

BYLAWS OF
CJC Girls Softball, INC.

These Bylaws (the “Bylaws”) govern the affairs CJC Girls Softball, INC., (the “Corporation”), a nonprofit corporation organized under the Texas Nonprofit Corporations Chapter of the Texas Business Organizations Code (the “Act”).

ARTICLE I. OFFICES

1.1. Principal Office. The Corporation shall maintain a principal office in the State of Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.2. Registered Office and Registered Agent. The name and address of the registered agent of the Corporation is Cheri A. Freeman, CPA whose location and municipal address is 10930 East Clubb Road, Beaumont, Texas 77705, which is also the registered office address. The Corporation shall always comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II. NONPROFIT PURPOSES

2.1. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specific Objectives and Purposes. The Corporation is organized and shall be operated exclusively for the charitable and educational purposes noted under and within the meaning of Section 501(c)(3) of the Internal Revenue Code in order to operate an amateur youth sporting organization for the community it serves. Notwithstanding the foregoing, the Corporation’s purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- a. To operate, and maintain a youth sports association exclusively for the recreation of its members in Chambers and Jefferson County, Texas.
- b. To implant in youth the ideal of good sportsmanship, honesty, loyalty, courage and reverence through the instruction in amateur sports. The objective shall be reached by providing supervised competition, bearing in mind that attainment of exceptional skills and/or winning of the games shall be secondary. The molding of good, clean, healthy future citizens is of prime importance.
- c. To own, operate and maintain any grounds or property and necessary accessories and amenities thereto.
- d. To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Texas and elsewhere.
- e. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- f. To promote, encourage, and foster any other similar charitable and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.
- g. To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

2.2. Dissolution. Dissolution means the complete disbanding of the Corporation so that it no longer functions as a corporate entity. Upon the dissolution of the Corporation, its property shall be applied and distributed as follows:

- a. All liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefore;
- b. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

c. Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors; and

d. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the municipality in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Corporation's stated purposes and tenets of faith and basic form of government.

ARTICLE III. MEMBERS

3.1. Members. The Corporation shall have two classes of members – voting and nonvoting. The designations of such classes and the qualifications and right of the members of such classes shall be as follows:

a. The Board of Directors, who shall be made up of those officers identified and enumerated in Article Five herein below. This Board of Directors shall be voting members.

b. Head coaches shall always be entitled to vote at any and all coaches meetings. If a head coach is unable to attend a coaches meeting, they may appoint an assistant coach from the team the head coach represents to represent and vote at a coaches meeting. Head coaches are likewise entitled to vote in the Annual General Elections meeting.

c. Assistant coaches, and parents and guardians of softball team members shall be nonvoting members; however, these persons shall be entitled to vote in the Annual General Elections meeting.

3.2. Non-Voting Members. Non-voting membership in this corporation shall be open to all persons who sincerely desire to further its purposes as expressed in the Certificate of Formation and these Bylaws.

3.3. Voting Rights. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members.

3.4. Termination of Membership. The Board of Directors by affirmative vote of two-thirds may suspend or expel a member for cause after an appropriate hearing and may, by majority vote of those present at any regular meeting, terminate the membership of any member who becomes ineligible for membership as outlined by these Bylaws.

3.5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of any obligation to pay registration fees, fund-raising money or other debts owed the corporation unless otherwise ruled by the Board of Directors in accordance with these Bylaws.

3.6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board of Directors reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

3.7. Transfer of Membership. Membership in this corporation is not transferrable or assignable.

ARTICLE IV. MEETINGS OF MEMBERS

4.1. Annual Meeting of Members. An annual general elections meeting of the members for the purpose of electing Directors/Officers of the corporation for the following year and the transaction of other business as may come before the meeting, shall be held each year on the date, following the conclusion of the league and tournament season and at the time and place selected by the President of the corporation. If the date fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next business day. If the election of the Board of Directors shall not be held on the day designated herein for any annual meeting, or adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible. The Board of Directors shall present at each annual meeting of members a full and clear statement of business and condition of business of the corporation including reasonable detailed balance sheet and income statement.

4.2. Special Meeting. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the voting members of the corporation.

4.3. Place of Meeting. All meetings of the members for the election of Directors and Officers shall be held in Chambers or Jefferson County, Texas. Meeting of members of any other purpose may be held at such time and place as shall be stated in the notice of meeting or in duly executed waiver of notice thereof.

4.4. Notice of Meetings. Written or printed notice stating the place, day and hour of any annual meeting of members shall be delivered either personally, by mail and/or email to each member entitled to vote at such meeting not more than thirty (30) nor less than three (3) days before the date of such meeting, by or at the direction of the President, Secretary, or other officers or persons calling the meeting. The purpose or purposes for which the annual meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the corporation with postage thereon prepaid. No written notice of special meetings shall be required.

4.5. Informal Action of Members. Any action required by law to be taken at a meeting of the members or action which may be taken at a meeting of the members shall be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereon.

4.6. Voter Roster. At least ten (10) days prior to each annual meeting of members, a list of the members entitled to vote at such meeting shall be prepared by the Secretary of the Corporation. Such list shall be kept on file and shall be subject to inspection by any member at any time during the usual business hours. Such list shall be produced at the time and place of the annual meeting during the entire time thereof and shall be subject to inspection by any member present. No member shall be entitled to vote unless their name appears on the roster.

4.7. Quorum. The members holding the majority of the votes which may be cast at any meeting constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE FIVE DIRECTORS

5.1. Management. The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation and all such lawful acts as directed by the Bylaws.

5.2. Number, Qualifications, and Tenure of Directors. The powers of the Corporation shall be exercised by or under the authority of, and the property, business, and affairs of the Corporation shall be managed under the direction of a Board. The total number of Directors shall not be less than Five (5) persons, preferably keeping an odd number, as stated in the Certificate of Formation. The number of Directors may be increased or decreased by the Board of Directors, by amending the Certificate of Formation, or by amending these Bylaws, either of which shall have the same force and effect. Directors shall be naturalized U.S. Citizens, but need not be residents of Texas. Each Director shall have a child playing in the Spring season of CJC. Each Director's term of office shall be for a period of one year.

5.3. Executive Board Members. There shall be five (5) Executive Board Positions who shall serve a staggered two year term. The Executive Members of the Board shall be 1. President; 2. Vice-President; 3. Treasurer; 4. Secretary and 5, Player Agent. The President, Treasurer and Player Agent position will be voted on by the members in odd numbered years. The Vice-President and Secretary will be voted on by members in even numbered years.

5.4. The voting members. The voting members of the Board of Directors shall consist of the following executive officers:

President, Vice-President, Secretary-Treasurer, Player Agent, 6U-8U Tournament Director, 10U Tournament Director, 12-14U Tournament Director, League Scheduler, Fundraiser Coordinator, Concessions Coordinator, Field-Safety Manager, Equipment Manager, and Uniforms/Awards Coordinator

5.5. Election of Directors and Officers. Directors shall serve in those above-noted Offices of the Corporation and shall be elected by the members at each annual meeting of the membership, except as hereinafter provided, and the members shall choose the Directors/Officers from such membership of the corporation. The President shall present names of the candidates; additional nominations may be made from the floor by voting members. All voting shall be by secret ballot. Each Director/Officer of the corporation shall hold office until his successor has been duly elected and qualified, or until his death, resignation or removal from office. Elections of the Board of Directors shall be governed by the following requirements:

- The election of the Board of Directors should be done during closing ceremonies at a time and place selected by the President.
- To be eligible to run for a board position, you must have a child playing for CJC Girls Softball who meets the requirements listed herein.
- Each registered player in the league at the end of that Spring season will be eligible for two votes made by parents or adults. If there is more than one child per family registered in the league, then that family will still have only two adult votes.
- Each voting adult must sign name next to child's name on a roster containing all registered players in the league at the concession stand.
- They will then be given a ballot to fill out at that time.
- After completing the ballot, they are to be dropped into a locked ballot box on the premises.
- No ballots will be cast once closing ceremonies are completed.
- Ballots will then be counted by the Board of Directors upon the conclusion of closing ceremonies.
- To be eligible to run for one of the five(5) Executive Board positions, you must have served on the Board of Directors. This is to ensure that anyone holding an Executive Board position has an understanding of the operation of CJC Girls Softball.
- Any person, who has abandoned their CJC position, whether as a coach, manager, or board member, cannot be allowed to hold another position with CJC unless approved by 100% of the Board of Directors.
- Any person, who has been put on probation or suspension due to actions deemed inappropriate by the CJC board, cannot be permitted to run for any position with CJC during their probation for the period they are seeking to hold office. If probation ends at current season, a person may run for a position for the following season, as long as no other actions have been taken against that person during their probation.
- Any person, who owes CJC any financial debt is prohibited from running for a CJC board position until/unless their financial obligations to CJC are met.

Note: No children will be allowed to cast a vote.

Note: Parents and/or guardians eligible to vote must be listed on the registration form in order to receive a ballot and vote.

5.6. Vacancies. A vacancy in any office because of death, resignation, retirement, disqualification, removal from office or otherwise, shall be filled as soon as possible by a majority vote of the Board of Directors then in office, though less than a quorum

may exist, in a special meeting of the Board of Directors called for that purpose. Each such successor Director shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of the voting members or at a special meeting of the voting members called for that purpose.

5.7. Board of Directors Meeting. The first meeting of each newly elected Board of Directors shall be held without further notice immediately after, and at the same place as the annual meeting of members, unless otherwise changed by unanimous consent of the Board of Directors then elected and serving. Regular meetings of the Board of Directors shall be held monthly without notice to members, at such time and place as assigned by the President or the Board of Directors. Regular or special meeting of the Board of Directors shall not be conducted by telephone, nor shall a vote or any question be taken by telephone. All board meetings shall be open except when the President needs to meet with the Board in executive session. All members must be present to vote at a meeting.

5.8. Regular Meeting. The Chairman of the Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's principal office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than written or actual notice to Board members, or calendar of meeting times transmitted to Board members reasonably in advance of any meeting.

5.9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board. The person calling special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. A Director or the Secretary shall notice all Board members, or cause all Board members to be noticed, of the time and place of any and all special meetings, including the subject matter thereof. The person actually giving notice or causing notice to be given, shall be an adult employee or Officer or Director of the Corporation. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Such persons authorized to call special meetings of the Board of Directors may fix any place, either within Chambers or Jefferson County, Texas as the place of holding any special meetings called by them.

5.10. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

5.11. Notice. Written or printed notice of any special meeting of the Board of Directors shall be given at least two (2) days but not more than sixty (60) days before the date of the meeting either personally, by mail, by telegram, by telephone, or by electronic telecommunication. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addresses with postage thereon prepaid. If notice given by telecommunication, such notice shall be deemed to be delivered when the telecommunication is sent electronically. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.12. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. If a meeting cannot be organized for lack of a quorum, those present may, except as otherwise provided in the Act or these Bylaws, adjourn the meeting to the time and place which they determine. Notice of the second meeting shall again be attempted pursuant to this Article. However, in the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in the Certificate of Formation or these Bylaws, shall nevertheless constitute a quorum for the purpose of electing Directors. In the case of a second such meeting called after the lack of a quorum for a purpose other than or in addition to the election of Directors, including amendment of the Certificate of Formation or Dissolution of the Corporation, any number of members present shall constitute a quorum, notwithstanding any other provision of law to the contrary.

5.13. Conduct of Meetings. The President of the Board shall preside over the meeting. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the President, or the person presiding, may appoint any person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Certificate of Formation, or the Bylaws.

5.14. Powers of Board of Directors. The Board of Directors shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Act, subject to any limitations under the Certificate of Formation of the Corporation or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of corporate property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge, or encumber any corporate property and incur related indebtedness. In addition to the powers and authorities expressly conferred by the Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the members of the Corporation by statute, the Certificate of Formation, or the Bylaws.

5.15. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

5.16. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the

value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of debts of the Corporation, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail immediately after adjournment (i.e., within a reasonable time under the prevailing circumstances and conditions). A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation, legal counsel, public accountants, or other persons, as to matters the Director reasonably believes are within the person's professional or expert competence, or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; and (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

5.17. Delegation of Duties. Directors are entitled to select advisors and delegate investigative and advisory duties and responsibilities to them; however the Directors must be responsible to take action themselves. The Directors have no liability for advice received and acted on by the Directors if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

5.18. Proxies. Voting by proxy is prohibited.

5.18. **Removal of Directors.** The President of the Board may remove a Director with good cause at any time or without cause if the Chairman of the Board is joined by one-third ($\frac{1}{3}$) of the Directors in office. Any Director who has been duly notified of meetings of the Board of Directors, and is absent from two (2) consecutive meetings of the Board of Directors, without just cause, shall be subject to removal by the Board of Directors.

ARTICLE VI. OFFICERS

6.1. Officer Positions. The officers of the Corporation shall be as listed in Article Five herein, and as more fully described below. The Board of Directors may create additional Officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions until the next annual election by the members. Any two or more offices may be held by the same person, except for the offices of President and Secretary simultaneously.

6.2. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws and/or Certificate of Formation.

6.3. Election and Term of Office. Officers of the Corporation shall be elected by the members at each annual meeting of the membership, except as hereinafter provided, and the members shall choose the officers from such membership of the corporation as noted in Article Five hereinabove.

6.4. Removal. Any Officer elected or appointed by the membership of the Board of Directors may be removed by the Board of Directors with or without good cause whenever in its judgment the best interest of the corporation would be served thereby.

6.5. Resignation. Any Officer may resign at any time by giving written notice to the Chairman of the Board of Directors. Such resignation shall take effect at the time of the notice, unless otherwise specified in the notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

6.6. Vacancies. Except as otherwise specifically provided, a vacancy in any office may be filled by the Board for the Officer's unexpired term portion.

6.7. President. The President shall be the Chief Executive Officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another Officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall provide leadership to the Corporation. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President. If the President is unable to fulfill the duties of his office, then the Vice-President, or another person selected by the Board of Directors, shall act in the place of the President.

A person running for the position of President must have served as a member of a previous Board of Directors for the corporation for one full term in the last five (5) years. Additional duties of the President include, but are not limited to the following: a. To preside over all meetings. b. To appoint committees and act as liaison for the Board at all committee meetings. c. To break tie votes resulting from ballot or Board decisions. d. To call meetings as needed. e. To appoint a committee to be responsible for obtaining adequate insurance to cover league and tournament play. f. To perform such other duties as the Board of Directors shall prescribe. g. To uphold and conform to rulings as stated in these Bylaws.

6.8. Vice-President. When the President is absent, is unable to act, or refuses to act, a Vice-president shall perform the duties of the President. When a Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice-President, the Vice-Presidents shall act in place of the President in the order of most senior-tenured. A Vice-President shall perform other duties as assigned by the President or Board of Directors, including but not limited to the following: a. To preside over meetings in the absence of the President. b. To fill a position which is vacant, until filled. c. To handle correspondence assigned by the President. d. To perform duties assigned by the President. e. To perform such duties as the Board of Directors shall prescribe. f. To uphold and conform to rulings as stated in these Bylaws. g. To assist with player registration for draw or draft and assist with draw or draft. h. To follow up on sponsor awards to assure they receive the same.

6.9. Treasurer. The Treasurer's duties may include, but are not limited to the following: a. Having charge and custody of and being responsible for all funds and securities of the Corporation; b. Receiving and giving receipts for moneys due and payable to the Corporation from any source; c. Depositing all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or President; d. Writing checks and disbursing funds to discharge obligations of the Corporation; e. Maintaining the financial books and records of the Corporation; f. To present a Treasurer's report at the first and last meeting of the season; g. Performing other duties as assigned by the President or by the Board of Directors; h. To uphold and conform to rulings as stated by these Bylaws. i. Arrange and implement procedure for collection of concession stand proceeds each game night, and to ensure that at least two persons total and record such proceeds prior to removal of funds for the concession stand. j. If required by the Board of Directors, giving a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and k. Performing all the duties incident to the office of Treasurer. **The Board of Directors may employ one or more persons to actually fulfill the duties of the Treasurer under the Treasurer's direction.**

6.10. Secretary. The Secretary's duties may include, but are not limited to the following: a. Giving all notices as provided in the Bylaws or as required by law. b. Taking minutes of the meetings of the Board of Directors and committees of the Corporation, including recording all votes, and keeping the minutes as part of the records of the Corporation. c. To maintain an accurate roster of all teams, players and coaches. d. To be responsible for the official bylaws and provide copies as needed. e. To manage correspondence assigned to the President f. To uphold and conform to rulings as stated in these Bylaws. g. To be responsible for maintaining insurance coverage, assist with claims, maintain policies and expiration dates, and make policies and claim forms available to coaches. h. To maintain and make available all registration forms to team coaches at draw and during season. i. To assist with draw or draft. j. Maintaining custody of the corporate records and of the seal of the Corporation. k. Affixing the seal of the Corporation to all documents as authorized. l. Keeping a register of the mailing address of each Director, Officer, and employee of the Corporation. m. Performing duties as assigned by the President or by the Board of Directors; and n. Performing all duties incident to the office of Secretary. The Board of Directors may appoint or employ a recording secretary if the Secretary so desires.

6.11. Player Agent will be responsible for getting out applications prior to the beginning of the season. He/she will be in charge of tryouts and will be responsible for the eligibility of each player. He/she will double-check the record of team rosters for fees paid and see that all team managers are notified prior to opening day of any ineligible player(s). He/she will go over the official scorebook to verify that present playing rules are being complied with by all divisions if required. He/she shall coordinate activities with team parents and/or coaches with regard to any parent complaints about parents (complaints about coaches should be forwarded to the Vice President) and investigate matters involving the conduct of parents.

6.12 Equipment Manager will be responsible for purchasing all equipment for teams; such as bats, balls, catcher's equipment, etc. He/she will take the previous year's list of each team's equipment and update this list for the current season for all equipment issued for each team. He/she will see that all teams have their equipment and must see that the same is turned in at the end of each season. During the season, he/she will keep in touch with managers as to the needs of each team. He/she will be responsible for making other such purchases which the League may require, with exception of concession stand and field supplies.

6.13. Tournament Coordinator will be responsible for sending out invitations regarding CJC Girls Softball Invitational Tournaments, receiving entries and entry fees and getting entry moneys to the Treasurer. He/she, will be responsible for the drawing of the brackets positions and notifying teams of their bracket position and time of team's first games. He/She will be responsible for miscellaneous tasks connected with CJC Girls Softball Invitational Tournaments. He/she shall be responsible for having umpires for any CJC Girls Softball Invitational Tournaments that may be held.

6.14. Sponsor Coordinator will contact and solicit local businesses to purchase signs for the ballpark and/or team sponsorships. He/she will oversee the installation and take down of the sponsor signs at the ballpark, acknowledge sponsors at opening ceremonies and present each with a token of the League's appreciation.

6.15. Concession Coordinator shall work in conjunction with the Concession Manager and will be in charge of working in conjunction with the Home Team manager Coordinator to provide workers for concession stand. Also the Concession Coordinator shall supply the League Treasurer and President a concession profit and loss statement monthly while Fall/Spring seasons are ongoing.

6.16. Fund Raiser Coordinator: there shall be one Coordinator to conduct the fund raising functions of the League. He/she will be responsible for moneys collected until they are turned over to the Treasurer. Any/all fundraisers shall meet the Directors voted approval prior to commencement. He/she can appoint assistants as deemed necessary to help with the above duties; except that the Board must be notified of and presented with a list of assistants and their phone numbers.

6.17. League Scheduler -will be responsible for making the playing schedule for all divisions. The playing schedule will be presented to the Directors for approval. He/she will also be responsible for having at least (1) umpire for all games. He/she shall be responsible for notifying managers of rescheduled games, rainouts, and postponed games. He/she shall post or email, at the field, any games that have been rained out or postponed, along with the rescheduled date same game is to be played. He/she shall notify head umpires at least one (1) hour before game cancellations and will notify umpire of any game reschedules or changes. He/she is responsible for scheduling all non-tournament games, including rainouts and reschedules. He/she shall coordinate all activities between the different divisions. He/she shall supply an umpire's payment schedule to the Treasurer monthly. He/she will be in charge of the scheduling of teams that are practicing on CJC Girls Softball designated fields. He/she will be in charge of scheduling teams that are using the batting cages at CJC Girls Softball field.

6.18. Field/Safety Manager will be responsible for their designated fields; the make-ready of the playing field facilities, stands, and batting cages prior to the start of the season, the upkeep of same throughout the course of the season, for preparing facilities for any tournament play, and for the enhancement of the playing facilities. He/she will maintain all field equipment, and will be responsible for maintaining supplies for the playing field facilities. He/she shall see that monthly safety checks of all fields, grounds, and buildings CJC are made and repair any safety hazards and report them to the Directors. He/she will be in charge of making the grounds, fields, parking lot and surrounding areas as safe as possible by upholding the rules and spirit of the insurance policies covering our League. He/she will address every aspect of safety and regular maintenance in our League.

6.19. Uniforms/Awards Coordinator will be responsible for uniforms, pictures, and awards. He/she will be soliciting 3 quotes from local uniform, photo and trophy businesses at the beginning of every even calendar year to present to the board for approval, He/she will be responsible for tournament awards as well as Closing

Ceremony awards. He/she shall coordinate with the Team Representative the scheduling of team pictures and assist appropriate Directors with the procurement of uniforms and trophies; except that these orders are channeled through the Treasurer and approved by the Board of Directors.

6.20. Disallowed Payments. Any payments made to an Officer of the Corporation such as a salary, commission, bonus, interest, or rent, or expense reimbursement incurred by him, which are disallowed in whole or in part as unacceptable expenses by the Internal Revenue Service (the “IRS”), shall be reimbursed by such Officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

ARTICLE VIII. COACHES

7.1. Applicants/Election of Coaches. Coach applicants shall be recommended by any member of the Board of Directors and shall be elected by an affirmative vote of two-thirds of the Board of Directors. A list of proposed head coaches shall be submitted to the Board of Directors fourteen (14) days prior to the date set for softball registration. After that date, if a head coach had not indicated a desire to retain his team, the head coach position of that team shall be assumed vacated. Votes for applicants are made in private. The President of the Corporation may be approved as a coach.

7.2. Coaching Staff. The number of assistant coaches assigned to a team prior to the player draw or draft by the Board of Directors shall not exceed three (3). Coaching staff shall consist of one (1) Head Coach, and up to three (3) assistant coaches for all leagues. All coaches must be approved by the Board of Directors and undergo a background check at least once annually.

7.3. Unapproved Coaches. No person shall participate on the field as a Head Coach or Assistant Coach during a season unless that coach has been approved by the Board of Directors and successfully completed a background check. Such background checks must be completed at least once annually.

7.4. Coaches shall conduct themselves in a manner to set a proper example for players at all times. All head coaches are responsible for insuring that assistant coaches, players and players’ parents conduct themselves in such a way as to attain the objective and purposes of the Corporation. The President, related League Commissioners, umpires or other Board Members not directly involved in the game

can suspend play, regardless of score, if a coach fails to control himself, assistant coaches, players, parents, or fans after due warning by such Commissioner or Board Member. A coach removed from a game shall be suspended for a minimum of one (1) game up to the rest of the season. Further disposition may be made by the Board of Directors. Any discipline action taken by the Board of Directors may include suspension or dismissal.

7.5. Dismissal. Each head coach who habitually misses or fails to conduct sufficient practice sessions shall be subject to dismissal by the Board of Directors. A head coach absent from two (2) consecutive regular meetings without cause shall be subject to dismissal by the Board of Directors.

7.6. Meetings. All head coaches shall be responsible for ensuring that his/her team is represented at every regular meeting by himself or by an assistant coach.

7.7. Maintaining Roster. No coach may remove a girl from the roster without the consent of the majority of the Board of Directors.

7.8. Parents, Siblings, and Fans Code of Conduct. All parents, siblings, and fans are subject to the same code of conduct as coaches. Anytime a player or team from CJC Girls Softball Inc. is participating in any function or game, no matter where it is, regular or tournament, they are expected to conduct themselves in a respectable and disciplined manner. Failure to do so will result in actions from the Board of Directors, to include but not limited to warnings, suspensions, or expelling from any and all CJC Girls Softball Inc. functions for the remaining of the fiscal year. a. All parents will be required to sign the same Code of Conduct as the coaches. b. The Board of Directors will conduct an investigation of all allegations and will meet in executive session to discuss and vote on appropriate action to be taken. c. All decisions for disciplinary actions will be made by the Board of Directors and is final.

ARTICLE VIII. PLAYER ELIGIBILITY AND SELECTION

8.1. Player Eligibility All girls must be a registered student and attend either Hamshire Fannett ISD or East Chambers ISD and register with the Player Agent, or his representative. She must present a copy of her birth certificate unless there is one already on-file, pay registration fee, complete and have signed by parents of guardians a CJC Girls Softball application before she may take part in the League

tryouts for eventual selection to a team. This application must be turned in to the Player Agent, or any Board Member in the absence of the Player Agent. Any applicants that are not students at either Hamshire Fannett ISD or East Chambers ISD may be allowed to play in CJC Girls Softball upon the approval of the District 39 Commissioner and 100% approval of all board members.

8.2 Fees. There will be a fee for playing in the League. Included in the fee is insurance and uniform cost. The fee is set at the beginning of each season.

8.3 Age Divisions. Any girl shall be eligible to play under this section may register and tryout according to the following age divisions:

1. Pixie Division - 6U/8U - Must reach the age of four (4) years on or before

December 31 of previous season and must not reach the age of nine (9) years before December 31 of the current season.

2. Freshman Division 10U - Must reach the age of nine (9) years on or before

December 31 of previous season and must not reach the age of eleven (11) years before December 31 of the current season.

3. Sophomore Division 12U - Must reach the age of eleven (11) years on or before December 31 of previous season and must not reach the age of thirteen (13) years before December 31 of the current season.

4. Intermediate Division 14U - Must reach the age of thirteen (13) years on or

before December 31 of previous season and must not reach the age of fifteen (15) years before December 31 of the current season.

8.4 Selection. The draft selection system will be used to select the players for all non-returning teams in all divisions. The Player Agent shall make contact with all players who are eligible to move into a higher division of play, to notify the Player of the dates and times of registration and tryouts, and to try to get a commitment from a player about playing in the current season. If a player wishes to play up in the next age division, she must secure permission from the player agent first.

8.5. Draft Rules. The draft will take place during the spring season and shall be supervised by the President, Vice-President and Player Agent under the rules set forth herein.

8.6 Retuning Teams. If managers and/or coaches have a returning team, that team will remain together and not be placed in the draft, regardless of moving up in divisions. Returning teams without their original Managers and/or coaches will be placed in the draft.

8.7 Expansion Team Draft. Expansion teams will participate in an Expansion Team Draft. Expansion Teams will draw for the first draft position. Each Coach will have one pick from the tryout pool each round.

8.8 Sister Option. If two sisters are playing in the same age division and sister A is taken by a Manager, Sister B will be placed on that Manager's Team in the next Round. Likewise, if a sister is already a member of the returning team, the sister in the draft pool will be placed on the same team as the last pick.

8.9 Coaches Daughter. The daughters of coaches shall automatically be placed on the coach's team. Coaches may exercise that option in the 3rd and successive rounds until all coach's daughters are picked. There shall no more than three coach's picks per team.

New Team Draft

Round 1 - Player drafted from tryout pool.

Round 2 - Player drafted from tryout pool.

Round 3 – Coach's daughter Option

Last Round – Sister Option

8.10 Returning Team Draft Returning team players will not enter the draft. Any expansion teams in that age group will draft first and continue drafting player until the number of player is equal to the returning team. Thereafter, the returning team shall begin drafting players.

8.11. Team Quantity. Managers in each division will agree upon the roster quantity for the current playing season with a minimum number of 10 players and maximum number of fourteen (14) players unless a higher number is approved by the player agent. If a team loses a player during the scheduled season, the Manager will notify the Player Agent for a replacement from the player pool.

8.12. Player Pool. If all teams in the division have drafted the quantity of players set forth in section 8.11, any player left will be placed in the player pool. Every effort shall be made to place all players on a team; however, if an accommodation cannot be reached, the player shall remain in the player pool until such time as an opening exist.

8.13. Player Team Option. Once a player is chosen on a team, she may remain on that team unless one of the following applies:

1. If a player is unhappy on that team, she must notify her manager and the Player Agent, and every effort shall be made to resolve the problem.
2. If the problem cannot be resolved, then the girls and her parents must make a written request to the President, Vice-President and the Player Agent (all three), stating the problem and valid reasons for their wish to change teams prior to draft. Further, in order for the Board to consider this request, said girl must complete the current season with her team. A decision on the matter shall be reached by the Board in a regular Board meeting.
3. If the Board rules in favor of the girl changing teams, then said girls must participate in the current tryouts and open draft. Under no circumstances may the girl be an option player, nor may the girl or parents pick the team to which said girl may go.
4. If a girl finishes a season for a team and decides she will not play the immediate following season, makes this decision known to her team manager and Player Agent but then changes her mind and wishes to play, this girl will be eligible to return to the team in which she finished the prior season congruent to the following.
 1. This decision to play in the current season must be made prior to the draft.
 2. A legitimate roster opening will exist when the roster limit has been reached previously and no players from the original tryouts exist in the player pool and then a vacancy occurs.

Any particular situations not covered by the above must be decided by the board.

ARTICLE IX. ALL STAR TOURNAMENT SELECTION

9.1. STATE INVITATIONAL TOURNAMENTS. All Star Teams in each division shall enter their respective CJC Girls Softball State Invitational Tournament unless very extenuating circumstances exist. The League Tournament Director and the President shall be notified if this situation exists and what the circumstances are.

9.2. State Tournament Entry Fees: The League will pay, from League funds, the entry fee for all CJC Girls Softball teams that participate in the respective State Softball Invitational Tournaments.

9.3. Other Tournaments. Teams may enter other invitational tournaments, if:

1. Teams pay own entry fee, and
2. The host of the invitational tournament is permitting only A.S.A. registered teams to participate in the tournament, and
3. The League regular season games and/or playoff games are not adversely affected.

9.4. All Star Manager. All Star Tournament teams shall be formed at the completion of League season and shall enter into tournament play. The Manager for the tournament teams will be:

1. The division team with the best league and tournament record, if they decline, then
2. 2nd place Manager will be given the option.
3. The Manager of the All Star Teams shall select their own assistant coaches.

9.5 Tournament Fees. For all tournaments, teams will be responsible for funds necessary to participate, except for paid entry fees at state level or above tournaments. All funds raised by an all-star team shall be credited to that team to use in the state tournament and warm up tournaments. All monies allocated to said all-star team must be accounted for by receipt and turned in to the treasurer.

9.6 All Star Selection. Tournament teams will be selected at the end of the season.

1. Girls must play ½ of the regular scheduled games to be eligible.
2. At the managers option, there will be minimum of 10 players with a maximum of 14 players selected, If one or more of these original players becomes ineligible (injury, quits, etc.) at the managers discretion, the player agent will contact the girl that was next in line based on the previous selection. If there were a tie, the decision on whom to choose would be left up to the manager of the Tournament team. If another vacancy occurs, the next in line would be given the opportunity on down the line.
3. Each Coach in a particular division will submit a list of girls to be selected for the Tournament team. All unanimous choices will be selected for placement on Tournament team. Thereafter, the Coach of the All Star team shall make any further picks.

ARTICLE X. TRANSACTIONS OF THE CORPORATION

10.1. Contracts. The Board of Directors may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

10.2. Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness in the name of the corporation shall be signed by President and counter-signed by the Treasurer.

10.3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects. Deposits are to be made within seven (7) days of receipt of the Treasurer.

10.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

10.5. Loans and Related Parties. The Corporation shall not make any loan to a Director or Officer of the Corporation.

10.6. Affiliated Transactions. Any contract or transaction between the Corporation and an affiliated party shall be void as provided by law, or voidable at the discretion of the Board of Directors, if there is a conflict of interest between the Corporation and such Affiliated Party. For the purposes of this Section, an Affiliated Party shall be any Director, Officer, committee member, or employee of the Corporation; or any other corporation, partnership, association, or other organization in which one or more of the Directors, Officers, employees, members, or agents, or have a financial interest in (an “Affiliated Party”). However, no contract or transaction between the Corporation and an Affiliated Party shall be void or voidable solely for the reason that the Affiliated Party is an Affiliated Party, if: a. The material facts concerning the relationship of the Affiliated Party and the financial interests in the contract or transaction are disclosed or known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the non-Affiliated Party Directors or committee members; and b. The material facts as to the Affiliated Party’s interest and in the contract or transaction were disclosed or known to the members entitled to vote thereon, and the contract or transaction was approved in good faith by vote of the members; or c. The contract or transaction is fair to the Corporation at the time of the authorization, approval, or ratification by the Board of Directors or committee; however, nothing herein shall prevent retroactive approval of a contract or transaction; and d. The Affiliated Party Director or committee member is prohibited from voting on the contract or transaction; however, the Affiliated Party Director or committee member, if present, may be counted towards a quorum for purposes of voting on the contract or transaction, and the Affiliated Party Director may participate in the discussion of the matter.

10.7. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, Officer, or committee member of the Corporation shall: a. Do any act in violation of the Bylaws or a binding obligation of the Corporation; b. Do any act with the intention of harming the Corporation or any of its operations; c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation; d. Receive an improper personal benefit from the operation of the Corporation; e. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation; f. Wrongfully transfer or dispose of property of the Corporation, including intangible property such as good will; g. Use the name of the Corporation (or any substantially similar name)

or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; or h. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE XI BOOKS AND RECORDS

11.1. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include: a. A file-endorsed copy of all documents filed with the Texas Secretary of State, including, but not limited to, the Certificate of Formation, and any Certificate of Amendment, Restated Certificate, Certificate of Merger, Certificate of Consolidation, and Statement of Change of Registered Office or Registered Agent; b. A copy of the Bylaws, and any amended versions of or amendments to the Bylaws; c. Minutes of the proceedings of the Board of Directors, and of any committees having the authority of the Board of Directors; d. A list of the names and addresses of the Directors, officers, and any committee members of the Corporation; e. A list of names and addresses of the members entitled to vote; f. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three (3) most recent fiscal years; g. A financial statement showing the income and expenses of the Corporation for the three (3) most recent fiscal years; h. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and i. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three (3) most recent tax years.

11.2. Inspection and Copying. Any Director or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative at a reasonable time no later than five (5) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members.

11.3. Public Information. The Corporation shall maintain a file at all offices containing all documents required by the IRS to be made available to the public. All

legitimate and statutorily recognized requests for copies of the Corporation's Form 1023 and Form 990 shall be honored and provided as required by the IRS.

ARTICLE XII. FISCAL YEAR

12.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

ARTICLE XIII. MISCELLANEOUS

13.1. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.2. Legal Construction. If any section of the Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other section and the Bylaws shall be construed as if the invalid, illegal, or unenforceable section had not been included in the Bylaws.

13.3. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

13.4. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all words in the female gender shall be deemed to include the male or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

13.5. Seal. The Board of Directors shall provide a corporate seal, which shall be in a form approved and adopted by the Board of Directors.

13.6. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

13.7. Interpretation of Bylaws. In furthering the purposes of this corporation, under no circumstances shall any coach or commissioner misinterpret, take out of context, or deviate from the original intended purposes of these Bylaws. Final interpretation

of these Bylaws will be implemented and enforced by the Board of Directors if and when a question arises in matters not specifically covered by these Bylaws. Any and all decisions of the Board of Directors shall be final.

ARTICLE XIV EMERGENCY POWERS AND BYLAWS

14.1. Emergency Powers and Bylaws. An “emergency” exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, Officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Directors whom it is practicable in any manner, including by publication or radio. One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed Directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds a corporation and may not be the basis for imposing liability on any Director, Officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board of Directors has deemed that the emergency has ended.

CERTIFICATE OF SECRETARY I certify that I am the duly elected and acting Secretary. CJC Girls Softball, INC., and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by the appropriate consent requirement at a meeting duly called at which a quorum of voting members were present, held on January 4, 2020. Signed this 4th day of January, 2020.

Secretary