Members to be elected at such meeting.
- 8.01.05:** Election of a Board Member to a different position on the Board.

8.02: Filling Vacancies of the Board

In the event of a vacancy of a Board position:

- 8.02.01:** The Board will determine if an appointment is appropriate. If an appointment is necessary, the Board will set a due date for nominations to be submitted to fill the vacancy.
- 8.02.02:** The Board must allow at least two weeks for nominations to be submitted. After the deadline for nominations has passed there shall be no additional nominations accepted. Only in the event that no nominations were received will the Board extend the deadline.
- 8.02.03:** The Commissioner shall direct the Secretary of the league, or a designated Board Member if the Secretary position is vacant, to inform the Team Representatives via email (or any other acceptable form of communication) and/or at the next League Meeting, of the vacancy and request they nominate interested candidates.
- 8.02.04:** Any member of the league may nominate someone to be appointed as long as they meet the requirements in Section 5.03.

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- 8.02.05:** Nominations must be submitted directly to the League Secretary during the specified time. Only nominations submitted and received by the Secretary during the allotted time shall be considered for appointment. The nominations must include:
1. Confirmation that they accept the nomination via email to the Secretary
 2. Along with the email confirmation the candidate must include the following information:
 - a. Their first and last name
 - b. The position they are applying for
 - c. Contact information
 - d. The team affiliation
 - e. The division they are in (example: Open D, Women's C)
 - f. How long have they been a member of the league
 - g. A list of qualifications that makes them the best candidate for the position
- 8.02.06:** The candidates must be in good standing outlined in Section 5.03, and paid their membership fee in order to be eligible to be appointed.
- 8.02.07:** As soon as possible, after the deadline for submissions has passed, the league Secretary shall consolidate all the candidate applications and present them to all Board Members for review.
- 8.02.08:** The Commissioner shall select one candidate from the list of applicants to fill the vacant position, following the criteria listed above, upon the conclusion of the discussion with the Board.
- 8.02.09:** The Board shall set an appropriate time to discuss and debate the candidate. All Board Members must be granted the opportunity to be part of the discussion, but only a quorum is required to ratify. A Board Member may request a delay in the vote. The Board will vote to delay or move forward if there is a quorum as defined in Section 10.04.
- 8.02.10:** As long as a quorum exists in accordance with Section 10.04, the Board shall vote to confirm or deny the appointment. The Commissioner only votes to break a tie.
- 8.02.11:** If a candidate is denied appointment, the Commissioner must select another candidate from the group of applicants or redo the appointment process.
- 8.02.12:** The newly appointed Board Member must be ratified by a majority of the Team Representatives at the next League Meeting.
- 8.02.13:** Upon ratification from the Team Representatives, the newly appointed Board Member will fill the vacancy for the remainder of the unexpired term.

ARTICLE 9: BOARD ELECTION GUIDELINES

9.01: General Election

The General Election is the election for Board positions that are vacant or for which terms have expired. The General Election for the Board shall be held on a date(s) determined by the Board during the spring season.

9.02: Elections Cycle

From the list of nominees presented to the membership by the Board in accordance with Section 9.06, the membership shall elect, alternately, three Board Members one year and three the next year as stated in Section 6.03.04.

9.02.01: The ballot in odd years shall list candidates for each of the following three Board positions:

- Commissioner
- Treasurer
- Women's Division Director

9.02.02: The ballot in even years shall list candidates for each of the following three Board positions:

- Vice-Commissioner
- Secretary
- Open Division Director

9.02.03: Members-at-Large positions will be on the ballot annually

9.03: Member's Right to Vote

All Individual Members may vote in the General Election.

9.04: General Election Ballots

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9.04.01: Paper Ballots Voting: All members must be present at the time of voting when the league uses paper ballot voting.

9.04.02: Electronic Voting: General Elections may use electronic voting.

9.04.03: All ballots for a General Election, paper or electronic, must list:

- Name of the position.
- Names of all candidates for said position listed in Alphabetical order by last name.
- Team affiliation of each candidate.
- A space shall be provided to write in a candidate for each position.

9.04.04: Proxy Voting: There shall be no voting by proxy in General Elections.

9.05: Election Committee

9.05.01: The Election Committee shall supervise the election and shall tally votes after the close of the polls.

9.05.02: Election Committee Chairperson: The Chairperson of the Election Committee shall be the Secretary in odd years and the Treasurer in even years. Another Board Member, not on the ballot, shall fill this role if both the Secretary and the Treasurer are on the ballot or unable to fulfill this role.

9.05.03: The Election Committee Chairperson shall:

9.05.03(a): Collect nominations for General Elections

9.05.03(b): Collect and distribute Statements of Qualification for candidates in General Elections.

9.05.03(c): Create the ballots for General Elections in accordance with Section 9.04.

9.05.03(d): Select an impartial Election Committee, or third party, to act as an Election Committee for the sole purpose of supervising the election.

9.05.04: The names of the newly elected Board Members shall be submitted to the Board and be announced by the Election Committee Chairperson at the next League Meeting, on the website, or via email.

9.06: Nomination of Candidates for the Board

9.06.01: Nominations of candidates for the Board shall be made during the spring season.

9.06.02: To nominate individuals for a Board position, a League Member shall submit the name(s) of the individual(s) being nominated in writing to the Election Committee Chairperson by the date designated by the Board.

9.06.03: Nominations from the floor may be made at the designated League Meetings. The Board shall inform the Election Committee Chairperson of the nominations received at the League Meetings if they are not present.

9.06.04: Written nominations must be submitted to the Election Committee Chairperson at least fourteen days before elections.

9.06.05: All candidates for the Board must consent to their nomination, either verbally at the League Meeting, or in writing to the Election Committee Chairperson by a date established by the Board and made known to the league membership.

9.06.06: In the event that a Board Member chooses to be a candidate for a different position on the Board, that Board Member may continue to hold the office they currently hold. If they are elected to that new position, they must resign their previously held position once the term of their new office begins. The vacancy created by the resignation may be filled by the Commissioner following the process outlined in Section 8.02.

9.06.07: No League Member, or existing Board Member, may run for more than one position of the Board in the same election.

9.06.08: The Election Committee Chairperson shall confirm that the candidates have consented to run for the Board, and shall prepare ballots in accordance with Section 9.04.

ARTICLE 10: QUORUM

10.01: Quorum Requirements for League Meetings of the Membership during the Spring Season

10.01.01: Quorum for spring season shall constitute no less than fifty percent plus one of all Board Members (10) and Team Representatives for all active teams during the spring season.

10.01.02: Only the teams that are participating in the spring season and the current Board members shall be counted during the months listed in Section 12.03.01(a) to meet the quorum requirements.

10.02: Quorum Requirements for League Meetings of the Membership during the Fall Season

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10.02.01: Quorum for fall season shall constitute no less than fifty percent plus one of all Board Members (10) and Team Representatives for all active teams during the fall season.

10.02.02: Only the teams that are participating in the fall season and the current Board members shall be counted during the months listed in Section 12.03.01(b) to meet the quorum requirements.

10.03: Quorum for League Meetings of the Membership

The Board Members and Team Representatives present at a duly called or duly held meeting of the league at which a quorum is present initially may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by the majority of the remaining voting members.

10.04: Quorum for Board Meetings

Quorum shall constitute no less than fifty percent plus one of all authorized (10) Board Members to transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

10.04.01: Approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest.

10.04.02: Approval of certain transactions between corporations having common directorships.

10.04.03: Creation of and appointments to committees of the Board.

10.04.04: Indemnification of Board Members.

10.05: Change in Quorum of a Board Meeting

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Board Members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

10.06: Waiver of Notice

Notice of any meeting need not be given to any Board Member 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 part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

10.07: Adjournment

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

10.08: 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 Board Members who were not present at the time of the adjournment

ARTICLE 11: BOARD MEETINGS

11.01: Board Meetings

The Board shall meet every month. The board may decide with a majority vote to cancel a board meeting, if necessary, but may not do so more than once in a calendar year.

11.02: Authority to Call Special Meetings of the Board

Special meetings of the Board, for any purpose, may be called at any time by the Commissioner or any three Board Members. Special Meetings of the Board must follow the guidelines in Section 11.03.

11.03: Manner of Giving Notice for Board Meeting

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11.03.01: Notice for Regular Board Meetings: Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Board.

11.03.02: Manner of Giving Notice for Special Board Meetings

11.03.02(a): Notice of the time and place of special meetings of the Board shall be delivered by electronic mail, and/or by phone to each Board Member as it is shown on the records of the League.

11.03.02(b): The notice must be delivered at least seventy-two hours before the time of the holding of the meeting.

11.03.02(c): Notice shall state all matters that the Board intends to present for discussion or action.

11.04: Method of Meetings for Board Meetings

11.04.01: Any meeting, be it a regular or special Board Meeting, may be held by telephone conference, electronic video screen communication, or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

11.04.01(a): Each Board Member participating in the meeting can communicate with all of the other members concurrently.

11.04.01(b): Each Board Member is provided the means of participating in all matters presented at the meeting, including the capacity to propose or to interpose an objection to a specific action to be taken.

11.04.01(c): The League adopts and implements some means of verifying both of the following:

a. All persons communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the meeting.

b. All statements, questions, actions, or votes made by any person(s) is entitled to participate and vote in said meeting.

11.05: Member's Right to Attend Board Meetings

11.05.01: League members shall have the right to attend Board Meetings that are not deemed to be a closed session.

11.05.02: Closed Sessions: The Board shall have the right, for business purposes, to determine if a Board Meeting or part of a Board Meeting shall be a Closed Session for confidentiality purposes.

11.05.03: League members may not participate in the discussion (unless so invited by the Board) or vote when attending Board Meetings.

11.05.04: League members may request to address the Board. Such requests to address the Board must be sent to the Commissioner in advance.

ARTICLE 12: LEAGUE MEETINGS OF THE MEMBERSHIP

12.01: Place of Meetings

Meetings of the Board and League shall be held at the principal office of the League unless otherwise designated by resolution of the Board.

12.02: Robert's Rules of Order

All League, Committee, and Board Meetings of shall follow the Robert's Rules of Order.

12.03: League Meetings of the Membership

12.03.01: The League shall hold League Meetings of the Membership (League Meetings) monthly except for July and December, with the date, time, and place set by the Board.

12.03.01(a): Spring season League Meeting months are January through June.

12.03.01(b): Fall season League Meeting months are August through November.

12.03.02: All teams must have a Team Representative present at the regularly scheduled League Meetings.

12.03.03: Board Members may serve as their team's representative during a League Meeting and vote as the Team Representative. They shall only have one vote during the league meeting; they may not vote as a Board Member when acting as a Team Representative. The quorum requirement ratio outlined in Article 10 shall not change. A Board Member may act as a Team Representative at the league meetings for only one team for an entire season.

12.03.04: Team Representatives may only represent one team.

12.04: Penalties for Non-Participation in League Meetings of the Membership by League Teams

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A Team Manager shall be penalized for missing too many meetings in a given season. The penalty process shall be outlined in the League Code.

12.05: Method of Meetings

12.05.01: Any meeting, be it a regular or special League Meeting, may be held by telephone conference, electronic video screen communication, or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

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

12.05.01(b): Each member is provided the means of participating in all matters presented at the meeting, including the capacity to propose or to interpose an objection to a specific action to be taken.

12.05.01(c): The League adopts and implements some means of verifying both of the following:

- a. All persons communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the meeting.
- b. All statements, questions, actions, or votes made by any person(s) is entitled to participate and vote in said meeting.

12.06: Manner of Giving Notice for League Meetings of the Membership

12.06.01: Notice of the time and place for the League Meeting or any special meeting shall be delivered personally to all members by electronic mail to the address of each member as it appears on the League's records, or if no address is given, at the place where the principal office of the League is located.

12.06.02: Notice must be given not less than ten nor more than ninety days before the date of the meeting. Such notice shall state those matters that the Board, at the time of giving the notice, intends to present for action to the members.

12.07: Voting by Members

12.07.01: Team Representative: Each team is allowed one vote. The Team Representative, who is usually the Team Manager, shall vote for its team at all League Meetings and Special Meetings. All teams and Team Representatives must be in good standing with the League in accordance with Section 5.03.03.

12.07.02: All Board Members, except the Commissioner, are entitled to vote at League Meetings unless a Board member has chosen to vote as a Team Representative. The Commissioner may only vote to break a tie or when the vote requires more than a simple majority.

12.07.03: Manner of Passing Votes: Voting may be by voice or ballot.

12.07.04: Majority Approval Required: If a quorum is present as outlined in Section 10.01 and 10.02, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the Restated Articles of Incorporation or these Restated Bylaws.

12.08: Action by Written Ballot

Any action which may be taken at any regular or special meeting of the league may be taken without a meeting if written ballots are distributed to every member entitled to vote on the matter, setting forth the proposed action, providing an opportunity for the members to specify approval or disapproval of any proposal, and providing a reasonable time within which to return the ballot to the League. The written ballot shall be filed with the Secretary of the League and maintained in the corporate records.

12.09: Record Date

For purposes of determining which members may be entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the "record date" for membership shall be fifteen days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consent, or take any other action, as the case may be, except as otherwise provided in the California Nonprofit Corporation Law. For the purposes of Sections 11.03 and 12.03, a person holding membership as of the close of business on the record date shall be deemed a member of record.

ARTICLE 13: COMMITTEES

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13.01: Committees of the Board

13.01.01: The Board shall have the power to create executive and advisory committees to assist them.

13.01.02: Robert's Rules of Order: All League committees shall follow the Robert's Rules of Order as specified in Section 12.02.

13.02: Standing Committees

13.02.01: Liberty Classic Committee: This committee shall be charged with planning, managing, and hosting the Liberty Classic Tournament every year.

13.02.01(a): Liberty Classic Director: The tournament director shall be appointed by the Commissioner and approved by the Board.

13.02.02: Election Committee: This committee shall supervise the election process and shall tally the votes after the close of the polls in accordance with Section 9.05.

13.02.02(a): Election Committee Chairperson: The Chairperson of the Election Committee shall be the Secretary in odd years and the Treasurer in even years following the election cycle guidelines in 9.02. Another Board Member, not on the ballot, shall fill this role if both the Secretary and the Treasurer are on the ballot or unable to fulfill this role in accordance with Section 9.05.02.

13.02.03: Ratings/Classifications Committee: Shall consist of elected Committee Members to establish the ratings/classifications for all league members.

13.02.03(a): Ratings/Classifications Committee Chairperson: The Chairperson of the Ratings/Classifications Committee shall be the Division Directors. The Division Directors may delegate this position to another Board Member. Rules for this committee shall be listed in the League Codes.

13.02.04: Hall of Fame Committee: This committee shall determine inductees into the League Hall of Fame. Rules for this committee shall be listed in the League Codes.

13.02.04(a): Hall of Fame Committee Chairperson: Shall be the Commissioner in accordance with Section 7.01.06. The Commissioner may delegate this position to another person, but is still responsible for the committee.

13.02.05: Instruments of Governance Committee: This committee shall be responsible to review, maintain, and update the League Bylaws and Codes as needed on a yearly basis.

13.02.05(a): Instruments of Governance Chairperson: Shall be the Commissioner in accordance with Section 7.01.14. The Commissioner may delegate this position to another person, but is still responsible for the committee.

13.02.06: All committees listed in this section shall follow the guidelines laid out in Sections 13.03, 13.04, 13.05, and 13.06 as appropriate.

13.03: Executive Committees

The Board, by resolution adopted by a majority of the Board Members then in office, provided a quorum is present, may create one or more committees, each consisting of a Chairperson, and report back to the Board in a timely manner.

13.03.01: Appointments to committees of the Board shall be by majority vote of the Board Members in office.

13.03.02: The Board may appoint one or more Board Members as alternate members of any such committee, who may replace any absent member at any meeting.

13.03.03: Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

13.03.03(a): Fill vacancies on the Board or on any committee that has the authority of the Board.

13.03.03(b): Fix compensation of the Board Members for serving on the Board or on any committee

13.03.03(c): Amend or repeal bylaws or adopt new bylaws.

13.03.03(d): Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

13.03.03(e): Create any other committee of the Board or appoint the members of the committees of the Board.

13.03.03(f): Expend corporate funds to support a nominee for Board Member after more people have been nominated for Board Member than may be elected.

13.03.03(g): Approve any contract or transaction to which the League is a party and in which one or more of its Board Members has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

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13.04: Advisory Committees

- 13.04.01:** From time-to-time, the Board may also establish advisory committees, which may be standing committees or special committees created for a specific one-time purpose.
- 13.04.02:** Such committees may be appointed by the Board, and may contain representatives who are not Board Members. Such committees shall be advisory only, may not act on behalf of the Board and shall be subject to the ultimate authority of the Board.

13.05: Meetings and Actions of Committees

- 13.05.01:** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board.
- 13.05.02:** Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records.
- 13.05.03:** The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

13.06: Meeting Minute

Minutes must be recorded at all meetings and returned to the Secretary for retention

ARTICLE 14: FINANCES

14.01: Finances

The League shall generate operating funds as necessary to implement the Restated Articles of Incorporation and the Restated Bylaws as follows:

- 14.01.01: Fiscal Year:** The League's fiscal year shall commence on January 1 and shall end on December 31 of the same year.
- 14.01.02: Team Fees:** Each team recognized by the League shall be assessed a team fee in an amount to be determined by the Board. Said team fee must be paid by the due date set by the Board. In the event the team fee has not been paid, the team will be barred from playing in the League until the fee has been paid.
- 14.01.03: Late Fee:** Teams who pay their team fees after the due date set by the Board shall be assessed a late fee in the amount of twenty percent of the team fee. The late fee will be due immediately with the team fee. The Board may waive this late fee if appropriate.
- 14.01.04: Membership Fees:** Each person who is listed on the official roster of a team recognized by the League shall be assessed a membership fee in accordance with Section 5.03.03. The amount of the membership fee is determined by the Board. The membership fee for each player shall be paid prior to the team's first game of the season. In the event the membership fee has not been paid prior to their first game, the player will be barred from playing until the fee has been paid. The membership fee is also required in order to be a Team Representative and vote in elections.
- 14.01.05: Other Fees:** The Board shall have the power to set any fees as necessary to conduct league business.
- 14.01.06:** The League shall sponsor events for the purpose of generating operating funds.
- 14.01.07: Contributions:** The League shall accept contributions on behalf of the League and recognized league teams.
- 14.01.08: Escrow Accounts:** Contributions to League teams shall be held in an escrow account managed by the Treasurer.
- 14.01.09: Accounts:** The League shall maintain such account(s) in one or more accredited financial institutions as necessary to implement the Restated Articles of Incorporation and Restated Bylaws. The Board shall determine the particular financial institution(s) to be utilized and shall deposit operating funds in such account(s).
- 14.01.10: Budget:** The Treasurer shall create a budget for the new fiscal year and the Liberty Classic Tournament and present it to the Board for review and approval. Said budget shall be approved by a majority of Team Representatives and the Board voting at any properly convened meeting. Once the budget is approved the Board shall have the authority to make line item adjustments within the approved budget as necessary without further approval from the membership. The membership shall be notified of any amendments at the next league meeting.

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- 14.01.11: Distribution of Funds:** All funds disbursed by the League shall be in the form of a check or paid for using the League credit card. All payments must be approved by the Commissioner in accordance with the approved budget.
- 14.01.12: Refunds:** The Board shall decide when and how refunds of any fees collected are appropriate. Refund procedures shall be outlined in the League Code.
- 14.01.13:** Any team that qualifies for participation in the NAGAAA/ASANA World Series shall have the sole responsibility for financing the cost of travel to the World Series, and other related expenses.
- 14.01.14:** The League may consider providing financial assistance to teams participating in the NAGAAA/ASANA World Series, or for any other reason, after evaluating the League's financial position at the time of the contingency, and may donate to any organization up to Five Hundred Dollars (\$500.00) on behalf of the League. Any donation in an amount exceeding Five Hundred Dollars (\$500.00) must be approved by a majority of Team Representatives voting at any properly convened League Meeting.

ARTICLE 15: DISSOLUTION

15.01: Procedure

- 15.01.01:** A request for the dissolution of the League may be made by the Board or by written request to the Commissioner or the Secretary of the League, by one hundred (100) or more members of the League.
- 15.01.02:** Dissolution of the League may be effected either by "approval of a majority of all members" or by approval of the Board and "approval of the members."
- 15.01.03:** "Approval of the majority of all members" means approval by an affirmative vote, of two thirds of all of the votes entitled to be cast.
- 15.01.04:** "Approval of the members" means approved or ratified by the affirmative vote of two thirds of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or by written ballot in conformity with the provisions of the Leagues Code and these Bylaws.

15.02: Distribution of Assets

- 15.02.01:** Upon dissolution or winding up of the League, all debts and liabilities of the League shall be paid.
- 15.02.02:** This League is irrevocably dedicated to recreational purposes, and no part of its income or assets shall ever inure to the benefit of any Board Member, officer or member thereof, or to the benefit of any private person. Upon dissolution or winding up of the League, all assets remaining after payment, or provision for payment, of the League's debts and liabilities shall be distributed to a nonprofit fund, foundation or League which is organized and operated exclusively for recreational purposes and which has established its tax-exempt status under Section 501(c) [3] of the Internal Revenue Code.

ARTICLE 16: INDEMNIFICATION

16.01: Right of Indemnity

To the fullest extent permitted by law, this League shall indemnify its Board Members, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such position, 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 League, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

16.02: Approval of Indemnity

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

16.03: Advancement of Expenses

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 Sections 16.01 and 16.02 of this Article in defending

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any proceeding covered by those sections shall be advanced by the League before final disposition of the proceeding, on receipt by the League of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the League for those expenses.

16.04: Insurance

The League shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board Members, employees, and other agents, against any liability asserted against or incurred by any officer, Board Member, employee, or agent in such capacity or arising out of the officer's, Board Member's, employee's, or agent's status as such.

ARTICLE 17: LEAGUE RECORDS, DOCUMENTS, AND REPORTS

17.01: Maintenance of Corporate Records

17.01.01: The League shall keep:

17.01.01(a): Adequate and correct books and records of financial accounts using Generally Accepted Account Principles.

17.01.01(b): Written minutes of the proceedings of its Board, and the committees of the Board

17.01.01(c): Meeting Minutes: Minutes must be recorded at all meetings and returned to the Secretary for retention.

17.01.01(d): List of the Membership: The Board shall keep a list of members of the League.

17.02: League Articles of Incorporation and Bylaws

The League shall keep at its principal office the original or a copy of the Articles of Incorporation and its Bylaws, and the Restated Articles of Incorporation and Restated Bylaws as amended to date, and League Codes, which shall be open to inspection by the Board Members at all reasonable times during office hours.

17.03: League Codes

The Board shall prepare and maintain at the corporate offices League Codes, containing but not limited to, an indexed set of those League policies relevant to the League's governance, rules of play, standing committee rules, and a player code of conduct.

17.04: Annual Report

17.04.01: The Treasurer will present an annual report to the Team Representatives within thirty days after the end of the League's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

17.04.01(a): The assets, liabilities, and trust funds of the League as of the end of the fiscal year.

17.04.01(b): The principal changes in assets, liabilities, and trust funds.

17.04.01(c): The revenue or receipts of the League, both unrestricted and restricted to particular purposes.

17.04.01(d): The expenses or receipts of the League for both general and restricted purposes.

17.04.01(e): Any other information required by law.

17.04.02: The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the League that such statements were prepared without audit from the League's books and records.

ARTICLE 18: CONSTRUCTION AND DEFINITIONS

18.01: Construction and Definitions

18.01.01: Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

18.01.02: Without limiting the generality of the preceding sentence, 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.

ARTICLE 19: AMENDMENTS

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19.01: Membership Rights to Amend

19.01.01: These Restated Bylaws may be amended, or new Bylaws may be adopted, by the Team Representatives, by a vote of two-thirds of a quorum, at any duly held meeting of the Team Representatives.

19.01.02: Proposals to amend these Bylaws shall be presented for consideration in writing in a manner consistent with the language and format used herein.

19.01.03: Any proposals to amend the Bylaws shall make explicit and detailed reference to any existing provision, which would be affected by adoption of the amendment, and shall be introduced and seconded at the League Meeting held within forty-five days immediately preceding the meeting at which time it is to be decided whether to adopt the amendment.

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CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected Secretary of the Long Beach/Orange County Surf and Sun Softball League, a Non-profit Public Benefit Corporation.

That the foregoing Restated Bylaws comprising nineteen pages, including this page, constitute the Bylaws of said League, was duly adopted by the members of the League at the meeting on 11/18/15, and that they have not been amended or modified since that date.

Executed on 11/18/15 in Long Beach, California.

Michael Vecchiolla
League Secretary