

RESTATED BYLAWS OF

SAN FRANCISCO GAY SOFTBALL LEAGUE, INC.

A CALIFORNIA

NONPROFIT PUBLIC BENEFIT CORPORATION

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RESTATED BYLAWS OF
SAN FRANCISCO GAY SOFTBALL LEAGUE, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE I: NAME

The name of this Corporation is San Francisco Gay Softball League, Inc. (“League” or “Corporation”).

ARTICLE II: PRINCIPAL OFFICE

The principal office of the League shall be located in the City of San Francisco, County of San Francisco, and State of California. The Board of Directors (“Executive Board” or “Board”) may at any time, and from time to time, change the location of the principal office from one location to another within said city and county. The Board may at any time establish branch or subordinate offices at any place or places where the League is qualified to do business.

ARTICLE III: PURPOSE

The League has been formed for charitable purposes to promote amateur sports competition, particularly softball, through charitable and/or educational programs and actions for all persons regardless of age, sexual orientation or preference, with special emphasis on the participation of members of the Lesbian, Gay, Bi-Sexual, Transgender (“LGBT”) Community; and to otherwise foster national or international sports competition by planning, promoting and carrying out amateur sports competition.

In addition, the League has been formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The League shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

The League shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. In no event, however, shall the League engage in activities, which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: NONPARTISAN ACTIVITIES

The League has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the League shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; and the League shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V: DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable and/or educational purposes, and to foster national or international amateur sports competition; and no part of the net income or assets of this Corporation, on dissolution or otherwise, shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, all remaining assets of the League shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for one or more exempt purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI: MEMBERS

Section 1. Qualifications. The membership of this League shall be comprised of those persons who were members of the League as of the date of approval of these Restated Bylaws, and those additional persons who subscribe to the purposes and basic policies of the League and whose admission will contribute to the League's ability to carry out its charitable purposes, who may be admitted to membership from time to time upon approval of the membership application by the Executive Board; and on timely payment of such dues, fees, fines, and assessments as the Board may fix from time to time. No person shall hold more than one membership, except that a regular member may also be an honorary member if such member meets the qualifications of both classes of membership.

The Executive Board shall, from time to time, determine the requirements for membership, set the amount of membership fees, and provide a procedure for persons to apply for membership in the League. Disputes as to eligibility for membership shall be resolved by the Board. The decision of the Executive Board with respect to the approval or denial of applications for membership shall be final.

As of the approval date of these Restated Bylaws, any person who is a player, manager, coach, scorekeeper or associate, who is listed on the official roster of a team recognized by the League, or who is a current duly elected or appointed Board member, is eligible

for membership in the League. In order to become a member of the League, the individual must meet the definition of a “Member In Good Standing,” defined as an individual who has paid and is current on all pertinent dues, fees, fines, and assessments, and agrees to uphold and promote, and does in practice uphold and promote, the League’s purposes as articulated in the League’s Restated Articles of Incorporation, these bylaws, and any league policy book.

Section 2. Classes and Rights of Membership. The membership of this League shall consist of two (2) classifications: Regular and Honorary.

- (a) *Regular Membership.* Regular members pay annual dues to keep their membership in the League current. Regular members shall have the right to vote on the election of directors, the disposition of all or substantially all of the Corporation's assets, any merger and its principal terms and any amendment of those terms, any election to dissolve the Corporation, the amendment of the Corporation's Articles of Incorporation or bylaws, and such other matters as set forth in these bylaws and the Law. In addition, members shall have all rights afforded members under the Law and these bylaws. This Corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. No member shall be entitled to any dividend or any part of the income of the Corporation.
- (b) *Honorary Membership.* Honorary membership may be conferred by the Board on individuals of distinction who have rendered long or special service to the League, or who by their appointment would be in a position to further the purposes of the League. Honorary members are not entitled to vote, have no playing privileges, and no such persons shall be a member within the meaning of Section 5056 of the California Corporations Code. Honorary membership may be revoked by a majority vote of the Board.

Section 3. Dues, Fees, Fines, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, fines, and assessments in amounts to be fixed from time to time by the Board.

Section 4. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Death of the member;
- (b) Resignation of the member, on reasonable notice to the League;
- (c) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (d) Failure of the member to pay dues, fees, or assessments as set by the

Board within thirty (30) days after they become due and payable;

- (e) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications or to otherwise no longer meet the definition of a Member In Good Standing per Article VI, Section 1 of these bylaws; or
- (f) Expulsion of the member under Article VI, Section 6 of these bylaws for good cause, based on the good faith determination by the Board. Good cause shall include, but not be limited to, the member failing in a material and serious degree to observe the League's rules of conduct, or acts or omissions by the member that, in the Board's judgment, constitute a failure to honor and promote to a material and seriously detrimental degree, the purposes and interests of the League.

Section 5. Suspension of Membership. A member may be suspended under Article VI, Section 6 of these bylaws for good cause, based on the good faith determination by the Board. Good cause shall include, but not be limited to, the member failing in a material and serious degree to observe the League's rules of conduct, or acts or omissions by the member that, in the Board's judgment, constitute a failure to honor and promote to a material and seriously detrimental degree, the purposes and interests of the League. A person whose membership is suspended shall not be a member during the period of suspension.

Section 6. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article VI, Sections 4 or 5 of these bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given not less than thirty (30) days prior written notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on the League's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board to determine whether the expulsion or suspension should take place.
- (c) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be

commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 7. Transfer of Membership. No member in this League may transfer his or her membership or any rights arising therefrom to any other individual or entity. All membership rights cease on the member's death or termination of membership pursuant to Article VI, Section 4 of these bylaws.

Section 8. Powers of Members. The members, except for honorary members, shall have all of the powers of corporate members conferred by the California Nonprofit Public Benefit Corporation Law. A quorum, as defined in Article VI, Section 11, of the members, except honorary members, shall have the right to request an audit of the League's books.

Section 9. Liability for Debts or Obligations. A member of the League is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 10. Regular Meetings. The League shall hold membership meetings in January, February, March, May, June, October and December of each year; the date, time and place to be set by the Board. Directors shall be elected at the League membership meeting holding the annual awards ceremony ("awards ceremony meeting") at the end of the regular season. If there is no annual awards ceremony, then the directors shall designate a month for the annual election of directors that would closely correspond to a month when previous annual awards ceremonies have been held, and all date references in these bylaws pegged to the annual awards ceremony or annual awards meeting shall refer to the new date designated by the Board.

Section 11. Special Meetings. A Special meeting of the membership for any lawful purpose or purposes may be called at any time by the Executive Board, the League's Commissioner, Board, or by not less than one third (1/3) of the membership. A special meeting called by any entitled party other than the Executive Board shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Commissioner or the Secretary. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article VI, Section 12 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 11 shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 12. Notice of Meetings. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) but no more than ninety (90) days before the meeting date to each member entitled to vote at

that meeting. The notice shall be given either personally, by electronic transmission by the League in accordance with Cal. Corp. Code Section 20, by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote at the address of that member appearing on the books of the League or at the address given by the member to the League for purposes of notice. 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 20 days before the meeting. Notice shall not be given by electronic transmission if the League is unable to deliver two consecutive notices to the member by that means or the inability to so deliver the notices to the member becomes known to the secretary or any person responsible for the giving of the notice. If no address appears on the League's books and no address has been so given, notice shall be deemed to have been given if either sent in writing to the League's principal office or published at least once in a newspaper of general circulation in the county in which the League's principal office is located. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary or any other party of the League giving the notice, and if so executed, shall be filed and maintained in the League's minute book.

Notices shall specify the place, date, and time of the meeting and (1) for a special meeting, the general nature of the business to be transacted; or (2) for a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members, but except as provided in this Section, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director without cause;
- (b) Filling vacancies on the Board;
- (c) Amending the Articles of Incorporation or bylaws;
- (d) Electing to wind up and dissolve the Corporation;
- (e) Approving a plan of merger or consolidation; or
- (f) Disposing of all or substantially all of the Corporation's assets.

Section 13. Quorum. Five percent (5%) of the members, but not less than thirty-five (35) members, shall constitute a quorum for the transaction of business at any meeting of the members. The members present at a duly called or duly held meeting of members at which a quorum is present initially may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any

action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 14. Adjournment. Any member meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at such meeting. No meeting may be adjourned for more than forty-five (45) days. When a member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the League may transact any business that might have been transacted at the original meeting.

Section 15. Penalties for Non-Participation By League Teams. All League meetings shall be attended by at least one representative of each League team. In the event that a League team does not participate in a meeting, the team shall be assessed a fine per missed meeting, and must pay such fine within the time and on the conditions and in such amounts set by the Board for such fines from time to time. If such fine is not paid as required, the team shall forfeit its next League game.

Section 16. Voting by Members.

- (a) *Eligibility to Vote.* Persons entitled to vote at any meeting of members shall be regular members in good standing as of the record date determined in accordance with Article VI, Section 20 of these bylaws . Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. A regular member elected to honorary membership, desiring to retain the right to vote must continue to pay the dues payable by regular members.
- (b) *Manner of Passing Votes.* Voting may be by voice or ballot, provided that any election of directors must be by written ballot.
- (c) *Majority Approval Required.* If a quorum is present, the affirmative vote of a majority of the members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the Restated Articles of Incorporation, these bylaws, or the Law.
- (d) *Election of Directors.* In any election of directors, the candidates receiving the highest number of votes are elected. Each member shall have the right to vote for as many nominees as there are vacancies on the Board to be filled by the members.

Section 17. Waiver of Notice or Consent by Absent Members. The transactions of any meeting of members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each member entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Article VI, Section 12 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the League records or made a part of the minutes of the meeting.

Section 18. Action by Unanimous Written Consent. Any member action may be taken without a meeting and without prior notice, if all members consent in writing to the action. The written consents shall be filed with the minutes of the member proceedings. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 19. Action by Written Ballot Without A Meeting. Any action, including the election of directors, which may be taken at any regular or special meeting of the members may be taken without a meeting and without prior notice by complying with the provisions of this Section 19 concerning written ballots. The League shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by the first paragraph of Article VI, Section 12 of these bylaws. All solicitations of votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirement; (b) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall (a) set forth the proposed action; (b) provide the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time within which to return the ballot to the Corporation.

In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

Approval by written ballot shall be valid only when the number of votes cast by ballot, including those ballots marked in a manner indicating that authority to vote is withheld, within the time specified 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 for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a

meeting.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the League and maintained in the corporate records.

Section 20. Record Date. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the "record date" for membership shall be fifteen (15) days before the date of any such meeting. Only members at the close of business on the record date are entitled to notice, to vote, or take any other action, as the case may be. For the purposes of Sections 12 and 16 above, a person holding membership as of the close of business on the record date shall be deemed a member of record.

Section 21. Proxy Voting. There shall be no proxy voting.

ARTICLE VII: EXECUTIVE BOARD

Section 1. General Corporate Powers. Subject to the provisions and limitations of the Law and any other applicable laws, and subject to any limitations imposed by the Restated Articles of Incorporation or Restated Bylaws regarding actions that require approval of the members, the League's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board (also known as the "Board of Directors" or the "Board").

The Board shall prepare and maintain at the corporate offices a corporate policy book containing an indexed set of those League policies relevant to the League's governance, including but not limited to a players code of conduct.

Section 2. Specific Powers. Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the directors shall have the power to:

- (a) Appoint and remove all of the League's officers, agents, and employees; prescribe powers and duties for them that are consistent with applicable law, with the Restated Articles of Incorporation, and with these bylaws; and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another; cause the League to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.
- (c) Borrow money and incur indebtedness on behalf of the League and cause to be executed and delivered for the League's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages,

pledges, hypothecations, and other evidences of debt and securities. Any such borrowing of money and/or incurring indebtedness must be approved by two thirds (2/3) of the directors then in office.

- (d) Fix and adjust the exact number of directors from time to time, within the limits described in Section 3 below.
- (e) Add, subtract and rename divisions, positions, position titles, and position duties and responsibilities to be filled by directors. Notwithstanding the above, this subparagraph does not apply to the corporate officer positions of Commissioner, Vice-Commissioner, Secretary, and Treasurer.

Section 3. Authorized Number and Qualifications. The authorized number of directors shall be not less than eleven (11) nor more than eighteen (18), unless changed by amendment or revision of these bylaws, or by repeal of these bylaws and adoption of new bylaws. The Executive Board shall fix and adjust the exact number of directors the exact number of directors from time to time, within these limits. Until changed by the Board, the authorized number of directors shall be fixed at twelve (12).

Each director must be a member of the League in good standing as defined in Article VI. In the event a member of the Board is no longer listed on the official roster of any softball team recognized by the League, the member's term of office shall continue until the end of the term for which the member was elected.

Section 4. Restriction of Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Executive Board may be interested persons. An interested person is:

- (a) Any person compensated by the League for services rendered to it within the previous 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,
- (b) Any brother, sister, aunt, uncle, cousin, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of 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 League.

Section 5. Positions, Election, Designation, and Term of Office.

- (a) The League consists of the following five (5) divisions: Barbary Coast, Cable Car, Golden Gate, Women's A/B, and Women's C/D. Each division is entitled to one seat on the Executive Board. One seat on the Executive

Board is also reserved for the League Representative to ASANA. The rest of the directors shall be elected from the general membership. The directors shall hold the following positions:

1. Commissioner
2. Vice-Commissioner
3. Secretary
4. Treasurer
5. Director (representative from the Barbary Coast Division)
6. Director (representative from the Cable Car Division)
7. Director (representative from the Golden Gate Division)
8. Director (representative from the Women's A/B Division)
9. Director (representative from the Women's C/D Division)
10. Director (League Representative to ASANA)
11. Director (from the general membership)
12. Director (from the general membership)

(b) Directors shall be elected at the League membership meeting holding the annual awards ceremony ("awards ceremony meeting") at the end of the regular season. The newly elected board members will take office on October 1 of said year. Each director shall hold office for a term of two (2) years and until his or her successor has been elected or appointed. Directors may be re-elected to membership on the Executive Board without limitation.

(c) From the list of nominees presented to the membership by the Executive Board, the membership shall elect, alternately, six (6) directors one year and six (6) directors the next year. The ballot in odd years shall list candidates for each of the following six (6) Executive Board positions:

1. Commissioner
2. Secretary
3. Barbary Coast Division
4. League Representative to ASANA
5. Women's C/D Division
6. General

In even years, the ballot shall list candidates for the following five (5) Executive Board positions:

1. Vice-Commissioner
2. Treasurer
3. Cable Car Division
4. Golden Gate Division
5. Women's A/B Division
6. General

- (d) Each person who is a member of record and in good standing in accordance with Article VI, and who is present at the award ceremony meeting shall receive a ballot and shall be entitled to vote for the Executive Board.
- (e) Board members in office at the time these Restated Bylaws are adopted will remain in office until the end of the term for which they were elected.

Section 6. Staggered Terms. Directors' terms of office shall be established in such a manner that the term of six (6) directors shall expire in one year and the term of the other six (6) directors shall expire the following year.

Section 7. Nomination of Candidates for Executive Board. Nominations of candidates for the Executive Board shall be made during the months of May and June. To nominate individuals for an Executive Board position, a member shall submit the name of the individual(s) being nominated in writing to the Board during May and June. Nominations from the floor may be made at the May and June meetings. Written nominations may be submitted to the Board during May and June, or a date to be determined by the Board. All candidates for the Board must consent to their nomination, either orally at the May and/or June meeting, or in writing to the Board by a date established by the Executive Board and made known to the general membership.

The Secretary shall confirm that the candidates have consented to run for the Executive Board and shall prepare ballots listing all candidates for the various positions to be elected that year. The ballot shall show the position and the names of all candidates for said position. Statements of intent and/or qualification of the candidates shall be made available to the members at the beginning of the award ceremony meeting or prior to said meeting upon request.

If after the close of nominations the number of people nominated is not more than the number of directors to be elected, the League may without further action declare that those nominated and qualified to be elected have in fact been elected.

Section 8. Election of Executive Board. The Board shall select from three (3) to six (6) members of an impartial, neutral organization or third party to act as an election committee for the sole purpose of supervising the election. The election shall be held on the day of the award ceremony at a time and place to be determined by the Board. The election committee shall supervise the election process and shall tally the votes after the close of the polls. The names of the newly elected Board members shall be announced by the Secretary at the award ceremony.

Section 9. Vacancies.

- (a) *Events Causing Vacancy.* A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events: (1) death, resignation or

removal of any director; (2) the declaration by resolution of the Executive 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 of judgment of any court to have breached a duty the Law; (3) an increase in the authorized number of directors; or (4) the failure of the members, at any meeting at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

- (b) *Resignations and Removal.* Except as provided below, any director may resign by giving written notice to the Commissioner or the 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. If a director's resignation is effective at a later time, the Board shall elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General of California, no director may resign if the League would be left without a duly elected director or directors. Any director may be removed with or without cause by the affirmative vote of the members.
- (c) *Nonattendance at Meetings.* Any Board member who is absent from three consecutive regular Board meetings without good cause shall be automatically removed from the Board.
- (d) *Filling Vacancies.* In the event of a vacancy, the Commissioner, with the counsel of the Board, shall appoint a person to fill the vacancy until the next League meeting, but in no event for more than four (4) months. At the next League meeting, a special election will be held. Each director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until the election of his or her successor.

Section 10. Regular Meetings. The Executive Board shall regularly meet immediately after each regular meeting of members for purposes of organization, election of officers, and transaction of other business. Other regular meetings of the Board shall be held at such times as are fixed by the Board. Meetings of the Executive Board shall be held at the principal office of the League unless otherwise designated by resolution of the Board. A meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Section 11. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the League's Commissioner or any three (3) directors. 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. 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 League records or made a part of the minutes of the meeting.

Section 12. Notice of Meetings. Regular meetings of the Board may be held without notice if the date, time, and place of the meetings are fixed by the Board. Notice of the date, time, and place of special meetings shall be delivered to each director personally or by telephone (including a voice message system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means; or sent by first-class or priority or express mail, telegram, or by other means of written communication, charges prepaid, addressed to each director at that director's address as it is shown on the records of the League. In case the notice is mailed, it shall be deposited in the United States mail at least seven (7) days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone or telegram or other means of electronic communication or facsimile, it shall be delivered personally or by telephone or to the telegraph company, or transmitted electronically or by facsimile, at least seventy-two (72) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of any regular or special meeting of the Board.

Notice of any meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 13. 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 the act of the Board, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointments to committees of the Board; and
- (d) indemnification of directors.

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

Section 14. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (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.

Section 15. Method of Meetings. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently;
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the League; and
- (c) The League adopts and implements some means of verifying both of the following:
 - (i) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting; and,
 - (ii) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 16. 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 writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the League 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.

Section 17. Compensation and Reimbursement.

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

Section 18. Conflict of Interest.

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

Section 19. Liaison Between Board, Divisions, and/or National League.

The representatives of the various Divisions represented on the Board shall act as liaisons between the Board and said Divisions. The League representative to NAGAAA shall act as liaison between the Board and NAGAAA. All such duly elected representatives shall also perform such other duties as deemed necessary by the Board to implement the Restated Articles of Incorporation and Restated Bylaws.

ARTICLE VIII: OFFICERS

Section 1. Officers of the League. The officers of the League shall be a Commissioner (also known as “President”), a Vice-Commissioner (also known as “Vice President”), a Secretary, and a Treasurer (also known as “Chief Financial Officer” or “CFO”). The League may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 2 of this Article.

Section 2. Other Officers. The Executive Board may appoint, or authorize the Commissioner or other officer, to appoint any other officers that the League may require. Each officer so appointed shall have the title, hold office for the period, have authority, and perform the duties specified in these bylaws or determined by the Board.

Section 3. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice to the League. 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 League under any contract to which the officer is a party.

Section 5. Vacancies in Office. A vacancy in office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these bylaws, by the Executive Board not later than the next regularly scheduled meeting of the Board.

Section 6. Limitation on Number of Offices Held. While the preference is that no director hold more than one officer position at any one time, the same person may hold any number of offices; except that neither the Secretary nor the Treasurer may serve concurrently as the Commissioner.

Section 7. Commissioner. The Commissioner shall be the official spokesperson for the League and shall be responsible, with the advice and counsel of the Board, for the providing supervision, direction, and control of the League's activities, affairs, and officers. The Commissioner shall preside at all Board meetings. The Commissioner shall only be entitled to take part in any vote when the votes of the members are equally divided. The Commissioner shall have such other powers and duties as the Board or these bylaws may prescribe. Except as otherwise expressly provided by Law, by the Articles of Incorporation, or by these bylaws, the Commissioner shall, in the name of the League, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

In the event the Commissioner is a manager or coach of one of the League teams, any dispute or protest arising out of any League sanctioned softball game involving the Commissioner's team shall be resolved by the Vice Commissioner. The decision of the Vice Commissioner shall be binding.

Section 8. Vice Commissioner. If the Commissioner is absent or disabled or refuses to act, the Vice Commissioner shall perform all duties of the Commissioner. When so acting, the Vice Commissioner shall have all powers of and be subject to all restrictions on the Commissioner. The Vice Commissioner shall have such other powers and perform such other duties as the Board or these bylaws may prescribe.

Section 9. Secretary. The Secretary shall be custodian of all records and documents of the Corporation, which are to be kept at the League's principal office or such other place as the Board may direct; shall act as secretary of all the meetings of the Board and the members, and shall keep the minutes of all such meetings, proceedings, and actions of the Board, and of committees of the Board in books proposed for that purpose. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, and Restated Articles of Incorporation and Restated Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of

the committees of the Board required by these bylaws to be given. The Secretary shall keep the corporate seal in safe custody, see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws, and shall have such other powers and perform such other duties as the Board or these bylaws may prescribe.

Section 10. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the League's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.. The Treasurer shall send or cause to be given to the 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. The books of account shall also be open to inspection by any member of record of the association upon reasonable notice to the Treasurer.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the League with such depositories as the Board may designate. The Treasurer shall disburse or cause to be disbursed the League's funds as the Board may order, shall render to the Commissioner and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the League, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

If required by the Board, the Treasurer shall give the League a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the League of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office. The cost of such bond shall be borne by the League.

ARTICLE IX: COMMITTEES

Section 1. Committees of the Board. The Executive Board shall have the power to create executive and advisory committees to assist them. No committee shall bind the Corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board.

Section 2. Executive Committees. The Executive Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more executive committees, each consisting of two or more directors (who may also be serving as officers of the League), 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 as alternate members of any such executive committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fix compensation of the directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committee of the Board or appoint the members of the committees of the Board;
- (f) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected;
- (g) Approve any contract or transaction to which the League 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 Law; or
- (h) Approve any action that, under the Law or the Articles of Incorporation or these bylaws, requires the approval of the members or of a majority of all of the members.

Section 3. Advisory Committees. The Executive Board may also establish from time to time advisory committees, which may be standing committees or special committees created for a specific one-time purpose. Such committees may be appointed by the Executive Board, and may contain representatives who are not directors. Such committees shall be advisory only, may not act on behalf of the Executive Board and shall be subject to the ultimate authority of the Executive Board.

Section 4. Meetings and Actions of Committees. Meetings and actions of committees of the Executive Board shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws, or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE X: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments. The Executive Board 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 League. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. 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 shall authorize to do so. No loans or advances shall be contracted on behalf of the League and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the League may enter into any contract or execute and deliver any instrument in the name of and on behalf of the League.

Section 3. Deposits. All funds of the League shall be deposited from time to time to the credit of the League in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the League any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE XI: FINANCES

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

- (a) The League's fiscal year shall commence on January 1 and shall end on December 31 of that year.
- (b) Each team recognized by the League shall be assessed a Sponsor Fee in an amount to be determined by the Board. Said Sponsor Fee shall be paid prior to the team's first game of the season. In the event the Sponsor Fee has not been paid prior to the first game, the team will be barred from playing in the League until the fee has been paid.
- (c) Each person who is listed on the official roster of a team recognized by the League shall be assessed a Player Fee in an amount determined by the Board. The Player Fee for each player shall be paid prior to the team's first game of the season. In the event the Player Fee has not been paid

prior to first game, the player will be barred from playing until the fee has been paid.

- (d) Each person who is an associate listed on the official roster of a team recognized by the League shall be assessed an Associate Fee in an amount determined by the Board. In the event that a current Board member is no longer listed on the official roster of a team recognized by the League, such member shall be assessed a special League Association Fee for the remaining period of such member's current term. This fee shall be the same the Associate Fee.
- (e) The League shall sponsor events for the purpose of generating operating funds.
- (f) The League shall accept contributions.
- (g) The League shall maintain such account(s) in one or more accredited financial institutions as is/are necessary to implement the Restated Articles of Incorporation and Restated Bylaws. The Board shall determine the particular financial institution(s) to be utilized and shall deposit operating funds in such account(s).
- (h) As soon as possible after the Annual Meeting, the Board shall develop a budget. Said budget shall be approved by a majority of League members voting at any properly convened meeting.
- (i) All funds disbursed by the League shall be in the form of a check prepared by the Treasurer and signed by both the Treasurer and the Commissioner.
- (j) The Commissioner shall have available a fund, to be used at the Commissioner's sole discretion, in an amount determined by the Board. Until changed by the Board the total amount shall be One Thousand Dollars (\$1,000.00) per fiscal year, and the Commissioner may use this fund in increments of Two Hundred And Fifty Dollars (\$250.00) or less.
- (k) Any team that qualifies for participation in the Gay World Series shall have the sole responsibility for financing the cost of travel to the World Series, and other related expenses with regard thereto.
- (l) The League shall consider providing financial assistance to teams participating in the Gay World Series, or for any other cause, after evaluating the League's financial position at the time of the contingency, and may donate to any organization up to a maximum amount determined by the Board. Until changed by the Board, the maximum amount shall be Two Hundred and Fifty Dollars (\$250.00) on behalf of the League. Any donation in an amount exceeding the maximum must be approved by a

majority of League members voting at any properly convened League meeting.

- (m) The Commissioner may make donations in excess of the maximum amount without League approval, but in no event more than twice the maximum amount, at the Commissioner's sole discretion during the course of Amateur Night and Switchhitters Ball fund raising event (or similar replacement event).

ARTICLE XII: DISSOLUTION

Section 1. Procedure. A request for the dissolution of the League may be made by the Executive Board or, by written request to the Commissioner or the Secretary of the League, by one hundred (100) or more members of the League. Dissolution of the League may be effected either by "approval of a majority of all members," or by approval of the Executive Board and "approval of the members." "Approval of the majority of all members" means approval by an affirmative vote, or by written ballot in conformity with these bylaws, of two thirds (2/3) of all of the votes entitled to be cast. "Approval of the members" means approved or ratified by the affirmative vote of two thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or by written ballot in conformity with the provisions of these bylaws.

Section 2. Distribution of Assets. Upon dissolution or winding up of the League, all debts and liabilities of the League shall be paid. Any assets remaining after payment, or provision for payment, has been made, shall be distributed by the Executive Board in accordance with these bylaws, and the Restated Articles of Incorporation of the League.

ARTICLE XIII: INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this League shall indemnify its "agents", as described in section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the League, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these bylaws, shall have the same meaning as in said section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article VIII.

Section 2. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by

a person seeking indemnification under this Article in defending any proceeding shall be advanced by the League before final disposition of the proceeding, on receipt by the League of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the League for those expenses.

Section 3. Insurance. The League shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Corporation, including its officers, directors, and employees, against any liability asserted against or incurred by such agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XIV: RECORDS, REPORTS, AND SEAL

Section 1. Maintenance and Inspection of Articles and Bylaws. The League shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws, and the Restated Articles of Incorporation and Restated Bylaws as amended to date, which shall be open to inspection by the members and directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The League shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The League shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its members, Board, and committees of the Board; and a record of each member's name and address. All such records shall be kept at such place or places designated by the Board, or, in the absence of such principal office of the Corporation. The minutes and other 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. Upon leaving office, each officer or agent of the League shall turn over to his or her successor or the Commissioner, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the League as have been in the custody of such officer or agent during his or her term of office.

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 League. 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.

On written demand of the League, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably

related to the member's interest as a member.

Subject to the provisions of Sections 6330-6332 of the Law and unless the League provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the League, which demand must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the Secretary of the League, on written demand and tender of a reasonable charge, an alphabetized list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The League may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 4. Annual Report. The Executive Board shall cause an annual report to be furnished to the members within one hundred twenty (120) days after the end of the League's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the League as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;

- (c) The revenue or receipts of the League, both unrestricted and restricted to particular purposes;
- (d) The expenses or receipts of the League for both general and restricted purposes; and
- (e) Any other information required by law.

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

Section 5. Annual Statement. The Board shall cause an annual statement to be sent to all directors and members of the League, within 120 days after the end of the League's fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000), or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000); IF any of the League's officers or directors had a direct or indirect material financial interest; or
- (b) Any indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the League, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Section 6. Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE XV: CONSTRUCTION AND DEFINITIONS

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

these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE XVI: AMENDMENTS

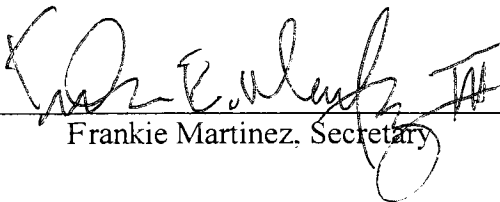
Section 1. Membership Rights to Amend or Repeal. These Restated Bylaws may be amended or repealed, or new Bylaws may be adopted, by the membership, by a vote of two-thirds of a quorum, at any duly held meeting of the membership.

Proposals to amend these bylaws shall be presented for consideration in writing in a manner consistent with the language and format used herein. Any proposals to amend these bylaws shall make explicit and detailed reference to any existing provision, which would be affected by adoption of the amendment, and shall be introduced and seconded at the League meeting held in the calendar month immediately preceding the meeting at which the it is to be decided whether to adopt the amendment.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the San Francisco Gay Softball League, Inc., a California nonprofit public benefit corporation, and that the foregoing Restated Bylaws, comprising twenty-six (26) pages, including this page, constitute the bylaws of this League, as duly adopted by the members of the League at the meeting on June 16, 2012, and that they have not been amended or modified since that date.

Executed on February, 28, 2013, at San Francisco, California.



Frankie Martinez, Secretary