

BYLAWS OF
NAPA VALLEY EXPRESS SOFTBALL ASSOCIATION

A Nonprofit Association

1. Name: The name of this association is Napa Valley Express Softball Association.

2. Principal Office: The principal office for the transactions of the activities and affairs of
The association is located at 1370 Trancas Street, PMB 234, in Napa County, California. The board of
directors may change the principal office from one location to another. Any change of location of the
principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may
be amended to state new the new location.

3. Other Offices: The board may at any time establish branch or subordinate offices
at any place or places where the association is qualified to conduct its activities.

4. General Purpose: This association is a nonprofit public benefit association for
The purpose of promoting girls softball and is not organized for the private gain of any person.
It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

This association is organized exclusively for charitable purposes within the meaning of
Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of future
United States Internal Revenue Law. Notwithstanding any other provision of these articles, this
association shall not, except to an insubstantial degree, engage in any activities or exercise any powers
that are not in furtherance of the purposes of this association exempt from federal income tax under
Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future
United States Internal Revenue law, or (b) by an

association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any further United States Internal Revenue law.

5. Directors.

- a. General Association Powers. Subject to the provision and the limitation of the California Nonprofit Public Benefit Corporation Law and any other applicable law, and subject to any limitations of the articles of association or bylaws regarding actions that require approval of the members, the association's activities shall be managed, and all associate powers shall be exercised by or under the direction of the board.
- b. Specific Powers. Without prejudice to the general powers set forth in Section 29 of these bylaws, but subject to the same limitation, the directors shall have the power to:
 - i. Appoint and remove, at the pleasure of the board, all the association's officers and agents and prescribe powers and duties for them that are consistent with law, with the articles of association, and with these bylaws.
 - ii. Change the principal office in California from one location to another; cause the association to be qualified to conduct its activities within or outside California; and designate any place within or outside California; for holding any meeting of the board.
 - iii. Adopt and use an association seal;
 - iv. Borrow money and incur indebtedness on behalf of the association and cause to be executed and delivered to the association's purposes, in the associations name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

6. Authorized Number of Qualifications. The board of directors shall consent to at least 3 but not more than 5 directors until changed by these bylaws. The exact number of directors shall be fixed within those limits, by a resolution adopted by the board of directors. The qualifications for directors are an interest worth promoting.
7. Election, Designation and Term of Office. All directors shall be elected at each annual meeting of the members, to hold office until the next annual meeting; however, if any such directors are not elected at any annual meeting, they may be elected at any special board meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
8. Vacancies on the Board.
 - a. Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following:
 - i. The death of any director.
 - ii. The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
 - iii. The vote of the board or, if the association has fewer than 50 members, the vote of a majority of all members, to remove any director(s);
 - iv. The increase of the authorized number of directors; or

- v. The failure of the members, at any meeting of the members at which any director or directors are to be elected, to elect the number of directors required , or to be elected at such meeting.
9. Resignation. Except as provided below, any director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.
10. Filling Vacancies. Except for a vacancy created by the removal of a director the board, vacancies on the board may be filled by a majority of the directors then in office., whether or not less than a quorum, or by a sole remaining director. The board may fill any vacancy or vacancies not filled by the directors.
11. No Vacancies on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before the director’s term of office expires.
12. Director’s Meetings.
- a. Place of Meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, not designated, at the principal office of the association.
 - b. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.
 - c. Annual Meeting. Immediately after each annual meeting of the board. It shall hold a regular meeting for the purposes of organization, election of officers and transaction of other business. Notice of this meeting is not required.

- d. Other Regular Meetings. Other regular meetings of the board shall be held at the times designated by a resolution of the Board.

13. Special Meetings.

- a. Authority to Call. Special meetings of the board for any purposes may be called at any time by the President, or any Vice President, or the Secretary. Or any two directors.

14. Notice.

- a. Manner of Giving Notice. Notice of the time and place of the meetings shall be given to each director by one of the following methods; (i) by personal delivery of written notice; (ii) by first class mail, postage prepaid; (iii) by telephone, either directly to the director, or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the association.
- b. Notice Contents. The notice shall state the time of the meeting, and the place if other than the principal office of the association. It need not specify the purpose of the meeting.

15. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be at the discretion of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest (ii) approval of certain transaction between corporations having common directorships, (iii) creation of and appointments to committees of the board and (iv) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal

of directors. If any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

16. Waiver of Notice. Notice of meeting need not be given to any director who, either before or after the meeting, signs a waiver notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting and does not protest before or at the commencement of the meeting, the lack of notice to him or her.
17. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
18. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
19. Action without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in the writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

20. Committees.

- a. Committees of the Board. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors of any such committee who may replace any absent member at any meeting. Any such committee, to the extent that no committee, regardless of board resolution, may:
- i. Take any final action on any matter, that, under the California Nonprofit Public Benefit Corporation Law. Also requires approval of the members or approval of a majority of all members;
 - ii. Fill vacancies on the board or on any committee that has the authority of the board;
 - iii. Fix compensation of the directors for serving on the board or on any committee;
 - iv. Amend or repeal bylaws or adopt new bylaws;
 - v. Amend or repeal any resolution of the board that by its express terms is not so amendable or repeal able;
 - vi. Create any other committees of the board or appoint the members of committees of the board; or
 - vii. Approve any contract or transaction to which the association is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the California Corporations Code.

21. Meetings and Action of the Committees. Meetings and actions of the committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.
22. Officers of the Association. The officers of the association shall be a President, a Vice President, a Secretary, A Treasurer and a Member At Large. The association may also have, at the Board's discretion other officers as may be appointed in accordance with these bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President or Vice President.
23. Election of Officers. The officers of the association shall be chosen annually by the current Board of Directors.
24. Other Officers. The board may point and may authorize the President, or other officer, to appoint any other officers that the association may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.
25. Removal of Officers. Without prejudice to any rights of an officer, any officer may be removed with or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

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

27. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

28. Responsibilities of Officers.

a. President. Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the chief executive officer of the association and shall supervise, direct, and control the association's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

b. Vice President. If the president is absent or disabled, the vice president shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such act as general manager and perform such other duties as the board or the bylaws may prescribe.

c. Secretary.

i. Book of Minutes. The secretary shall keep or cause to be kept, at the association's principal office or such other place as the board may direct, a book

of minutes of all meetings, proceedings, and actions of the board, and of members' meetings. The minutes of the meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present and committee meetings, and the number of members present or represented at the members' meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of the association and bylaws, as amended to date.

ii. Notices, Seal and other Duties. The secretary shall give, or cause to be given, notice of all meetings of members, of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the association seal in safe custody and shall have such other powers and perform such other duties as the bylaws may prescribe.

d. Treasurer.

i. Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books of accounts of the association's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. All of the association's books, papers, vouchers, money, and other property of every kind in the possessions or under the control of the treasurer will be restored to the association on his or her death, resignation, retirement, or removal from office.

- ii. Deposit and Disbursement of Money and Valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the association's funds as the board may order, shall render to the president and the board, when requested an account of all transactions as treasurer and of the financial condition of the corporation, and shall have other such powers and perform such other duties as the board or the bylaws may prescribe.
- e. Member At Large. The Member At Large shall be responsible for supervising all organizational committees (etc. and other duties as determined by the board.)

29. Indemnification.

- a. Right of Indemnity. To the fullest extent permitted by law, this association shall indemnify its directors, officers, and other persons described in Section 5238(a) of the California Corporations Code. Including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with and "proceeding," as that term is used in that Section, and including an action by or in the right of the association, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- b. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section

5238(b) or Section 5238(c) has been met and, if so the board shall authorize indemnification because the number of directors who are parties to the proceeding with respect to which the indemnification is sought prevents the formation of quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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

31. Records and Reports.

a. Maintenance of Association Records.

The association shall keep;

1. Adequate and correct books and records of account;
 2. Written minutes of proceedings of its members, board and committees of the board;
- and
3. A record of each member's name, address, and class of membership.

b. Inspection by Directors. Every Director shall have the absolute right to inspect the association's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the

director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

32. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both legal entity and a natural person.