

BYLAWS
OF
THE BEVERLY HILLS LITTLE LEAGUE,
a California Public Benefit Corporation

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BYLAWS OF
THE BEVERLY HILLS LITTLE LEAGUE
a California Non-Profit Public Benefit Corporation

ARTICLE I.
Name

Section 1.1 Corporate Name

The name of this organization is THE BEVERLY HILLS LITTLE LEAGUE (the “BHLL”).

ARTICLE II.
Purposes

Section 2.1 Primary Purpose

This organization is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law (the “Law”) for public purposes.

ARTICLE III.
Affiliation

Section 3.1 Charter

The BHLL shall annually apply for a charter from Little League Baseball, Incorporated (the “**Little League Headquarters**”), and shall do all things necessary to obtain and maintain such charter. The BHLL 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 3.2 Rules and Regulations

The Official Playing Rules and Regulations as published by the Little League Headquarters in Williamsport, Pennsylvania shall be binding on this BHLL.

Section 3.3 Local Rules, Ground Rules and/or Bylaws

The local rules, ground rules and/or bylaws of the BHLL shall be adopted by the Board at a meeting to be held prior to the first scheduled game of the season, but shall in no way conflict with the Rules, Regulations and Policies of the Little League Headquarters or with the constitution of the BHLL (the “**Constitution**”).

ARTICLE IV.
Members

Section 4.1 Members

The BHLL shall have one class of Regular Members (the “**Regular Members**”) who are “members” within the meaning of Section 5056 of the Law or any successor provision thereto.

4.1.1 Anyone who is registered as an adult volunteer with the BHLL and has been approved by the board of directors of the BHLL (the “**Board**”), and who is actively interested in furthering the objectives of the BHLL, may become a Regular Member. Regular Members shall include all current managers, coaches, members of the Board (the “**Board Members**”), and any other person who is approved by the Board as a volunteer for the BHLL, including those volunteers holding the title of Team Administrator or Auxiliary Board Member.

4.1.2 All officers, Board Members, committee members, managers, coaches, volunteer umpires and other elected or appointed officials must be active Regular Members in good standing. Regular Members should not be actively engaged in the promotion and/or operation of any other baseball/softball program.

Section 4.2 Admission

Any Person meeting the requirements set forth in Section 4.1 shall be admitted as a Regular Member. Regular Members shall be required to provide their contact information (including but not limited to name, mailing address and phone number) to the BHLL for purposes of receiving notices in accordance with the requirements set forth herein and under the Law. The term of membership for a Regular Member shall be one year; *provided, however*, that such membership term may be renewed on March 1 of each year in accordance with the procedures set forth by the Board.

Section 4.3 Transfer of Memberships

Memberships, with or without voting rights, in the BHLL, or any rights arising therefrom, are not transferable or assignable.

Section 4.4 Termination and Suspension of Membership

A Regular Member may resign his or her membership at any time by notifying the Secretary of the BHLL. Resignation, however, shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and shall not diminish any right of the BHLL to enforce any such obligation or obtain damages for its breach. A Regular Member may also be terminated or suspended by the Board for violations of Little League Headquarter’s rules, bylaws or constitution, the BHLL Constitution, the BHLL Code of Conduct, or any the BHLL’s bylaws, ground rules or local rules.

4.4.1 Non-renewal of Membership for Regular Members

Regular Members who fail to renew their annual membership at the start of each season shall automatically be terminated as members without any further action required by the Board.

4.4.2 Death of Member

All rights of membership, with or without voting rights, shall cease upon the member's death.

4.4.3 Procedure for Termination

Procedures for termination or suspension of membership may be established by the Board from time to time for nonpayment of dues or for any activity or behavior which the Board may deem contrary to the best interests of the BHLL.

ARTICLE V. Meetings of Members

Section 5.1 Regular Meetings

Regular meetings of the Regular Members shall be held at least annually at such specific times as the Board may designate for the purpose of electing the Board and transacting such other business as may properly come before the meeting.

Section 5.2 Special Meetings

5.2.1 Special meetings of the Regular Members may be called by the Board or the President. In addition, special meetings of Regular Members for any lawful purpose shall be called by the President whenever requested in writing by not less than one-half of the Board or five percent (5%) or more of the Regular Members. No business may be transacted at a special meeting unless the general nature of such business was stated in the notice to the special meeting.

5.2.2 Upon request in writing to the chairman of the Board or the President by any person authorized by these bylaws to call a special meeting (other than the Board), the officer forthwith shall cause notice to be given to the Regular Members, in accordance with Section 5.5 of this article, that a meeting will be held at the time fixed by the Board, which time shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. This notice shall be given within twenty (20) days after receipt of the request.

Section 5.3 Place of Meeting

The President or the Board may designate any place as the place of meeting for any regular meeting or for any special meeting called by the Board. If no designation is made or

if a special meeting be otherwise called, the place of meeting shall be the principal office of the BHLL.

Section 5.4 Record Date

The Board may fix, in accordance with Section 5611 of the Law or any successor provision thereto, a date as the record date for the purpose of determining the Regular Members entitled (a) to notice of any meeting of the Regular Members, (b) to vote at a meeting of members, (c) to cast written ballots, or (d) to exercise any rights in respect of any other lawful action.

Section 5.5 Notice of Meeting

Whenever the Regular Members are required or permitted to take any action at a meeting, a written notice, personally, by electronic transmission or by mail, of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Regular Member who, on the record date for notice of the meeting, is entitled to vote thereat; *provided, however*, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the general nature of the business to be transacted, or in the case of the regular meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the Regular Members.

5.5.1 Proposal Stated in Notice

If approval of the Regular Members is sought concerning the following matters, the general nature of the proposal must be stated in the notice of meeting or in any written waiver of notice:

- (a) the removal of a Board Member or Board Members without cause;
- (b) the filling of a vacancy on the Board;
- (c) an amendment to the articles of incorporation; or
- (d) voluntary dissolution.

5.5.2 Method of Notice

Notice of a meeting of the Regular Members shall be given either personally or by mail or other means of written or electronic communication, addressed to the Regular Member at the address of such Regular Member appearing on the books of the BHLL or given by the Regular Member to this BHLL for purpose of notice; or if no such address appears or is given, at the place where the principal office of the BHLL is located. Notice given by electronic communication shall include (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, of each Regular Member and (ii) the posting on the Web site of the BHLL or other electronic message board, together with

delivery of a separate notice to each Regular Member of such posting. Notice by electronic communication shall only be considered properly given if such recipient has given his or her prior unrevoked consent to the use of those means of electronic transmission of notice communications.

5.5.3 Return of Notice to BHLL

If any notice addressed to a Regular Member at the address of such Regular Member appearing on the books of the BHLL is returned to the BHLL by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the Regular Member upon written demand of the Regular Member at the principal office of the BHLL for a period of one (1) year from the date of the giving of the notice to all other Regular Members.

5.5.4 Validity of Meeting Transactions

The transactions of any meeting of the Regular Members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting.

Section 5.6 Quorum and Adjournment

One-third (1/3) of the Regular Members, represented in person or by proxy, shall constitute a quorum at a meeting of members. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided by law.

Section 5.7 Manner of Acting

If a quorum is present, the affirmative vote of the 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 different number or voting by classes is authorized by law or these bylaws. The Regular Members present at a duly 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 any action taken (other than adjournment) is approved by at least the percent of the voting power required to act for the Regular Members.

Section 5.8 Voting by Proxies

Any member may authorize another person or persons to act by a written proxy with respect to such membership prepared in accordance with Sections 5516 and 5613 of the Law, or any successor provisions thereto.

Section 5.9 Voting by Written Ballot

Any action which may be taken at any regular or special meeting of Regular Members may be taken without a meeting if the BHLL distributes a written ballot to every Regular Member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the BHLL.

5.9.1 Validity of Approval by Written Ballot

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified, or any extension thereof, equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

5.9.2 Solicitation of Written Ballots

Written ballots shall be solicited either personally or by mail or other means of written or electronic communication, addressed to the voting member at the address of such member appearing on the books of the BHLL or given by the Regular Member to the BHLL for purpose of notice; or if no such address appears or is given, at the place where the principal office of the BHLL is located.

5.9.3 Return of Written Ballot to BHLL

If any written ballot addressed to a Regular Member at the address of such member appearing on the books of the BHLL is returned to the BHLL by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Regular Member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the voting member upon written demand of the Regular Member at the principal office of the BHLL for a period of one (1) year from the date of the giving of the notice to all other Regular Members.

5.9.4 Election of Board Members

In any election of Board Members, any form of written ballot in which the Board Members to be voted upon are named therein as candidates and which is marked by a voting member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Board Members is withheld shall not be voted either for or against the election of a Board Member.

5.9.5 Notice on Written Ballots

All such solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Board Members, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

ARTICLE VI. Board

Section 6.1 General Powers

Subject to the provisions of the Law and any limitation in the Constitution and bylaws of the BHLL, the activities and affairs of the BHLL shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the BHLL to any person or persons, provided that the activities and affairs of the BHLL shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.2 Number of Board Members

The exact authorized number of directors shall be fixed from time to time, within the limits specified in this section or in the articles of incorporation, by the President with the consent of the Board, or by a bylaw or amendment thereof duly adopted by the Board.

Section 6.3 Qualification

Not more than forty-nine percent (49%) of the persons serving on the Board of BHLL may be “interested persons” as defined by Section 5227 of the Law or any successor provision thereto.

Section 6.4 Selection of Board Members

The Board Members of the BHLL shall be elected at least annually at a regular meeting of the Regular Members or by written ballot, or in any other manner authorized by law. In any election of Board Members by Regular Members, the candidates receiving the highest number of votes are elected. Elections for Board Members need not be by ballot unless a voting member demands election by ballot at the meeting and before the voting begins.

6.4.1 Notice of Election

The time and date of the election of Board Members shall be determined by the Board. The Board must provide notice of the election (“**Notice of Election**”) to Regular Members not less than sixty (60) days prior to the election.

6.4.2 Nomination and Selection Procedure

By resolution, the Board shall authorize a nomination and selection procedure which includes a reasonable means for Regular Members to nominate persons for election as Board Members, a reasonable opportunity for a nominee to communicate to the Regular Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes and a reasonable opportunity for all Regular Members to choose among the nominees.

Nominations shall be made not less than thirty (30) days before the election of Board Members. A candidate may be nominated by any of the following procedures: (1) a majority vote of the Board; (2) a petition signed by twenty (20) or more Regular Members; or (3) such other nominating procedure approved by the Board.

6.4.3 Election Procedure

The election of Board Members may be conducted by written or electronic balloting, or through such other process approved by a majority of the Board. The Notice of Election shall specify the process by which the election will be conducted. The Secretary of the Board shall be responsible for overseeing the election and certifying the results to the Executive Committee of the Board.

6.4.4 Cumulative Voting

Each Regular Member eligible to vote shall cast one vote for each office of Board Member to be filled without the right to cumulate votes.

6.4.5 Appointment of Board Members

Notwithstanding any provision of this Section, the President shall have the power to appoint, with the approval of a majority of the Board, any Regular Member to serve on the Board as may be necessary for the Board to carry out its necessary and proper functions.

Section 6.5 Term

Each Board Member is elected to serve a one-year renewable term beginning upon his or her election and shall hold office until his or her successor is elected, except as otherwise provided by law.

Section 6.6 Regular Meetings

The Board may fix by resolution the time and place for the holding of regular meetings of the Board without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the Board Members in the same manner as notice for special meetings of the Board.

Section 6.7 Special Meetings

Special meetings of the Board for any purpose or purposes may be called by the President or, if the President is absent or refuses to act, by any vice President (if the Board shall have created such office or offices) or by any two (2) Board Members.

Section 6.8 Notice

Special meetings of the Board shall be held upon three (3) days notice by first-class mail or forty-eight (48) hours notice delivered personally, by telephone, telegraph, facsimile or electronic transmission, charges prepaid, to Board Member at his or her address as shown on the records of the BHLL or, if it is not shown on the records and is not readily ascertainable, at the place at which the meetings of the Board Members are regularly held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or electronic transmission, such notice shall be deemed to be delivered when actually transmitted by the person giving notice by facsimile or electronic means. Any notice given personally or by telephone may be communicated either to the Board Member or to a person at the office of the Board Member whom the person giving the notice has reason to believe will promptly communicate it to the Board Member. Notice of a meeting need not be given to any Board Member who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Board Member. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6.9 Quorum and Adjournment

Fifty percent (50%) of the number of Board Members fixed by the Board as authorized by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Board Members present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

Section 6.10 Manner of Acting

The act of a majority of the Board Members present at a meeting duly held at which a quorum is present shall be the act of the Board, unless the act of a different number is required by law, the articles of incorporation or these bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board Members, if any action taken is approved by at least as many Board Members as is required to act for the Board. Only members of the Board may make motions and vote at meetings of the

Board. However, the Board may invite, admit and recognize guests for presentations or comments during Board meetings.

Section 6.11 Meetings by Telephone

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

Section 6.12 Action Without a Meeting of the Board

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board who are not “interested” within the meaning of Section 5233 of the Law, or any successor provision thereto, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Board Members.

Section 6.13 Removal and Filling Vacancies

The Board may declare vacant the office of a Board Member who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the Law or any successor article thereto. Any vacancy occurring on the Board, including a vacancy created by reason of the removal of a Board Member, as well as any directorship to be filled by reason of an increase in the number of Board Members, shall be filled by approval of the Board or, if the number of Board Members then in office is less than a quorum, by (1) the unanimous consent of the Board Members then in office, (2) the affirmative vote of a majority of the Board Members then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211 of the Law, or any successor provision thereto, or (3) a sole remaining Board Member. The Regular Members may elect a Board Member at any time to fill any vacancy not filled by the Board Members. A Board Member elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

A Board Member may be removed from the Board upon: (1) the Board Member’s resignation or termination as a Regular Member, or otherwise ceasing to be a Regular Member in good standing, as set forth in Section 4.4; or (2) a vote of two-thirds of the remaining Board Members.

Section 6.14 Compensation

Board Members shall not receive any stated salaries for their services; *provided, however,* that nothing contained in this section shall be construed to preclude any Board Member

from serving the BHLL in any other capacity and receiving just and reasonable compensation therefor as may be approved by the Board.

Section 6.15 No Interest in Assets

No Board Member shall possess any property right in or to the property of the BHLL. In the event the BHLL owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Board shall dispose of the remaining property in accordance with the articles of incorporation.

Section 6.16 Resignation

Any Board Member may resign effective upon giving written notice to the President, the Secretary or the Board, 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 elected to take office when the resignation becomes effective. However, except upon notice to the Attorney General, no Board Member may resign if the BHLL would then be left without a duly elected Board Member in charge of its affairs.

Section 6.17 Interest of Board Member or Officer in a Transaction

No contract or transaction between the BHLL and one or more of its Board Members or officers, or between the BHLL and any other corporation, partnership, association or other organization in which one or more of its Board Members or officers are Board Members or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Board Member or officer is present at or participates in the meeting of the Board or the committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee thereof, and the Board or such committee, in good faith, authorized the contract or transaction by the affirmative votes of a majority of the disinterested Board Members, even though the disinterested Board Members be less than a quorum;

(b) The material facts as to his or her relationship or, interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved, in good faith, by vote of the Regular Members; or

(c) The contract or transaction is fair as to the BHLL as of the time it is authorized, approved or ratified, by the Board, a committee thereof; or the Regular Members.

Section 6.18 Interested Board Members Counted for Quorum

Common or interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board.

ARTICLE VII.

Officers

Section 7.1 Officers

The officers of the BHLL shall be the President, one or more vice Presidents (if established and filled by the Board), a registrar, a secretary, a treasurer, one or more division Board Members, a safety officer and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the registrar nor the treasurer may serve concurrently as the President.

Section 7.2 Selection and Term of Office

The officers of the BHLL shall be chosen by the President and shall, subject to any limitations upon the terms of any office as may be established by the Board from time to time, serve at the pleasure of the Board.

Section 7.3 Removal

Any officer selected by the Board may be removed by the Board whenever, in its judgment, the best interests of the BHLL would be served thereby.

Section 7.4 Resignation

Any officer may resign at, any time upon written notice to the BHLL without prejudice to the rights, if any, of the BHLL under any contract to which the officer is a party.

Section 7.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board.

Section 7.6 President

The **President** shall be the chief operating officer of the BHLL and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the BHLL. He or she shall preside at all meetings of the Board, the Executive Committee and the voting and non-voting members. He or she shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the President, and shall have such further powers and shall perform such further duties as may be prescribed by the Board. In addition to the general powers outlined above, he or she shall:

- the Board;
- (a) conduct the affairs of the BHLL and execute the policies established by the Board;
 - (b) present a report of the condition of the BHLL at each Board Meeting;
 - (c) communicate to the Board such matters as deemed appropriate and make such suggestions as may tend to promote the welfare of the BHLL;
 - (d) be responsible for the conduct of the BHLL in strict conformity to the policies, principles, rules and regulations of the Little League Headquarters, as agreed to under the conditions of charter issued to the BHLL by that organization;
 - (e) designate in writing other officers, if necessary, to have power to make and execute for and in the name of the BHLL such contracts and leases that may received and which have had prior approval of the Board;
 - (f) investigate complaints, irregularities and conditions detrimental to the BHLL and report thereon to the Board or Executive Committee as circumstances warrant;
 - (g) prepare and submit an annual budget to the Board and be responsible for the proper execution thereof; and
 - (h) with the assistance of the Division Directors, 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 7.7 Vice Presidents

In the absence or disability or refusal to act of the President, the **Vice Presidents**, if any, in order of their rank as fixed by the Board or, if not ranked, the vice President designated by the Board, shall perform all of the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents, if any, shall have such other powers and perform such other duties as from time to time may be prescribed for them, respectively, by the Board or these bylaws.

Section 7.8 Treasurer

The **Treasurer** shall be the chief financial officer of the BHLL and shall have all of the powers and shall perform the duties incident to the office of treasurer and shall have such further powers and shall perform such further duties as may be prescribed by the Board. In addition to the general powers outlined above, he or she shall:

- (a) receive all monies and securities, and deposit same in a depository approved by the Board;
- (b) keep records for the receipt and disbursement of all monies and securities of the BHLL, including the Auxiliary, approve all payments from allotted funds and draw checks

therefore in agreement with policies established in advance of such actions by the Board, provided that all disbursements by check must have dual signatures;

(c) prepare an annual budget, under the direction of the President, for submission to the Board at the regular meetings of the Board; and

(d) prepare an annual financial report, under the direction of the President, for submission to the Board and to Little League Headquarters.

Section 7.9 Secretary.

The **Secretary** shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. In addition to the general powers outlined above, he or she shall:

(a) be responsible for recording the activities of the BHLL and maintain appropriate files, mailing lists and necessary records at the principal executive office of the BHLL or such other place as the Board may order;

(b) oversee the annual election of Board Members and certify the results to the Board's Executive Committee.

(c) give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 7.10 Registrar

The **Registrar** shall have all of the powers and perform the duties incident to the office of registrar, and shall have such further powers and shall perform such further duties as may be prescribed by the Board. In addition to the general powers outlined above, he or she shall:

(a) perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Registrar or as may be assigned by the Board;

(b) maintain a list of names of the (i) Regular Members, with their addresses and telephone numbers, (ii) properly registered players, with their addresses and telephone numbers.

Section 7.11 Division Directors

The **Division Directors**, also known as **Player Agents**, shall:

- (a) record all player transactions and maintain an accurate and up-to-date record of each respective division;
- (b) receive and review applications for player candidates and assist the President in verifying residence and age eligibility;
- (c) conduct the tryouts, the player draft and all other player transaction or selection meetings;
- (d) prepare for the President's signature and submission to Little League Headquarters the team rosters, including players' claimed, and the tournament team eligibility affidavit; and
- (e) notify Little League Headquarters of any subsequent player replacements or trades.

Section 7.12 Safety Officer

The **Safety Officer** shall or if none are appointed, the Board shall:

- (a) be responsible for creating awareness, through education and information, of the opportunities to provide a safer environment for youngsters and all participants of Little League Baseball; and
- (b) develop and implement a plan for increasing safety of activities, equipment and facilities through education, compliance and reporting. In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:
 - (1) Education - should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, league officials, parents, guardians, and other volunteers.
 - (2) Compliance - should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
 - (3) Reporting - define a process to assure that incidents are recorded, information is sent to league/district and national offices, and follow-up information on medical and other data is forwarded as available.

Section 7.13 Other Officers

Other officers, upon nomination by the President and approval by the Board, may be appointed under the following titles: First Aid and Equipment, Umpires, Winter League, Clinics, Uniforms, Pictures and Trophies, Team Administrators, Sponsors, Public Relations,

Information Officer, and any other officer designated by the President and approved by a majority of the Board.

ARTICLE VIII.
Executive Committee

Section 8.1 Executive Committee

The President may appoint an **Executive Committee**, also known as the **Executive Council**, which shall consist of not less than three (3) and not more than five (5) Board Members, one of whom shall be the President of the BHLL.

8.1.1 The Executive Committee shall advise with and assist the Board in all matters concerning its interests and the management of its affairs, and shall have other powers as may be delegated by the President.

8.1.2 At any meeting of the Executive Committee, a majority of the total number of Board Members then currently on the Executive Committee 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 Committee.

ARTICLE IX.
Financial and Accounting

Section 9.1 Authority

The Board shall decide all matters pertaining to the finances of the BHLL, and it shall place all income received, including auxiliary funds, in a common league treasury and direct the expenditure of such funds in such a manner as will give no individual or team an advantage over those in competition with any other individual or team.

Section 9.2 Contributions

The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the BHLL in order to discourage favoritism among teams and to endeavor to equalize the benefits of the BHLL.

Section 9.3 Solicitations

The Board shall not permit the solicitation of funds in the name of Little League Baseball unless all of the funds so raised are placed in the BHLL treasury.

Section 9.4 Disbursement of Funds

The Board shall not permit the disbursement of BHLL funds for other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Headquarters. All disbursements shall be made by check. All checks shall be signed by

the Treasurer of the BHLL and such other officer or person or persons as the Board or the President shall determine as appropriate.

Section 9.5 Charitable Contributions

The Board may approve payment from BHLL funds of contributions to charitable organizations that qualify for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, provided however that no funds received through the player registration process may be used for the purpose of making any charitable donation.

Section 9.6 Deposits

All monies received, including auxiliary funds, shall be deposited to the credit of the BHLL at Wells Fargo, or such other chartered financial institution approved by the Board. The President or his or her designee is authorized to accept donations which support the purposes of the BHLL as set forth in the articles of incorporation whether such donation is for a specific project or projects or is for the general support of the BHLL's programs.

Section 9.7 Fiscal Year

The fiscal year of the BHLL shall begin on October 1st and end on September 30th.

ARTICLE X.
Miscellaneous

Section 10.1 Books and Records of Account-Maintenance

The BHLL shall keep at its principal office in this state, if any, the original or a copy of its articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the BHLL has no office in California, it shall, upon the written request of any voting member, furnish to such member a copy of the articles and bylaws as amended to date.

ARTICLE XI.
Annual Report

The BHLL shall furnish such annual reports and statements to its Regular Members and Board Members to the extent required by Sections 6321 and 6322 of the Law or any successor provisions thereto.

ARTICLE XII.
Indemnification of Board Members and Officers

Section 12.1 Indemnification Permitted by Law

The BHLL shall, to the maximum extent permitted by law, indemnify and hold harmless each of its present or former Board Members and officers against expenses, judgments,

finances, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter “**proceeding**” includes any threatened proceeding) arising by reason of the fact that any such person is or was a Board Member or officer of the BHLL; provided the Board determines that such Board Member or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of the BHLL and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes an action brought by or in the right of the BHLL and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

Section 12.2 Indemnification Prohibited by Law

If, because of the nature of the proceeding, the BHLL is prohibited by the Law from indemnifying its Board Members or officers against judgments, fines, settlements and other amounts, the BHLL shall nevertheless indemnify each of its Board Members and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a Board Member or officer of the BHLL; provided that the Board determines that such Board Member or officer was acting in good faith and in a manner such person believed to be in the best interests of the BHLL and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Section 12.3 Advance of Expenses

The Board may authorize the advance by the BHLL of expenses incurred in defending any proceeding prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Board Member or officer to repay the amount of the advance unless it is determined ultimately that the Board Member or officer is entitled to be indemnified as authorized in this article or by law.

Section 12.4 Insurance

The Board may authorize the BHLL to purchase and maintain insurance on behalf of any Board Member or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person’s status as such, whether or not the BHLL would have the power to indemnify such person against such liability.

ARTICLE XIII.

Corporate Loans, Guarantees and Advances

Except as provided by the Law section 5236, or any successor provision thereto, the BHLL shall not make any loan of money or property to or guarantee the obligation of any Board Member or officer.

ARTICLE XIV.
Amendments to Bylaws

Section 14.1 Amendment by Board Members or Members

New bylaws may be adopted, or these bylaws may be amended or repealed in whole or in part, by the approval of the Board or by the approval of the Regular Members.

Section 14.2 Amendment by Members

No amendment on the following matters may be adopted except by vote of the Regular Members of the BHLL:

- (a) An amendment to Section 6.2 changing the authorized maximum or minimum number of Board Members of the BHLL;
- (b) An amendment increasing the term of any Board Member as provided by Section 6.5;
- (c) An amendment increasing the quorum at a meeting of Regular Members established by Section 5.6; or
- (d) An amendment repealing, restricting, creating or expanding the proxy rights of the Regular Members.

ARTICLE XV.
No Benefit to Any Member or Individual

No part of the income of the BHLL shall inure to the benefit of any member or other individual, or to any private persons, except for a fund, foundation or corporation organized and operating for charitable, scientific, literary or educational purposes.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that as follows:

1. I am the current duly elected and acting Registrar of THE BEVERLY HILLS NATIONAL LITTLE LEAGUE, a California nonprofit public benefit corporation (this "BHLL"); and

2. The above bylaws constitute the bylaws of the BHLL and all amendments or other modifications thereto duly adopted through February 10, 2022.

Dated as of February 17, 2022.



Secretary