

**BYLAWS
OF
ORINDA BASEBALL ASSOCIATION
a California Nonprofit Public Benefit Corporation.**

**ARTICLE I
Name, Mission and Vision Statement, and Offices**

Section 1.1 Name

The league shall be known as: The Orinda Baseball Association (referred to hereafter as “OBA” or “the Association”), a nonprofit corporation organized under the laws of California and an affiliate of PONY Baseball, Inc. a non-profit Pennsylvania corporation.

Section 1.2 Mission and Vision Statement

The mission of OBA is to make available within the community of Orinda an effectively governed and implemented youth baseball program in which the dedicated and prospectively talented youth baseball player can obtain a positive, competitive and rewarding developmental and participatory experience in the game of baseball.

OBA was founded in 1984 to develop and support an outstanding baseball program for the dedicated and prospectively talented youth baseball players in Orinda. In order to achieve this vision, OBA will continue to:

- 1) Develop players and managers/coaches through excellent instruction, sportsmanship and healthy competition;
- 2) Support and encourage personal growth of players in a fun, competitive environment;
- 3) Emphasize that winning is a byproduct, not the sole goal;
- 4) Engage and educate parents to understand and reinforce the above; and
- 5) Focus on quality in all endeavors (fields, clinics, equipment, umpires, etc.).

Section 1.3 Principal Executive Office.

The principal office is located within Orinda, California. The Board of Directors may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location. Other offices may at any time be established at any place or places specified by the Board of Directors.

Section 1.4 Other Offices.

Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE II **Membership**

Section 2.1 Statutory Members.

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

Section 2.2 Nonvoting General Members.

The corporation shall have nonvoting General Members. General Non-Voting Members are any active participant of good character in OBA activities who are eighteen (18) years of age or older and who have an active interest in the baseball program of this corporation. Members are parents, managers, coaches and other contributing volunteers. General Members have the right and are obligated as follows:

(a) Actively participate in a non-voting capacity in the Association; and

(b) Members are subject to removal or other disciplinary action in accordance with the same procedures applicable to the Officers of the organization.

Any person meeting the requirements of the Rules and Regulations of PONY Baseball, Inc. and who resides within the authorized boundaries of the league or leagues formed or sponsored by the corporation shall be eligible for participation as players but shall have no rights, duties or obligations in the management or in the property of the corporation. Any person actively participating as a player on any baseball team sponsored by this corporation shall be a Player Member of this corporation.

The Board of Directors, may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III **Board of Directors**

Section 3.1 Powers.

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, including but not limited to the following:

(a) The Board shall have the authority to suspend, discharge and otherwise discipline any player, manager, coach, league official, umpire, visitor, parent or other person whose conduct is in violation of OBA's rules, the Rules and Regulations of Pony Baseball, Inc., the Official Baseball Rules, or if the person is considered detrimental to the best interests of OBA.

(b) Any adult (persons 18 years of age or older) who is suspended, removed or otherwise disciplined by the Board shall have the right to appeal such action before a majority of the members of the Board at a regular or special meeting called for that purpose.

The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

The Board Officers may include the following:

1. President,
2. Treasurer,
3. Pony Commissioner,
4. Bronco Commissioner,
5. Mustang Commissioner,
6. Pinto Commissioner,
7. Equipment Director,
8. Field Director,
9. Opening Day and Apparel Sales Director,
10. Registration Director,
11. Secretary,
12. Program & Advertising Director,
13. Snack Shack Director,
14. Uniform Director,
15. Fund Raising Director,
16. Web Page Director,
17. Nominating Committee Director, and
18. Other Director positions, including but not limited to an Operating Officer and a President Successor.

Section 3.2 Number of Directors.

The authorized number of directors of the corporation shall not be less than nine (9) nor more than twenty-one (21) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 3.2. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 3.2, by the Board of Directors.

Section 3.3 Voting

Each Board Member shall have one vote on all issues brought before the Board in all meetings. Balloting shall be secret if requested by any Board Member. In case of a tie, the vote of the President shall determine the outcome and break the tie.

The immediate past President, as an “Ex-Officio” Member of the Board of Directors, is entitled to one vote in all matters coming before the Board provided the immediate past President has been present for at least two (2) of the last three (3) previous Regular meetings of the Board. There shall be no voting by proxy.

Section 3.4 Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.5 Election and Term of Office.

The directors shall be elected at each annual meeting of the Board of Directors, but, if any such annual meeting is not held or the directors are not elected at the meeting, the directors may be elected at any meeting of the Board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The term of office for all Board members shall be two years beginning the day following their first meeting. The term of office for Board Director may be extended upon the majority vote of the Board. A director may succeed himself or herself in office.

Section 3.6 Vacancies and Removal.

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors 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 has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for a director, or has missed four (4) meetings within a 12 month period, or three (3) consecutive meetings, of the Board of Directors; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 3.9 that such action would be considered at the meeting.

Vacancies in the Board of Directors may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board (if there is such an officer appointed), the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

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.

Section 3.7 Place of Meetings.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation or as directed by the President. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 3.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 3.8 Annual Meeting.

The Board of Directors shall hold a regular meeting on the second Tuesday of July each year, unless the Board fixes another date, for the purpose of electing directors and appointing officers of the corporation, and for the transaction of other business. The annual meeting may be held without notice.

Section 3.9 Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held on a monthly basis at such time and place determined by the President, or at such times as are fixed by the Board of Directors, currently on the second Tuesday of each month. Such regular meetings may be held without notice.

Section 3.10 Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board (if there is such an officer appointed), the President, any Vice-President, the Secretary, or any three directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, telegraph, facsimile, electronic mail message, or mail, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not

readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, telegraph, facsimile or electronic mail message, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Any such transmission of notice, as above provided, shall be due, legal and personal notice to such director. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient's designated voice mailbox or address on such a system.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.11 Action at a Meeting: Quorum, Rules and Required Vote.

(a) Presence of a majority of the currently elected Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

(b) Every act done or decision 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 of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law.

(c) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

(d) Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subsection (d) constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this subsection (d) constitutes presence in person at such meeting, if (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation, and (3) the corporation adopts and implements some means of verifying that (a) a person participating in the meeting is a director or other person entitled to participate in the meeting, and (b) all actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

(e) Unless otherwise specified the rules contained in the “Roberts Rules of Order” shall govern OBA Board Meetings. This includes the agenda sequence, quorum definitions, rules of conduct, adjournment, etc.

Section 3.12 Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. 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 directors who were not present at the time of the adjournment.

Section 3.13 Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board 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 the unanimous vote of such directors. For purposes of this section only, “all members of the Board” does not include any “interested directors” as defined in Section 5233 of the California Corporations Code.

Section 3.14 Fees and Compensation.

Directors and members of committees may not receive any compensation for their services, OBA is a volunteer organization. However, Directors and members of committees may be reimbursed for reasonable expenses, as may be fixed or determined by resolution of the Board of Directors.

ARTICLE IV
Committees

Section 4.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

(a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.

(b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.

(c) Fix compensation of managers or other participants; the directors shall not receive compensation for serving on the Board or on any committee.

(d) Amend or repeal bylaws or adopt new bylaws.

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

(f) Appoint any other committees of the Board of Directors or the members of such committees.

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

The corporation shall maintain, but is not limited to, the following Director positions and committees:

1. Executive, headed by the President;
2. Finance, headed by the Treasurer;
3. Secretary;
4. Pony League, headed by the Pony Commissioner;
5. Bronco League, headed by the Bronco Commissioner;
6. Mustang League, headed by the Mustang Commissioner;
7. Pinto League, headed by the Pinto Commissioner;
8. Equipment, headed by a Director;
9. Field, headed by a Director;
10. Opening Day and Apparel Sales headed by a Director;
11. Registration headed by a Director;
12. Program & Advertising headed by a Director;
13. Snack Shack headed by a Director;
14. Uniform headed by a Director;
15. Fund Raising headed by a Director;
16. Web Page headed by a Director;
17. Nominating headed by a Director; and
18. Any other committee properly appointed by the President and approved by the Board, including but not limited to an Operating Officer and a President Successor.

Section 4.2 Special Committees.

Special Committees may be appointed by the President for such special purposes as deemed necessary. Committee duties and responsibilities are to be outlined at the time of the appointment and such committees shall be dissolved at the annual meeting following appointment, but may be reappointed at any time following the annual meeting.

A standing Special Committee is the Board Member Nominating Committee. The Board Nominating Committee shall interview and recommend nominations to the Board at the direction of the President. The Nominating Committee shall comprised of not less than six (6) nor more than eight (8) people, which shall consist of not less than four (4) Board members, one (1) non-Board member and one (1) currently acting Manager.

Section 4.3 Committees That Include Other Than Board Members.

The Board of Directors may, by resolution, designate one or more advisory committees whose members need not be composed entirely of Board members. Such committees shall not have the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board committee, and implementing Board or Board committee decisions and policies under the supervision and control of the Board or a Board committee. However, the Board may delegate powers to any such committee as provided for in Section 3.1, above, except that the Board may not delegate any of the powers enumerated in Section 4.1, above.

Section 4.4 Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Sections 3.6 through 3.12, above, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE V **Officers**

Section 5.1 Officers.

The officers of the corporation shall consist of the President, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The corporation may also have a Chairperson of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers as may be appointed by the Board

of Directors or with authorization from the Board of Directors by the President or some other officer. The order of the seniority of the Vice-Presidents shall be in the order of their nomination, unless otherwise determined by the Board of Directors. The Board of Directors shall designate one officer as the chief financial officer of the corporation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as either the President or the Chairperson of the Board. The Board of Directors may appoint, and may empower the President or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, or the President or another officer in cases where the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.2 Duties of the President and Chairperson of the Board.

The President shall act as the Chairperson of the Board and shall, when present, preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The President and Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation, and shall perform such other duties as the Board of Directors may from time to time determine.

Subject to such supervisory powers, if any, as may be provided by the Board of Directors, the President shall be the general manager and chief executive officer of the league, shall perform all the duties commonly incident to that office. The President shall preside at all meetings of the Board of Directors, shall be an ex-officio member of all standing and special committees and shall perform such other duties as the Board of Directors may from time to time determine.

Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. He/she shall preside at all meetings of the members and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The president shall see that all rules, policies and principles of Orinda Baseball Association and PONY Baseball, Inc., are carried out. The President shall head the Executive Committee.

Section 5.3 Duties of Vice-Presidents.

The Vice-Presidents (if there be such officers appointed), in the order of their seniority unless otherwise established by the Board of Directors, may assume and perform the duties of the President in the absence or disability of the President or whenever the offices of the Chairperson of the Board and President are vacant. The Vice-Presidents shall have such titles, perform such other duties, and have such other powers as the Board of Directors or the President, in absence of action taken by the Board, shall designate from time to time.

Section 5.4 Duties of the Secretary and Assistant Secretaries.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

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

The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5.5 Duties of the Treasurer and Assistant Treasurers.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and

shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The Treasurer shall head the Finance Committee.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

The President may direct any Assistant Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 5.6 Duties of the League Commissioners.

Each Commissioner is responsible for the general operations and policy implementation for each of their respective leagues. The Commissioners shall perform such other duties as the Board of Directors may from time to time determine.

Section 5.7 Duties of the Other Directors.

Each Director is responsible for their particular job responsibilities and duties, and to uphold all rules, regulations and Codes of Conduct adopted by the Board or Directors at all OBA games and events. Each Director shall fulfill the specific job responsibilities and duties as adopted and may be modified by the Board of Directors.

ARTICLE VI **Policies**

Section 6.1 Selection and Appointment of Team Managers and Coaches.

Managers shall be selected from a list of applicants taken by the League Commissioners. Commissioners shall use the specific selection criteria as adopted and may be modified by the Board of Directors.

Managers for all leagues shall be approved by the Board of Directors prior to the player selection date.

Coaches shall be selected from a list of applicants taken by the Managers and League Commissioners. Managers and Commissioners shall use the specific selection criteria as adopted and may be modified by the Board of Directors.

Coaches for all leagues should be approved by the respective league Commissioner prior to the player selection date.

Commissioners may not manage or coach a league team in their division.

Section 6.2 Managerial Responsibilities and Behavior.

Managers are responsible for all aspects of their teams and shall sign a Manager's Agreement. The Manager is the heart of the OBA program and is expected to lead by example and exhibit by demonstrating good sportsmanship. Managers shall perform such other duties as the Board of Directors may from time to time determine.

Managers are ultimately responsible for the conduct of the players and parents of their teams. Violation of any of the OBA Rules or Code of Conduct will result in disciplinary action by the Board of Directors, including but not limited to suspension or permanent removal. Managers not enforcing the rules and principles of OBA may not be considered for future selection as a team manager or coach.

Section 6.3 Manager and Coach Discipline, Suspension and Removal.

Managers and Coaches may be temporarily suspended at any time by the Commissioner of the Division in which the Manager or Coach participates for a violation of any rule or Code of Conduct adopted by the Board of Directors. Managers and Coaches may be permanently removed as a Manager or Coach at any time by the Board of Directors for a violation of any rule or Code of Conduct adopted by the Board of Directors. The Board of Directors may place any restrictions of any Manager or Coach for a violation of any rule or Code of Conduct adopted by the Board of Directors.

Section 6.4 Procedures of Resignation, Discipline, Suspension and Removal of Managers and Coaches.

The appropriate League Commissioner may take immediate steps to discipline any team Manager or Coach for any violation of a rule or Code of Conduct adopted by the Board of Directors. If the League Commissioner feels in their sole discretion that the violation is not corrected or should be considered by the Board of Directors, the League Commissioner may request the Board of Directors to discipline, suspend or remove the team Manager or Coach pursuant to any rule, Code of Conduct or Procedure adopted by the Board of Directors.

If a Manager resigns or is removed by a Commissioner or the Board of Directors, the Commissioner responsible for that league shall act to immediately present to the Board, through telephone calls, or to the President if impractical to obtain approval from the Board, a replacement Manager. In the case a Manager is removed for conduct violations, the Commissioner responsible for that league shall present alternative Manager names when presenting to the Board of Directors the reasons for the Manager's removal.

Managers and Coaches shall be responsible to know all OBA Rules and Codes of Conduct and shall follow them at all times.

The OBA Board of Directors shall have the sole and exclusive authority to bar any Manager or Coach from participation in the league. The Board's decision shall be final.

Section 6.5 Board of Director Discipline, Suspension and Removal.

Board of Directors may be temporarily suspended at any time by the President for a violation of any rule or Code of Conduct adopted by the Board of Directors. Board Members may be permanently removed as a Board Member at any time by the Board of Directors for a violation of any rule or Code of Conduct adopted by the Board of Directors. The Board of Directors may place any restrictions of any Board Member for a violation of any rule or Code of Conduct adopted by the Board of Directors.

Section 6.6 Procedures of Resignation, Discipline, Suspension and Removal of Board Members.

The President may take immediate steps to discipline any Board Member for any violation of a rule or Code of Conduct adopted by the Board of Directors. If the President feels in his or her sole discretion that the violation is not corrected or should be considered by the Board of Directors, the President may request the Board of Directors to discipline, suspend or remove the Board Member pursuant to any rule, Code of Conduct or Procedure adopted by the Board of Directors.

If a Board Member resigns or is removed by the Board of Directors, the Board of Directors shall replace the Board Member pursuant to Section 3.6 of these Bylaws.

Board Members shall be responsible to know all OBA Rules and Codes of Conduct and shall follow them at all times.

The OBA Board of Directors shall have the sole and exclusive authority to bar any Board Member from participation in the league. The Board's decision shall be final.

Section 6.7 Volunteer Discipline, Suspension and Removal.

Volunteers may be temporarily suspended at any time by the President for a violation of any rule or Code of Conduct adopted by the Board of Directors. Volunteers may be permanently bared from further interaction with OBA at any time by the Board of Directors for a violation of any rule or Code of Conduct adopted by the Board of Directors. The Board of Directors may place any restrictions of any volunteer for a violation of any rule or Code of Conduct adopted by the Board of Directors.

Section 6.8 Procedures of Resignation, Discipline, Suspension and Removal of Volunteers.

The President may take immediate steps to discipline any Volunteer for any violation of a rule or Code of Conduct adopted by the Board of Directors. If the President feels in his or her sole discretion that the violation is not corrected or should be considered by the Board of Directors, the President may request the Board of Directors to discipline, suspend or remove the Volunteer pursuant to any rule, Code of Conduct or Procedure adopted by the Board of Directors.

If a volunteer resigns or is removed by the Board of Directors, the Board of Directors may or may not replace the volunteer.

Volunteers shall be responsible to know all OBA Rules and Codes of Conduct and shall follow them at all times.

The OBA Board of Directors shall have the sole and exclusive authority to bar any volunteer from participation in the league. The Board's decision shall be final.

Section 6.9 Assignment of Players to Teams.

It is OBA's goal to select players for teams in such a way to achieve balance and equality of all teams. The Managers and Coaches shall rate and select team members by rating players after a try out for all players and placing players on teams that are balanced such that all teams have an equal opportunity to obtain success in the league pursuant to a process adopted by the Board of Directors.

Section 6.10 Player Responsibilities and Discipline.

Players are responsible for their conduct. Violation of any OBA Rules of Codes of Conduct will result in disciplinary action by the Board of Directors, including but not limited to suspension, removal from a team and being bared from attending OBA games and activities.

Section 6.11 Parent Responsibilities and Discipline.

The OBA is a parent-supported organization, and all parents of players must assist the league officers in attaining the objectives of the OBA. Parents are responsible for their conduct and are required to lead by example. Violation of any OBA Rules of Codes of Conduct will result in disciplinary action by the Board of Directors, including but not limited to suspension from interaction from OBA activities, removal from games, being bared from attending OBA games and activities and removal of the parent or parents' child from a team.

ARTICLE VII

Indemnification of Directors, Officers, Employees, and Other Agents of the Corporation; Purchase of Liability Insurance

(a) For the purposes of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(2) of this article.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):

(1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

(1) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(2) The court in which such proceeding is or was pending upon application made by the corporation, 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.

(f) Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this article.

(g) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any subsidiary of the corporation may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or paragraph (e)(2), in any circumstance where it appears:

(1) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of Directors of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

(j) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in paragraph (a). The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE VIII
Execution of Corporate Instruments, and Voting of Stocks and Memberships
Held by the Corporation

Section 8.1 Execution of Corporate Instruments.

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the Chairperson of the Board (if there is such an officer appointed) or the President or any Vice-President *and* by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 8.2 Voting of Stocks Owned by Corporation.

All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board (if there is such an officer appointed), the President, or any Vice-President or by any other person authorized to do so by the Chairperson of the Board, the President, or any Vice-President.

ARTICLE IX
Annual Report to Directors

The corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6322 of the California Corporations Code.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE X

Maintenance and Inspection of Corporate Records

Section 10.1 Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 10.2 Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE XI

Amendments

New bylaws may be adopted or these Bylaws may be amended or repealed by the Board of Directors during any meeting.

ARTICLE XII
Standard of Care

A director shall perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XII below, a person who performs the duties of a director in accordance with this Article XI shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE XIII
Prohibited Transactions

Section 13.1 Loans.

Except as permitted by Section 5236 of the California Corporations Code, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 13.2 Self-Dealing Transactions.

Except as provided in Section 12.3, below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a

transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction is described in California Corporations Code Section 5233(b).

Section 13.3 Approval.

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE XIV
Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

o0-END-0o

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Orinda Baseball Association, a California nonprofit corporation, and the above Bylaws, as Amended, consisting of 33 pages, are the Bylaws of this corporation as adopted by the Action by Written Consent of the Secretary of Orinda Baseball Association on _____, 2005.

Dated: _____, 2005.

Executed at Orinda, Contra Costa County, California

Secretary

BYLAWS

OF

Orinda Baseball Association

a California Nonprofit Public Benefit Corporation

(As Amended and Dated _____, 2005)

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