

**BYLAWS
OF
FOLSOM SOFTBALL CLUB
(Hereafter referred to as FSC and/or "the corporation")
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ARTICLE 1: OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Sacramento County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

ARTICLE 2: PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be to educate area youth on the fundamentals of girls fast pitch softball while promoting character building skills. To achieve this purpose FSC shall strive to create a positive atmosphere of sound fundamentals in girls softball, encourage and demonstrate sportsmanship and good character, respect for others, and the fun of healthy competition. Emphasis shall be on participation, sportsmanship, enjoyment of the game, working together as a team, and the physical and mental development of each participant.

SECTION 2. AFFILIATIONS

FSC is affiliated with the Greater Sacramento Softball Association (GSSA) which is a local branch of and complies with the authority of the Amateur Softball Association (ASA). Unless the FSC Board of Directors modifies specific rules, play within FSC shall be governed by ASA Rules.

ARTICLE 3: DIRECTORS

SECTION 1. NUMBER

The Board of Directors shall be comprised of not less than five (5) and not more than ten (10) persons elected by the parents or legal guardians of active participants. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. ELECTION

- A. Nominations for the Board of Directors can be made by any Director, coach, instructor or parent of any participant. Nominations must be submitted to the Secretary fourteen (14) days prior to the election. Election of Directors shall be by a majority vote of all voting members casting ballots at a designated voting location. Alternatively, an election may take place via online voting if such facilities are available. If no nominations are filed the President may appoint positions as needed.
- B. General election shall be held in May or June of each year to elect Board Directors whose term has ended according to the organization's established bylaws.
- C. Each parent or legal guardian of active players will be afforded voting rights at the annual general election when a board position is vacant. Each parent or legal guardian will be afforded one (1) vote.
- D. Notification of call for nominees shall be made no less than thirty (30) days prior to the nomination deadline. Notification of general election shall be made no less than thirty (30) days prior to the general election. Notifications shall be made public via newsletters, websites, and/or emails.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perpetuate the organization
- (b) Control the organization
- (c) Set organizational policies
- (d) Take care of all matters dealing with the organization
- (e) Set, direct, and control all monetary policies
- (f) Have the authority necessary to carry out all duties, whether or not specifically enumerated within the bylaws, for the organization to function
- (g) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- (h) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all directors, coaches, assistant coaches, instructors, and parent volunteers of the corporation

(i) Supervise all coaches, assistant coaches, committee members, and/or parent volunteers of the corporation to assure that their duties are performed properly.

(j) Meet at such times and places as required by these bylaws

(k) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

(l) The executive committee (Officers) so named, the Board of Directors, shall consist of the President, Vice President, Secretary, and Treasurer.

(m) Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

(n) Duties and Responsibilities of the Board Members are as follows:

1. President

- a. Chair all board meetings. The president shall set the agenda for all business to be discussed. The president will maintain orderly procedure through the use of parliamentary rules as outlined in Roberts Rules of Order.
- b. Conduct the affairs of the corporation and execute the policies established by the Board of Directors.
- c. Represent the corporation at ASA, city, and other meetings as necessary.
- d. Be responsible for the conduct of the corporation in strict conformity to the policies, principle rules and regulation of the ASA and within the guidelines.
- e. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- f. Investigate complaints, irregularities, and conditions detrimental to the corporation and report to the Board of Directors as circumstances warrant.
- g. Monitor and communicate any affiliate or parent organization changes to the Board of Directors to ensure changes are documented and implemented within the organization.
- h. Participate in organizational fundraising events as needed.
- i. Have other duties as assigned by the Board of Directors.
- j. In general, perform all duties incident to the office of President and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

2. Vice President

- a. Acts in the absence of the President and performs other duties that may be assigned by the President.
- b. Participate in organizational fundraising events as needed.
- c. Have other duties as assigned by the Board of Directors.
- d. In general, perform all duties incident to the office of Vice President and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

3. Secretary

- a. Be responsible for recording the activities of the corporation and maintain appropriate files, mailing lists, and necessary records.
- b. Keep minutes of the Board of Directors meetings and retain and file them for easy access.
- c. Conduct all correspondence not otherwise specifically delegated in connection with meetings and carrying out all orders, votes and resolutions.
- d. Collect nominations for open positions on the Board of Directors and prepare final list of nominations at least fourteen (14) days in advance of appointed election date. Make copies of the list of nominations and positions available to any interested member.
- e. Give notice of all meetings of the corporation and the Board of Directors.
- f. Monitor and forward incoming mail, email, and voicemail communications from the public to the appropriate board member for response.
- g. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.
- h. File annual Articles of Incorporation documents to the California Secretary of State for approval.
- i. Maintain current and update rules, bylaws, and code of conduct.
- j. Submit bylaws changes to the Board for approval
- k. File corporate bylaw information with governmental agencies as required.
- l. Participate in organizational fundraising events as needed.
- m. Have other duties as assigned by the Board of Directors.
- n. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

4. Treasurer

- a. Receive all moneys and securities, and deposit them in a depository approved by the Board of Directors.
- b. Maintain bank account with authorized signatures.
- c. In the name of the corporation, execute checks or other instruments of payment in the amount of \$1000 or less. Checks in excess of \$1000 must also be signed by the President or Vice President.
- d. Keep records for the receipt and disbursement of all moneys and securities of the corporation. Approve all payments from allotted funds and draw checks in agreement with the budget and policies approved by the Board of Directors.
- e. Prepare an annual budget and financial statement under the direction of the President for submission to the Board of Directors at the August meeting.
- f. Provide a written report to the Board of Directors monthly, including status of income and expenditures against budget.
- g. Have corporation books, accounts and records in condition for audit at all times and ready to turn over to his/her successor in the office of the Treasurer.

- h. Insure all accounts are properly designated and that there shall be no mixing of personal funds or assets with that of the corporation.
- i. Prepare and file all necessary financial reports.
- j. Ensure annual tax returns are filed with both the state of California and the IRS.
- k. Participate in organizational fundraising events as needed.
- l. Have other duties as assigned by the Board of Directors.
- m. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5. Teams Director

- a. Liaison between players or their parents/legal guardians and the Board of Directors
- b. Liaison between Managers and the Board of Directors
- c. Act as the point of contact for creation of new teams by those not currently participating in the FSC.
- d. Participate in organizational fundraising events as needed.
- e. Have other duties as assigned by the Board of Directors.
- f. In general, perform all duties incident to the office of Teams Director and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6. Uniforms Director

- a. Make recommendations to the Board for the purchase of new uniforms.
- b. Coordinate the purchase of approved uniforms.
- c. Participate in organizational fundraising events as needed.
- d. Have other duties as assigned by the Board of Directors.
- e. In general, perform all duties incident to the office of Uniforms Director and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

7. Equipment Director

- a. Keep an account of the corporation's equipment.
- b. Conduct annual inventory of the corporation's equipment and present inventory report to the Board of Directors.
- c. Make recommendations to the Board for the purchase of new equipment.
- d. Coordinate the purchase of approved equipment.
- e. Participate in organizational fundraising events as needed.
- f. Have other duties as assigned by the Board of Directors.
- g. In general, perform all duties incident to the office of Equipment Director and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 5. TERMS OF OFFICE

- a) Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these bylaws, and until his or her successor is elected and qualifies.
- b) The term of office of all Directors shall be for two years, with half of the members elected in even years and half in odd years. Directors are appointed on an annual basis. The President, Secretary, Teams Director, and Equipment Director shall be elected in odd years. The Vice President, Treasurer, and Uniforms Director shall be elected in even years.
- c) There shall be no limit on the number of consecutive terms that may be served by a Director. Each new term will begin on August 1st following the annual general election.
- d) The Board of Directors is expected to serve full terms and to attend all meetings and organization functions.
- e) The newly elected Board of Directors will meet with the active Board of Directors during the Board's regular August and September meetings in order to promote continuity.
- f) In the case of death, removal, or withdrawal of any Board of Director, the President, with the approval of at least one third (1/3) of the Board of Directors, is empowered to appoint his or her successor until the next general election meeting.
- g) Except as set forth herein, no board member of this corporation shall be authorized to incur any obligation or to make any disbursement on behalf of the corporation unless authorized by the Board of Directors.

SECTION 6. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 8 of these bylaws.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular Board meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. The Board shall meet at least once per month.

- a) Meeting time and place is to be specified in the minutes of the previously scheduled meeting. Time and location of such meeting may be changed up to 24 hours in advance of meeting with notification sent to all Board members.
- b) All meetings of the Board of Directors shall be open to the general membership. Voting on the Corporation matters shall be by the Board of Directors only. However, any member may address the Board of Directors, make requests, and provide information or attempt to influence the Board's action at appropriate times during Board meetings.
- c) Meetings dealing with personnel issues, issues effecting personal reputation, or topics that would not protect the privacy of a member will be closed to the general membership.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Any action required or permitted to be taken by the Board may be taken without a meeting, only if a majority of the members of the Board of Directors individually or collectively consent as filed with the minutes of the proceedings of the Board. Action by consent shall have the same force and effect as a majority vote of the Board of Directors. Action without meeting shall be properly reported and documented to the Board at the next regularly scheduled meeting.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice, but generally will be communicated to members via the corporation's website. Special meetings of the board shall be held upon two (2) days' notice by telephone or written notification. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation or via email notification.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present.

SECTION 12. QUORUM FOR MEETINGS

- a) The Board of Directors cannot conduct business without a quorum, which is defined as a majority of its duly elected members or one more than 50% of the number of directors. A majority vote of those present at a duly constituted meeting is required to adopt any measure unless specified herein.
- b) All Board of Directors are eligible to vote on any issue brought before the board unless the issue directly affects an individual's role within the organization. Members of the Board of Directors may abstain from any vote.
- c) Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.
- d) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.
- e) The Board of Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the

required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the board of directors shall be conducted by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by "Robert's Rules of Order" as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. 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 the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 16. VACANCIES

- a) Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.
- b) Directors may be removed without cause by a majority vote of all voting members. A special election will be held for the purpose of removal of Director(s). Each parent or legal guardian of active players will be afforded voting rights at the special election. Each parent or legal guardian will be afforded one (1) vote casting ballots at a designated voting location. Alternatively, an election may take place via online voting if such facilities are available.
- c) Any director may resign effective upon giving written notice to the President, Secretary, or other board member if the President and Secretary are not available, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.
- d) In the case of death, immediate removal or immediate withdrawal of a Board of Director, the President, with the approval of a least one third (1/3) of the Board of Directors, is empowered to appoint his or her successor until the next general election meeting.

- e) A person elected to fill a vacancy as provided by this section should hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from that office.

SECTION 17. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 4: COMMITTEES

SECTION 1. COMMITTEE MEMBERSHIP AND ROLE

The corporation shall have committees, as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees. Such committees will be members of the organization

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions 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 fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 5: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no member shall have any power or authority to bind the corporation 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

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer for amounts less than \$1000 and countersigned by the president of the corporation for amounts paid greater than \$1000.

SECTION 3. FINANCIAL ACCOUNTING

- a) The Board of Directors shall decide all financial matters of the corporation and shall deposit all income to the credit of the corporation in such banks as the board of directors may select, direct expenditures responsibly, in

the best interest of members, of same in such manner will not provide an individual or team an advantage over another.

- b) The Board shall not permit the solicitation of funds in the name of the corporation unless all of the funds raised are placed in the corporation's treasury.
- c) The Board shall not permit the disbursement of the corporation's funds for other than the conduct of the corporation's activities, in accordance with the rules and policies set forth herein.
- d) No participant, Director, Coach, Instructor, or Volunteer Parent of the corporation shall receive directly, or indirectly any salary compensation from the corporation for services rendered as Director, Coach, Instructor, or Volunteer Parent.
- e) All money received shall be deposited to the credit of the corporation in a local bank and all disbursement shall be made by check signed by an authorized Board member.
- f) The board shall approve all expenditures in excess of \$100 for non-budgeted items.
- g) In the month of August of each year, the Treasurer will submit a budget to the Board for the upcoming season's expenditures. Any additional expenditure during the year will be at the approval of the Board of Directors.
- h) The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequest, or devise for the charitable or public purposes of this corporation.
- i) Upon dissolution of the corporation, and after all outstanding debts and claims have been satisfied, the Board of Directors shall distribute the assets of the corporation to organizations that are then qualified as tax-exempt organizations under Section 501 C3 of the Internal Revenue Code with a purpose similar to the purpose of this corporation.

ARTICLE 6: FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the 1st day of August and end on the 31st day of July in each year.

ARTICLE 7: PLAYING RULES

SECTION 1. RULES AND REGULATIONS

Consistent with these bylaws, the corporation will follow rules and regulations set forth and provided by the affiliate ASA organization.

SECTION 2. DISCIPLINARY ACTION

Any active member who fails to conform to the corporation rules for playing is subject to disciplinary action as determined by the Board of Directors up to and including removal from the organization.

ARTICLE 8 : CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or

director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION APPROVAL POLICIES

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- (b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - 4. has no material financial interest affected by the compensation arrangement; and
 - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 - 2. the availability of similar services in the geographic area of this organization
 - 3. current compensation surveys compiled by independent firms
 - 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 - 1. The terms of the compensation arrangement and the date it was approved.
 - 2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member.
 - 3. The comparability data obtained and relied upon and how the data was obtained.
 - 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
- (c) Bylaws

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 9: ACCESS TO RECORDS

SECTION 1. ACCESS TO RECORDS

All active members have the right to inspect and copy the bylaws, standing rules, approved minutes, financial records, at reasonable times, for purposes reasonably related to the person's interest as a member.

ARTICLE 10: AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this corporation.

ARTICLE 11: AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the board of directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the board of directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12: EXEMPT ACTIVITIES

SECTION 1. EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, member, or representative of this organization shall take any action or carry on any activity by or on behalf of this corporation not permitted to be taken or carried on by an organization exempt under Section 501c(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 1709c(2) of such code and the regulations as they now exist or as they may hereafter be amended.

ARTICLE 13: MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of Folsom Softball Club, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of sixteen (16) pages, as the bylaws of this corporation.

Dated: July 16, 2009

[Board Signatures]

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such by laws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: July 16, 2009

Karen Hawkins, Secretary