

**BYLAWS OF
BAKERSFIELD SOUTHWEST BASEBALL, INC.
a California Non-Profit Corporation**

ARTICLE I. OFFICES

Section 1.1. - Principal Office

The principal office of the Corporation for its transaction of business is located in the City of Bakersfield and County of Kern, State of California.

Section 1.2. - Change of Address

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Kern, California. Any such change shall be noted by the Secretary in the minutes of the Corporation.

ARTICLE II. MEMBERS

Section 2.1. - Classification and Qualification of Members

The Corporation shall have four (4) classes of members, as follows:

- a. Player Members – A Parent/Guardian of any player candidate, meeting the requirements of the rules and regulations of the corporation’s chartered affiliate and who resides within the authorized boundaries of Bakersfield Southwest Baseball League except as otherwise expressly provided in these Bylaws, are considered Player Members and are eligible to apply to become a regular member, but, until such time as they become a regular member, shall have no rights, duties or obligations in the management or in the property of the Corporation.
- b. Regular Members - Any person, 18 years of age or older, that is actively interested in furthering the objectives of the corporation’s chartered affiliate, and this corporation, may become a Regular Member, upon discussion and approval by the current Board of Directors. All Officers, Board Members, Committee Members, Managers, and other elected or appointed officials must be active Regular Members. ~~A Player Candidate may only have ONE Player Member representing him/her as a Regular Member. (i.e. only one parent/guardian of a player candidate can apply for Regular member status. (Removed by Board Unanimous Vote August 2015).~~
- c. Honorary Members - Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of the Corporation.
- d. Sustaining Members - Any person not a Regular Member who makes financial or other contribution to the Local League may, by a majority vote of the Board of Directors, become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of the Corporation.
- e. “Assistant Board Member” - Any newly elected Board Member, who is in the “probationary period” (6 months). Assistant Board Members can attend all meetings, sit on committees, and express opinions on all issues, but will not have a vote, on Board Issues, until made permanent. (Note: Assistant Board Members are considered “Regular Members”, from the day they are voted into that position by the Board, and may participate and vote in the Annual Meetings). Any new board member will undergo a probationary period of six months, but may be voted “permanent” by a majority vote of the Board, after a review of their performance, before the end of the probationary period. (Added by Board Resolution 11-03)

Section 2.2. - Eligibility for Membership

Any person sincerely interested in active participation to effect the objectives of this Corporation may apply to become a Regular Member. A Player Member, except as otherwise expressly provided in these Bylaws, must reside within the boundaries as authorized by the corporation's chartered affiliate, or this Corporation which boundaries are currently described in Attachment 1 to these Bylaws. In the event that a Player Member, resides within the current geographical boundaries for this Corporation as outlined above at the commencement of the league season and then subsequently moves out of the geographic area said member will still be eligible for season and post-season play subject, however, to any restrictions imposed by the corporation's chartered affiliate rules and regulations then in effect.

Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as members of the Corporation. Regular Members shall not be actively engaged in the promotion and/or operation of any other baseball league or other program that is in direct conflict with the operation of the corporation. Player candidates shall not be enrolled and actively play in multiple leagues, at the same time, within BSWB Spring/PONY Sanctioned leagues.

Section 2.3. - Admission to Membership

Any person qualified for membership under Section 2.1. of this Article and eligible for membership under Section 2.2. of this Article, shall be admitted to membership, only on the approval of the Board of Directors, upon submission of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors.

Section 2.4. Dues and Assessments

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period. Members who fail to pay their fixed dues within thirty (30) days from the time the same became due may, by vote of the Board, be dropped from the rolls and shall forfeit all rights and privileges of membership.

A Player Member may be assessed a reasonable participation fee as a parents' obligation to assure the operational continuity of the Corporation. **AT NO TIME SHOULD PAYMENT OF ANY FEE BE A PREREQUISITE FOR PARTICIPATION IN THE BAKERSFIELD SOUTHWEST BASEBALL, INC. BASEBALL PROGRAM. (*This does not include regular Registration Fees*)**

Section 2.5. - Membership Book

The Corporation shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased.

Section 2.6. - Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member of any class, on reasonable notice to the corporation;
- b. Failure of a Regular Member to pay dues, fees, or assessments as set forth by the Board after they become due and payable;
- c. Occurrence of any event that renders a Player Member ineligible for membership;
- d. Expulsion of a member of any class under Section 2.8. of these Bylaws based on the good faith determination by the Board that the member of any class has failed in a material and serious degree to observe the rules of conduct of the Corporation, or is engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation and/or the corporation's chartered affiliate.

Section 2.7. - Suspension of Membership.

A member of any class may be suspended under Section 2.8. of these Bylaws, based on the good faith determination by the Board, or a committee, or a person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation and/or the corporation's chartered affiliate.

Section 2.8. - Procedure for Expulsion or Suspension of Members.

If grounds appear to exist for expulsion or suspension of any member under Sections 2.6. or 2.7. of these Bylaws, the procedure set forth below shall be followed:

- a. The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- c. The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or that person shall be final.
- d. In the case of a suspension or expulsion of a Player Member, the manager of the team in which the Player is a member shall also be given notice pursuant to subsection (a) and (b) of this Section 2.8. Said manager shall appear in the capacity of an advisor with the Player Member at the time of any hearing conducted in connection with the expulsion or suspension of the Player Member.

ARTICLE III. MEETINGS

Section 3.1. - Place

Meetings of Regular Members shall be held at the principal office of the Corporation, or as agreed upon by the active board members.

Section 3.2. - Annual Meetings

Regular Members shall meet annually during the month of August for the purpose of electing Directors, receiving reports and for the transaction of such business as may properly come before the meeting. A fiscal report (August 1st to July 31st) will be presented at this meeting, and will include, but not limited to, Financial Reports, Improvements, Membership, Fundraising, Rules, etc.

Section 3.3. - Special Meetings

Special meetings of the Regular Members may be called by the Board of Directors or by the President at their discretion. Upon the written request of seven (7) Regular Members, the President shall call a special meeting to consider a specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Regular Members.

Section 3.4. - Notice of Meetings

Written notice of each meeting of the Regular Members shall be mailed or otherwise delivered to each Regular Member at the last recorded address at least ten (10) days in advance thereof setting forth the place, date, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Regular Members, from time to time, at a regularly convened meeting.

Section 3.5. - Quorum

The presence in person of a majority of the Regular Members shall be necessary to constitute a quorum. The Regular Members present at a dully called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Regular Members to leave less than a quorum, if such action taken is approved by at least a majority of Regular Members required to constitute a quorum. Player Members, Sustaining Members, Honorary Members, nor "Assistant Directors" will be counted as members needed for quorum.

Section 3.6. - Voting.

Each Regular Member in good standing in this corporation is entitled to one vote on each matter submitted to a vote of the Regular Members. Player Members, Honorary Members and Sustaining Members shall not be entitled to vote on any matter submitted to a vote of the Regular Members.

Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by a Regular Member at the meeting before the voting begins.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter shall be the act of the Regular Members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation law or by the Articles of Incorporation.

At any Regular Member's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Regular Members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a Regular Members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting and which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Regular Member who come on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.

~~**Section 3.7. - Waiver of Notice or Consent by Absent Members.** (Removed by Board Resolution 11-01)~~

~~**Section 3.8. - Action by Unanimous Written Consent.** (Removed by Board Resolution 11-01)~~

~~**Section 3.9. - Proxy Voting**(Removed by Board Resolution 11-01)~~

Section 3.10. - Conduct of Meetings.

The President of the corporation or, in his or her absence, the Executive Vice President, or in the event of both their absences, any other person chosen by a majority of the voting of the Regular Members present shall be the chairman and shall preside over the meeting of the Regular Members. The Secretary of the corporation shall act as the Secretary of all meetings of the Regular Members; provided that in his or her absence, the chairman of the meeting of the Regular Members shall appoint another person to act as Secretary of the meeting.

The Roberts Rules of Order, as may be amended from time to time, shall govern the meeting of the Regular Members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. Number

The number of directors shall be not less than five (5) nor more than thirty-one (31) directors until changed by amendment to these Bylaws. The exact number of directors shall be fixed within those limits, by a resolution adopted by the Board of Directors. The directors upon election shall immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

Section 4.2. Duties and Powers

Subject to the provisions and limitations of the California Non-Profit Public Benefit Corporation law and any other applicable laws and subject to the provisions of these Bylaws regarding actions that require approval of the Regular Members, the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised by or under the direction of the Board.

Without prejudice to those general powers, and subject to the same limitations, the Board shall have the power to:

- a. Appoint such standing committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate;
- b. Adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper;
- c. Select all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix any compensation payable to them and require from them security for faithful performance of their duties;
- d. To discipline, suspend or remove any Director, Officer or committee member of the Corporation by a two-thirds vote of those present at any regular or special Board meeting in accordance with the procedures set forth in Article II Section 2.8. of these Bylaws; and
- e. Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporations purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

The Board shall in addition to all other reports required to be prepared pursuant to these Bylaws and all applicable laws shall cause to be prepared and submitted at the annual meeting of the Regular Members of the Corporation a report verified by the president and treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of the residents of the persons who have been admitted to membership in the Corporation during such year, which report shall be filed with the records of the Corporation and an abstract thereof entered into the minutes of the proceedings of the annual meeting.

Section 4.3. - Required Members

The Board membership shall include the Officers, including the Player Agent, and a minimum of one manager representative and one umpire representative.

Section 4.4. - Term of Office

Each Director shall hold office until the next annual meeting of the Regular Members as prescribed by Article III. Section 3.2. of these Bylaws or until his or her removal and until such Director's successor is elected.

Section 4.5. - Election

At each annual meeting, the Regular Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 4.1 of this Article IV, be increased at any regular or special meeting of the Regular Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote of all Regular Members present at the time of the meeting.

Subsection 4.5.1 – Board Members Duties and Responsibilities: (Added by Board Resolution 11-03)

New Board Members will be elected at the First Meeting of the New Fiscal Year (immediately following our Regular Annual Meeting. Any member wishing to join the board, after the annual meeting, will be voted on, and if successfully voted in, will become an “Assistant Board Member” for the remainder of the year, and will be eligible to be voted into a permanent position at the next Annual Meeting (July). Assistant Board Members can attend all meetings, sit on committees, and express opinions on all issues, but will not have a vote until made permanent.

Any new board member will undergo a probationary period of six months. During such time, the new member must fulfill requirements as set below for ALL board members, and may be dismissed by the board, at any time during this period, for failure to perform the required duties.

ALL Board members must attend all BSWB functions, including, but not limited to:

- Scheduled Meetings,
- Work Days
- Red Shirt Assignments
- BSWB Hosted Tournaments (help with field maintenance, snack bar, etc)

Failure to commit to, and follow-through with the items above, will be handled as follows:

- A Board Member who misses any item above, without an excuse from the President, will be immediately suspended, and will have NO voting rights, until he meets with the board, explains his/her absence, and receives a majority vote from the board to reinstate said board member. (Suspended members will NOT be counted for purposes of obtaining a quorum, since they are ineligible to vote until said suspension is lifted).
- A Board Member with three unexcused absences, as above, will be automatically removed from the board. He/she may submit a request to be demoted, in lieu of dismissal, to “Assistant Board Member” and shall only have the rights expressed in paragraph (1)(a) above. They may apply for another permanent board position at the next annual meeting.
- Board Members, who coach or manage a team, shall maintain proper decorum on and off the field, as they are a representative of the board. Improper behavior (ejection from a game, unsportsmanlike conduct, arguing or fighting with another coach or board member, or other behavior unbecoming of a board member), can result in a suspension as a member, demotion to Assistant Board Member, or removal from the board, by the disciplinary committee, who’s decision will be final.

Section 4.6. - Vacancies on Board

Subsection 4.6.1 - Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

- a. On the death or resignation of any Director;
- b. The removal of any Director under California Corporations Code Sections 5221, 5222 or 5223;
- c. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Corporations Code; or
- d. The increase in the authorized number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Subsection 4.6.2 – Resignation

Subject to the provisions of the California Corporations Code Section 5226, any Director may resign effective upon giving written notice to the president or secretary of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Subsection 4.6.3 - Filling Vacancies

If any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it may be filled by a majority vote of the remaining Directors at any Regular Directors meeting or at any special Directors meeting called for that purpose.

Section 4.7. - Place of Meetings

Regular meetings of the Board of Directors shall be held at any place within the State of California as designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 4.8. - Annual Meetings

The Board shall hold an annual meeting for the purpose of organization, selection of officers, appointing committees for the ensuing year, and transaction of other business. The annual meeting shall be held immediately after the annual meeting of the Regular Members as set forth in Article III, Section 3.2. of these Bylaws.

Section 4.9. - Regular Meetings

Regular meetings of the Board shall be held without call or notice on such dates and times as may be fixed from time to time by the Board.

Section 4.10. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the president, any vice-president, the secretary or any seven (7) Directors.

Special meetings of the Board shall be held upon four (4) days notice by **first class mail, electronic mail or 48-hours notice given personally by telephone, telegraph, telex or other similar means of communication.** Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for the purposes of notice or, if such address is not shown on the records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States Mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Any notice of a special meeting of the Board of Directors shall include the purpose of the meetings and no matters not so stated may be acted upon at the special meeting of the Board of Directors.

Section 4.11. - Quorum

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in section 4.14 of this Article IV. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles of Incorporation, subject to the more stringent provisions of the California Corporations Code, including, without limitation, those provisions relating to:

- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- b. Approval of certain transactions between corporations having common Directorships; and
- c. Indemnification of Directors.

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

Section 4.12. - Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

DELETED Section 4.13. - Waiver of Notice (Removed by Board Resolution 11-01)

Section 4.14. - Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the Directors who are not present at the time of the adjournment.

Section 4.15. - Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

DELETED Sub Section 4.15.1 - Action Without a Meeting - Email Process (Removed by Board Resolution 11-01)

Section 4.16. - Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. The inspections may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE V. EXECUTIVE BOARD

Section 5.1. - Number

The Executive Board (or Steering Committee) which shall consist of not less than three (5) nor more than seven (7) Directors, including but not limited to, the President, Vice President, Secretary, Treasurer, Player Agent and Chief Umpire of the Corporation.

Section 5.2. - Duties

The Executive Board shall advise and assist the the Corporation in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board.

Section 5.3. - Quorum

At any meeting of the Executive Board a majority of the total number of members of the Executive Board then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Executive Board.

ARTICLE VI. OTHER COMMITTEES

Section 6.1. - Nominating Committee

The Board of Directors may appoint a Nominating Committee consisting of three (3) Directors. The Committee shall investigate and consider eligible candidates for election to the Board of Directors at least thirty (30) days prior to the date of any election of Directors. This Nominating Committee shall make its report at least fifteen (15) days before the date of election and the secretary shall forward to each Regular Member a list of candidates nominated by the Committee under this section. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

Section 6.2. - Membership Committee

The Board of Directors may appoint a Membership Committee consisting of three (3) Directors. The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members, investigate for eligibility and recommend those qualified for election at the annual or any special meeting of the Regular Members or of the Board of Directors as the case may be.

Section 6.3. - Finance Committee

The Board of Directors may appoint a Finance Committee consisting of not less than three (3) Directors. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing the Corporation, including team sponsorship, and submit recommendation to the Board of Directors.

Section 6.4. - Field Maintenance Committee

The Board of Directors may appoint a Field Maintenance Committee consisting of three (3) or more Directors. It shall be responsible for repair and improvement recommendations, including normal maintenance, and to supervise the performance of approved projects. It shall operate within the amount appropriated in the approved budget for that purpose.

Section 6.5. - Equipment Committee

The Board of Directors may appoint an Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

Section 6.6. - Selection Committee

The Board of Directors may appoint a Managers Committee consisting of three (3) or more Directors. The Committee shall interview and investigate prospective managers and coaches, for all Leagues, and recommended acceptable candidates to the Board. It shall, during the playing season, observe the conduct of the managers and coaches and report its findings to the President. It shall, at the request of the President or Board of Directors, investigate complaints concerning managers and coaches and make a report thereof to the President or Board of Directors as the case may be.

Section 6.7. - Umpire Committee

The Board of Directors may appoint an Umpire Committee consisting of three (3) or more Directors. The President shall be chairman of any such committee. The Committees shall recruit, interview and recommend to the Board for appointment a staff of umpires, including a chief umpire and replacements. When appointed, the staff of umpires shall be under the personal direction and responsibility of the President, assisted by the Chief Umpire who shall train, observe and schedule the staff.

Section 6.8. - Auxiliary Committee

The Board of Directors may appoint an Auxiliary Committee consisting of the Corporation Treasurer and two (2) or more other Directors. It shall review and evaluate auxiliary projects for raising money and disposition of profits, and make recommendations to the Board. The Board of Directors shall approve in advance all projects and actions of the Auxiliary.

Section 6.9. - Auditing Committee

The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Vice President, Treasurer or signers of checks are not eligible. The Committee will review the Corporation's books and records annually prior to the Annual Meeting and attach a statement of their findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors, secure the services of a Certified Public Accountant to accomplish such review.

Section 6.10. - Other Committees

The Board of Directors may establish any other Committees that they deem necessary in conducting the affairs of the Corporation and may appoint three (3) or more Directors to each such committee.

Section 6.11. - Restrictions Regarding Committees of the Board of Directors.

It is understood that no committee(s) of the Board of Directors shall have any power to:

- a. Take any final action on any matter that, under the California Non-Profit Public Benefit Corporation law also requires approval of the Regular Members or approval of a majority of all of the Regular Members;
- b. Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- e. Create any other committees of the Board of Directors or appoint members of committees of the Board of Directors;
- f. Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected;

- g. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code;
- h. Fix compensation of the directors for serving on the Board of Directors or any committee.

Section 6.12. - Meetings and Action of all Committees.

Meetings and actions of all committees of the Board of Directors 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. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government 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.

ARTICLE VII. OFFICERS, DUTIES AND POWERS

Section 7.1. - Election

Following the annual meeting of the Regular Members, the Directors of the corporation at its annual meeting, provided there is a quorum, shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

Section 7.2. - Officers

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, Player Agent or Agents, Chief Umpire, all of whom shall hold office for the ensuing year or until their successors are duly elected. The Board of Directors may appoint such other Officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office.

Section 7.3. - Removal of Officers.

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board of Directors and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 7.4. - Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, the Corporation under any contract to which the officer is a party.

Section 7.5. - President *

The duties of the President shall include, but not be limited to, the following:

- a. Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.
- b. Present a report of the condition of the Corporation at the annual meeting.
- c. Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Corporation.
- d. Be responsible for the conduct of the Corporation in strict conformity to the policies, principles, rules and regulations of the corporation's chartered affiliate, as agreed to under the conditions of the charter issued to the Corporation in that organization.

- e. Designate in writing other officers if necessary to have power to make and execute for/and in the name of the Corporation such contracts and leases as may have received prior approval of the Board.
- f. Investigate complaints, irregularities and conditions detrimental to the Corporation and reports thereon to the Board or Executive Committee as circumstances warrant.
- g. With the assistance of the Player Agent, examine the application and support proof-of-age documents of every player candidate and certify to residence and age eligibility before the player may be accepted for tryouts and selection.

Section 7.6. - Vice-President *

In case of the absence or disability of the President, and provided authorized by the President or Board to so act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President.

Section 7.7. - League Commissioners

Each league may have a League Commissioner which shall be responsible for all operations of their respective leagues including but not limited to game schedules, including make-up games, disputes, including presentation of the Rules Committee, playoff games and all-star games where applicable.

Section 7.8. - Secretary *

The duties of the Secretary shall include, but not be limited to, the following:

- a. Be responsible for recording the activities of the Corporation and maintain appropriate files, mailing lists and necessary records.
- b. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- c. Prepare for the President's signature and submission to the corporation's chartered affiliate (if applicable), team rosters, including players' claimed, schedules and all other documents which are required to be filed in connection with tournament play.
- d. Notify the corporation's chartered affiliate Headquarters as well as district and state commissioners (if applicable) of any subsequent player replacement or trades.

Section 7.9. - Treasurer *

The duties of the treasurer shall include, but not be limited to, the following:

- a. Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of treasurer or may be assigned by the Board of Directors;
- b. Receive all monies and securities, and deposit same in a depository approved by the Board of Directors;
- c. Keep records for the receipt and disbursement of all monies and securities of the corporation, including the Auxiliary, approve all payments from allotted funds and draw checks therefore;
- d. Prepare an annual budget, under the direction of the President for submission to the Board of Directors at the annual meeting.

Section 7.10. - Player Agent.

The duties of the Player Agent shall include, but not be limited to, the following:

- a. Record all player transactions and maintain an accurate and up to date record thereof;
- b. Receive and review applications for player candidates and assist the President in checking residence and age eligibility;
- c. Conduct the player auction or draft and all other player transactions or selection meetings
- d. Prepare the player's agents list;
- e. Prepare for the President's signature and submission to the corporation's chartered affiliate (if applicable), team rosters, including players claimed, schedules, and all other documents which are required to be filed in connection with tournament play;
- f. Notify the corporation's chartered affiliate (if applicable) of any subsequent player replacement or trades.

Section 7.11. – Chief Umpire *

The Chief Umpire shall be appointed annually by the President, with the approval of the Board of Directors. The duties of the Chief Umpire shall include, but not be limited to, the following:

- a. Responsible for the umpire selection and their assignments and their actions on the field. ;
- b. Provide necessary training classes, seminars, camps or on-field instruction as necessary to prepare umpires for each season;
- c. Maintain knowledge of all applicable rules and regulations for game play,
- d. Be a member of the Executive Board and Disciplinary Committee.

*Note: These Executive Board positions require the officer to have a minimum of three years of experience / participation, in good standing, as a regular member who has been voted onto the board. This time period begins when an Assistant Board member has completed the probationary period and has been approved, by majority vote, at a regular board meeting, as a board member with full rights.

VIII. MANAGERS, COACHES AND UMPIRES

Section 8.1. - Managers and Coaches

Team Managers and Coaches shall be appointed annually by the Division Commissioner, with the approval of the Board of Directors, and shall be responsible for the selection of their teams and for their actions on the field. Executive Board Members, including the President and Player Agent, may manage or coach a team, but may not preside, or participate in any way, over issues (discipline, rule interpretation, etc) that occur or affect the division in which they manage or coach.

Section 8.2. – Umpires

No umpire will be allowed to officiate a game in a division where he is Managing or Coaching a team, or where his child/relative is a participant. Executive Board Members, including the President, may umpire in any division, other than the division he/she may manage or coach a team.

Section 8.3. – Qualification/Approval

All Managers, Coaches, including “third coach”, and Umpires, shall apply for said positions using BSWB applications and/or resumes, and will complete the necessary forms and obtain “live-scan” through BSWB-approved live-scan company(s), at their expense. The board will approve/select applicants pending completion of live-scan search.

ARTICLE IX. AFFILIATION

Section 9.1. - Charter

The Corporation shall annually apply for a charter from the corporation's chartered affiliate and shall do all things necessary to obtain and maintain such charter. The Corporation shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

Section 9.2. - Rules and Regulations

The Official Playing Rules and Regulations as published by the corporation's chartered affiliate shall be binding on this Corporation.

Section 9.3. - Local Rules

The local rules of this Corporation shall be adopted by the Board of Directors, and shall add to, support and in no way conflict with the Rules and Regulations of the corporation's chartered affiliate.

ARTICLE X. FINANCIAL AND ACCOUNTING

Section 10.1. - Finances

The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall place all income including Auxiliary funds, in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 10.2. - Common Funds

The Board shall not permit the contribution of funds or property to individual teams but shall solicit some for the common treasurer of the Corporation, thereby to discourage favoritism among teams and to endeavor to equalize the benefit of the Corporation.

Section 10.3. - Solicitation

The Board shall not permit the solicitation of funds in the name of the Corporation unless all of the funds so raised be placed in the Corporation treasury.

Section 10.4. - Disbursement

The Board shall not permit the disbursement of Corporation funds for other than the conduct of the baseball activities in accordance with the rules and policies of the corporation's chartered affiliate.

Section 10.5. - Compensation

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

Section 10.6. - Receipts

All monies received, including Auxiliary Funds, shall be deposited to the credit of the Corporation in a financial institution as approved by the Board of Directors and all disbursement shall be made by check. All checks shall be signed by the Corporation Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

Section 10.7. - Fiscal Year

The fiscal year of the corporation shall begin on the first day of September and shall end on the last day of August.

Section 10.8. - Distribution of Property Upon Dissolution

Upon dissolution of the Corporation and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Corporation to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501 (c)(3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XI MAINTENANCE OF CORPORATE RECORDS

Section 11.1. - Maintenance of Corporate Records

The Corporation shall keep all records required by California Corporations Code § 6320 including:

- a. Adequate and correct books and records of accounts; and
- b. Minutes, in written form or electronic for readily accessible for conversion to written form, of the proceedings of its Board, committees of its Board, and all Members; and
- c. a record of all of its Members giving their names and addresses and class of membership held by each.

All such records shall be kept at the Corporation's principal executive office.

Section 11.2. -Annual Report

If required, pursuant to the applicable provisions of California Corporations Code Section 6321, the Board shall cause an annual report to be prepared within 120 days after the end of the Corporation's fiscal year, which report shall contain the information required by California Corporations Code § 6321. Said report shall be furnished to each Director of the Corporation, and to all Regular Members.

ARTICLE XII. INDEMNIFICATION

Section 12.1. Right of Indemnity.

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in California Corporations Code Section 5238(a), including persons formally occupying any 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 defined in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. The term, "expenses", as used herein, shall have the same meaning as in California Corporations Code Section 5238(a).

Section 12.2. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under California Corporations Code Sections 5238(b) or Section 5238(c), the Board shall promptly determine under Section 5238(a) 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. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the determination of whether the indemnification shall be authorized shall be made by the court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 12.3. 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 1 and 2 of this Article 13 and defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 12.4. Insurance.

The corporation shall purchase and maintain insurance on behalf of its officers, directors, employees, and other agents of the corporation against any liability asserted against or incurred by any such person in such capacity or arising out of such persons status as such.

ARTICLE XIII. AMENDMENTS

Section 13.1. - Amendments by Directors

These Bylaws may be amended, replaced or altered in whole or in part by a majority vote at any duly organized meeting of the Board of Directors, except where specifically limited by statute, provided notice of the proposed change is given at least seven (7) days prior to the meeting.

Section 13.2. - Amendments by Regular Members

These Bylaws may be amended, or altered only where specifically required by statute, by a majority vote at a duly organized meeting of the Regular Members, provided notice of the proposed change is given at least seven (7) days prior to the meeting.

ARTICLE XIV. OTHER PROVISIONS

Section 14.1. - Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the California Non-Profit Corporation Law, the California Nonprofit Public Benefit Corporation Law, and, where applicable, the other provisions of the California Corporations Code shall govern the construction of these Bylaws. 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.

Section 14.2. - High Vote Requirement.

If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than is otherwise required by law, the provision may not be altered, amended, or repealed except by that greater vote.

**CERTIFICATE OF SECRETARY
OF
BAKERSFIELD SOUTHWEST BASEBALL, INC.
a California Non-Profit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing amended and restated Bylaws, comprising of 22 pages, constitute the amended and restated Bylaws of said Corporation as duly adopted by the Board of Directors and the Voting Members of this Corporation.

Dated: August 30, 2016

Martha Reyes, Executive Secretary

BOARD RESOLUTIONS / AMENDMENTS

Board Resolution – April 28, 2011 – (Res11-01)

The Board of Directors (“Board”), of Bakersfield Southwest Baseball, Inc. (BSWB), do hereby establish the following resolution:

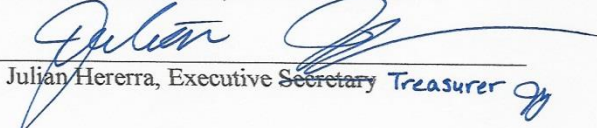
1. The Board acknowledges that we have conducted several meetings, since January 1, 2010, using the “proxy” method (as outlined in our bylaws), to achieve a “quorum” for voting purposes;
2. Do hereby accept and ratify all prior decisions, made under this erroneous procedure, as valid and legal;
3. Understand that we, as a board, unknowingly went against the ruling, of the California Attorney General, that disallowed the used of said proxies for voting purposes; and,
4. Will discontinue the practice of using proxies, for voting purposes, or obtaining a quorum, and will strike all reference to this procedure in our established bylaws.

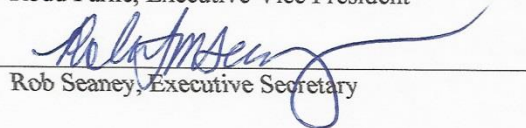
This resolution was submitted before the Board, April 28, 2011 and was passed: unanimously, or by a majority vote, of an established “quorum” as set forth in the BSWB Bylaws:

Executive Board Members. (For the board):


Darren F. Billesbach, Executive President

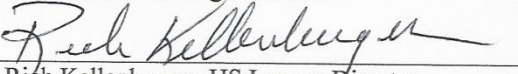

Rodd Parke, Executive Vice President


Julian Hererra, Executive Secretary Treasurer


Rob Seaney, Executive Secretary

Bill Darbee, Jr. League Director

Shun Yonemitsu, Sr. League Director


Rich Kellenberger, HS League Director


Board Resolution – April 28, 2011 – (Res11-02)

The Board of Directors (“Board”), of Bakersfield Southwest Baseball, Inc. (BSWB), do hereby establish the following resolution:

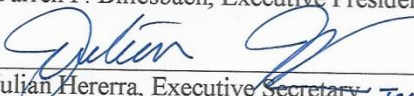
1. The Board acknowledges, as per the “California Attorney General Guidelines for Non Profit Organizations”, that we, as a board, employ one of our members, Cris Langston, AKA, “Langston Landscaping”, for purposes of maintaining our facility grounds;
2. We hereby further acknowledge and agree to the following conditions and/or facts, in regard to this contract:
 - a. Fees/Rates are below “market value” for the amount of hours worked, the quality of work, and the contract as a whole;
 - b. Cris Langston, as proprietor of Langston Landscaping, must recuse himself from any discussion and/or voting on issues that directly, or indirectly, affect the payment amounts that BSWB allocates for his services, with the exception of:
 - i. Proposals for “cost of living” increases, as are customary and acceptable as the general cost of living increases,
 - ii. Proposals for “special projects” that require his services to perform, above and beyond his monthly contract commitments,
 - c. In the case of (b-I) or (b-ii), above, he may address the board with such proposals, then leave the assembly while the board discusses, deliberates and/or votes on said issues.
3. Board acknowledges that Mr. Langston devotes many hours, outside of his contract commitments, on facility maintenance issues, betterments, and improvements, and that he does NOT charge the league for this extra work, and hereby praise him for his exemplary volunteerism to the League;
4. Board acknowledges that, in addition to (2-a) and (3) above, he provides BSWB with extreme money savings opportunities, by using his contacts to obtain discounts and/or free (donations) items such as infield soils, fertilizers, soil amendments, etc.
5. Finally, the board recognizes that the above items constitutes a Legal Engagement of a board member’s employment, and does not promote any “self-dealing” opportunities, on his part.

This resolution was submitted before the Board, April 28, 2011 and was passed: unanimously, or by a majority vote, of an established “quorum” as set forth in the BSWB Bylaws:

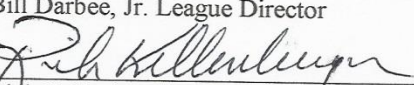
Executive Board Members: (For the board):




Darren F. Billesbach, Executive President



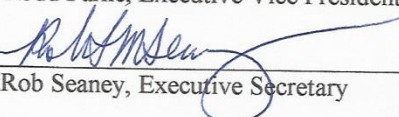
Julian Hererra, Executive Secretary *Treasurer*

Bill Darbee, Jr. League Director


Rich Kellenberger, HS League Director



Rodd Parke, Executive Vice President



Rob Seaney, Executive Secretary

Shun Yonemitsu, Sr. League Director


Board Resolution – July 31, 2011 – (Res11-03)

The Board of Directors (“Board”), of Bakersfield Southwest Baseball, Inc. (BSWB), do hereby establish the following resolution:

1. The Board hereby agrees to change the Bylaws to reflect the following, pertaining to NEW Board Member Roles, Rights, and Responsibilities;
 - a. New Board Members will be elected at the First Meeting of the New Fiscal Year (immediately following our Regular Annual Meeting. Any member wishing to join the board, after the annual meeting, will be voted on, and if successfully voted in, will become an “Assistant Board Member” for the remainder of the year, and will be eligible to be voted into a permanent position at the next Annual Meeting (July). Assistant Board Members can attend all meetings, sit on committees, and express opinions on all issues, but will not have a vote until made permanent.
 - b. Any new board member will undergo a probationary period of six months. During such time, the new member must fulfill requirements as set below for ALL board members, and may be dismissed by the board, at any time during this period, for failure to perform the required duties.
2. The Board hereby agrees to change the Bylaws to reflect the following, pertaining to ALL Board Member Roles, Rights, and Responsibilities;
 - a. Board members must attend all BSWB functions, including, but not limited to:
 - i. Scheduled Meetings,
 - ii. Work Days
 - iii. Red Shirt Assignments
 - iv. Tournaments (help with field maintenance, snack bar, etc)
 - b. Failure to commit to, and follow-through with the items above, will be handled as follows:
 - i. A Board Member who misses any item above, without an excuse from the President, will be immediately suspended, and will have NO voting rights, until he meets with the board, explains his/her absence, and receives a majority vote from the board to reinstate said board member. (Suspended members will NOT be counted for purposes of obtaining a quorum, since they are ineligible to vote until said suspension is lifted).
 - ii. A Board Member with three unexcused absences, as above, will be automatically removed from the board. He/she may submit a request to be demoted, in lieu of dismissal, to “Assistant Board Member” and shall only have the rights expressed in paragraph (1)(a) above. They may apply for another permanent board position at the next annual meeting.
 - iii. Board Members, who coach or manage a team, shall maintain proper decorum on and off the field, as they are a representative of the board. Improper behavior (ejection from a game, unsportsmanlike conduct, arguing or fighting with another coach or board member, or other behavior unbecoming of a board member, can result in a suspension as a member, demotion to Assistant Board Member, or removal from the board, by the disciplinary committee, who’s decision will be final.
3. The board adopts the above changes in an effort to make this Board of Directors efficient and effective in operating Bakersfield Southwest Baseball, Inc.

This resolution was submitted before the Board, July 31, 2011 and was passed: unanimously, or by a majority vote, of an established “quorum” as set forth in the BSWB Bylaws:

Executive Board Members: (For the board):



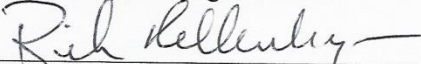
Darren F. Billesbach, Executive President



Rodd Parke, Executive Vice President

Julian Herrera, Executive Secretary

Vacant, Executive Secretary

Bill Darbee, Jr. League Director


Rich Kellenberger, HS League Director

Shun Yonemitsu, Sr. League Director

Board Resolution – July 31, 2011 – (Res11-04)

The Board of Directors (“Board”), of Bakersfield Southwest Baseball, Inc. (BSWB), do hereby establish the following resolution:

1. The Board of Directors would like to recognize Jim Varner and J.D. Rush, Inc for their extremely generous donations of the past few years. The facts of which are;
 - a. Donation of \$50,000 (Fifty Thousand Dollars) in previous years, from the Rush/Varner Family Trust, for completion of the dugout roofing on all fields. A portion of this money was also used to pay towards our debt.
 - b. Donation of \$20,000 (Twenty Thousand Dollars), this year, for use in purchasing shade covers for 8 of the 11 fields
 - c. Donation of 72 – 6 inch x 18 foot pipes, with end caps welded on, for the shade covers as mentioned above. Donation included delivery and hiring a crane to off load the pipe at our facility. (The total amount is not known at this time, but is estimated to equal or exceed the cash donation already given for this project.
2. The Board hereby agrees to show our appreciation to Mr. Varner and J.D. Rush, Inc, by offering the following;
 - a. Field 4 (Pinto Field) will be renamed to JD Rush Field, with the customary signage.
 - b. Field 3 (Pinto/Shetland Field) will be renamed to Varner Family Trust Field, with the customary signage.
 - c. Both a & b will be approved (for naming purposes) by Jim Varner, before proceeding.
3. The board adopts the above resolution, even though Mr. Varner has wished to remain anonymous in his charitable contributions.

This resolution was submitted before the Board, July 31, 2011 and was passed: unanimously, or by a majority vote, of an established “quorum” as set forth in the BSWB Bylaws:

Executive Board Members: (For the board):



Darren F. Billesbach, Executive President

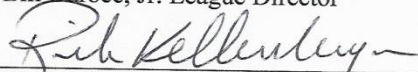


Rodd Parke, Executive Vice President

Julian Herrera, Executive Secretary

Vacant, Executive Secretary

Bill Darbee, Jr. League Director



Rich Kellenberger, HS League Director

Shun Yonemitsu, Sr. League Director