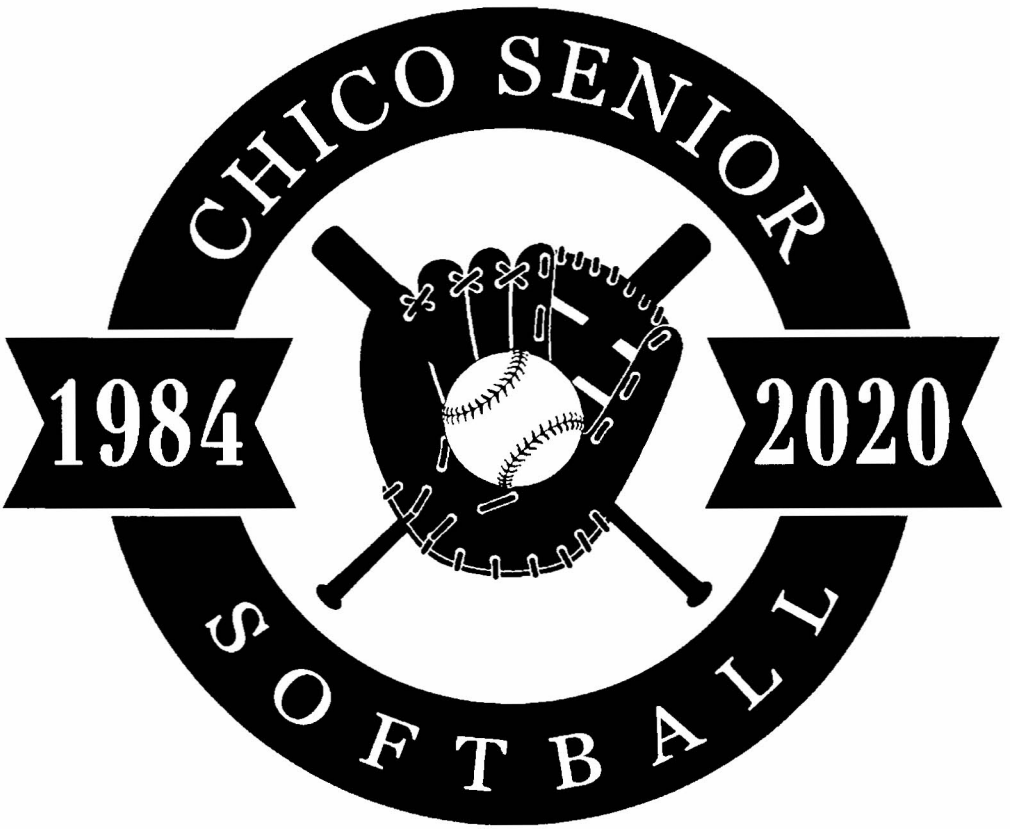

Chico Senior Softball

By-Laws

Updated 3/2020

BY-LAWS
CHICO SENIOR SOFTBALL CLUB, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I - OFFICES

SECTION 1. NAME OF CORPORATION
The name of this California Public Benefit Corporation is Chico Senior Softball Club, Inc.

SECTION 2. PRINCIPAL OFFICE
The principal office of the Corporation for the transaction of its business is located in Butte County, California, at 1972 Bancroft Dr., Chico, California 95928, with the present mailing address being P.O. Box 2302, Chico, CA 95927. The present phone number is (530) 582-9759.

SECTION 3. CHANGE OF ADDRESS
The county of the Corporation's principal office can be changed only by amendment of these By-Laws 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 By-Laws.

Street:		Effective Date
_____		_____
City:	State:	Zip Code:
_____	_____	_____
Street:		Effective Date
_____		_____
City:	State:	Zip Code:
_____	_____	_____

SECTION 4. OTHER OFFICES
The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE II - PURPOSES

SECTION 1. OBJECTIVES AND PURPOSE

The primary objectives and purposes of this Corporation shall be:

1) To establish, organize, and promote health and fitness for senior citizens age 47 and over.
2) To help seniors maintain active, healthy lifestyles, encourage participation in sporting, social, and educational events.
1) To conduct fundraising activities to support the mission of the corporation.
2) To provide these services without discriminating against applicants and members on the basis of race, color, sex, creed, religion, sexual orientation, marital status, or national or ethnic origin.

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)(3), Internal Revenue Code.

ARTICLE III - DIRECTORS

SECTION 1. NUMBER

The Corporation shall have Nine (9) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this By-Law, or by repeal of this By-Law and adoption of a new By-Law, as provided in these By-Laws.

SECTION 2. POWERS

Subject to the provisions of the California Non-Profit Public Benefit Corporation law and any limitations in the Articles of Incorporation and By-Laws, the activities and affairs of this Corporation shall be conducted by and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these By-Laws.
2) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
3) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
4) Meet at such times and places as required by these By-Laws.
5) Register their addresses with the Secretary of the Corporation. Notice of meetings mailed, emailed or telegraphed to them at such addresses shall be valid notice thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the annual meeting for election of the Board of Directors two years after their election as specified in these By-Laws, and until his or her successor is elected and qualifies. At annual meetings for election, directors shall be elected for a term of two years, with the intention of maintaining the continuity of half of the board of directors through any particular election.

1) A director appointed to fill a vacancy created by the death, resignation or removal of a director shall serve the remainder of the term of office of that director.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 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.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these By-Laws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons," means either:

1) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

1) Each director participating in the meeting can communicate with all other directors concurrently;
2) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
3) The corporation adopts and implements some means of verifying:
   (a) That all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and
   (b) That all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the first Monday of each month at 6:00 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the second Monday day of the month.

The annual meeting of Directors will be held on the first Monday in October of each year. The Board of Directors, in accordance with this section, shall elect all Officers from the members of the Board. The election of Officers shall take place at the first meeting of the Board of Directors after the election of the Board Members by the qualified members as determined in these By-Laws. Terms for the Officers shall be for one year, unless changed by an amendment of these by-laws. Cumulative voting by Directors for the election of Officers shall not be permitted. The candidates receiving the highest number of votes shall be considered elected. Each director shall cast one vote, with voting being by voice vote or a show of hands.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within County of Butte, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail or e-mail, the notice shall be deemed to have been delivered on its deposit in the mails or on its delivery to the recipient's ISP. Such notices shall be addressed to each director at his or her address as shown on the books of the Corporation. Notice of the time and place of reconvening a recessed meeting need not be given to absent Directors if the time and place of the recessed meeting is fixed at the meeting recessed, and if such recessed meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any reconvened regular or special meeting to Directors absent from the original meeting if the recessed meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. 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 12. 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 and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of one half plus one of all seated Directors. Vacated seats on the Board shall not be counted in determining a quorum. Except as otherwise provided in these By-Laws or in the Articles of Incorporation of this Corporation, or by Law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting, may reconvene from time to time until the time fixed for the next regular meeting of the Board. 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 10 of this Article. The 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 By-Laws of this Corporation.

SECTION 14. 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 By-Laws 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 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, 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 Chair 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 the Chico Senior Softball Club, Inc. operating procedures and Roberts 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 By-Laws, with the Articles of Incorporation of this Corporation, or with provisions of Law.

SECTION 16. ACTION BY FASTRACK PROCESS 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. The fast track process shall use a board designated electronic communications forums herein after referred to as The Chico Senior Softball Club, Inc. Board email list. In order for such a medium to be valid for use for Fast Track use, it must be readily accessible to all board members. The Fast Track Process is as follows:

1) Any board member may post a proposal to the Chico Senior Softball Club, Inc. Board email list. The proposal must include a date/time expiration timer of not less than 1 week from the date/time of posted proposal and not more than the day before the next scheduled board meeting.

2) To be considered approved, at least 50% of the remaining board members must post an approval vote.
3) To be derailed, 2 or more board members must post a non-approval vote.
4) If by the expiration time the proposal has received the required number of approvals and has not been derailed it will be considered approved. If it has been derailed and the issues of the non-approving board members cannot be resolved the proposal will be tabled until a Board meeting. Issues with the proposal should be posted and discussed among the board members on the Board email list. The proposal may be amended as needed to resolve conflict or issues. If necessary, the amended proposal may be re-posted with a new expiration timer to ensure clarity of what is being approved. The proposing board members may call other board members to discuss issues, in an attempt to resolve issues or get the member to post their vote.

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 By-Laws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. 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 the California Non-Profit 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 By-Laws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. VACANCIES

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. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. If this corporation has any members, directors may be removed without cause by vote of a majority of the votes represented at a membership meeting at which a quorum is present. If this corporation has no members, directors may be removed without cause by a two-thirds majority of the directors then in office. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, 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.

Vacancies on the board may be filled by approval of the board by:

1) The unanimous written consent of the directors then in office,
2) The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these By-Laws, or
3) A sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTI5ON 19. BOARD ATTENDANCE POLICY

If a board member is absent from two consecutive duly constituted Chico Senior Softball Club, Inc. board meetings, the Board may vote to remove the remiss board member from the Board. The process is as follows:

1) After being absent from two consecutive duly constituted board meetings, an automatic agenda item will be added to the next meeting to discuss whether removal of said absent board member from the Board may be required.
2) Two attempts will be made to inform the remiss board member of the impending discussion regarding a motion to remove said board member from the board. Notification shall equate to one or more of the follow approved communication methods: Telephone, Postal, and electronic mail.
3) At the next duly constituted Chico Senior Softball Club, Inc. board meeting a discussion will ensue and a motion may be offered to remove the remiss board member.

SECTION 20. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, of other obligations of the Corporation.

SECTION 21. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 22. INSURANCE FOR CORPORATE AGENTS
The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV - OFFICERS

SECTION 1. NUMBER OF OFFICERS
The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Chief Financial Officer, who shall be designated the Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other Officers. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE
Any member in good standing may serve as Officer of this Corporation. Officers shall be elected by the Board of Directors, at a scheduled board meeting, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS
The Board of Directors may appoint such other Officers or Agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION
The Board of Directors may remove any Officer, either with or without cause, at any time with a two-thirds majority vote. Any Officer may resign at any time by giving written or verbal notice to the Board of Directors, to the President, or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

SECTION 5. VACANCIES
Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, 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.

SECTION 7. DUTIES OF VICE PRESIDENT

President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

1) Certify and keep at the principal office of the corporation the original, or a copy of these By-Laws as amended or otherwise altered to date.
2) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
4) 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 By-Laws.
5) Keep at the principal office of the corporation or at such other place, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. Personal information related to terminated memberships shall be purged from the membership book at the end of each fiscal year.
6) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on requests therefore, the By-Laws, the membership book, and the minutes of the proceedings of the directors of the corporation.
7) Shall keep the membership records confidential with access limited to Directors or their agents or attorneys only after a Board resolution authorizing said disclosure.
8) 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 By-Laws, or may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these By-Laws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request, therefore.
5) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
6) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
7) 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 the corporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and an officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE V - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members (who may also be serving as Officers of this Corporation) to constitute an Executive Committee and delegates to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

1) The approval of any action, which, under Law or the provisions of these By-Laws, requires the approval of the Board of Directors.
2) The filling of vacancies on the Board or on any Committee, which has the authority of the Board.
3) The fixing of compensation of the Directors for serving on the Board or on any committee.
4) The amendment or repeal of By-Laws or the adoption of new By-Laws.
5) The amendment or repeal or any resolution of the Board which by its express terms is not amendable or repeal able.
6) The appointment of Committees of the Board or the members thereof.
7) The expenditure of corporate funds to support a nominee or director after there are more people nominated for Director than can be elected.

8) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in the California Non-Profit Mutual Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by Resolution of the Board of Directors. Such other 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.

SECTION 3. 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 By-Laws, concerning meetings of the Board of Directors, with such changes in the context of such By-Law 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 Board of Directors may also fix the time for special meetings of committees. 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 By-Laws.

ARTICLE VI - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any Officer or Agent of the Corporation to enter 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 Officer, Agent, or Employee 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 in an amount under $200 shall be approved by the President or the Vice-President of the Corporation and any indebtedness over $200 shall be approved by both the President and the Vice-President of the Corporation.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS
The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devises for the charitable or public purposes of this Corporation.

ARTICLE VII - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS
The corporation shall keep at its principal office in the State of California:

1) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
   (a) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
   (b) A copy of the corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL
The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS
Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation with the exception of the membership records (See Article 4, Section 8.)

SECTION 4. MEMBERS' INSPECTION RIGHTS
Each/every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.
2) To inspect at any reasonable time the financial records of the corporation with the membership information anonymized, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS
Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3) The revenue or receipts of the corporation, both unrestricted and restricted for any particular purpose(s), and for the fiscal year;
4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
5) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS ($25,000) or more, in gross revenues or receipts during the fiscal year, this corporation shall post the above annual report on the Corporation website and make a paper copy available to all members, upon request. The annual report above should also, include any report from an independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

1) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
2) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
3) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS ($50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS ($ 10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE VIII - FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE IX - AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT

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

1) Subject to the power of members, if any, to change or repeal these By-Laws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the By-Law 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 By-Law 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
2) By approval of the members, if any, of this corporation.

ARTICLE X - 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 Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XI - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XII - MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or By-Laws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

1) Be at least Forty-Seven (47) years of age.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon:

1) Completion of a membership application process.
2) Providing proof of identity and age.
3) Reviewing and endorsing the Chico Senior Softball Club, Inc. Code of Conduct.
4) Final review and approval of the Board of Directors or designated agents.

SECTION 4. FEES, DUES AND ASSESSMENTS

1) The fee charged for making application for membership in the corporation shall be determined by Board resolution.
2) The annual dues payable to the corporation by members shall be determined by a Board resolution.
3) Application fees and annual dues may be periodically adjusted by Board resolution.
4) Membership shall be non-assessable.
5) The Board of Directors may include the annual membership dues as part of fees charged for participation in an event. The payment of fees shall be in accordance with the normal membership requirements.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a confidential membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office. The membership records are to be kept confidential by the Secretary with access limited to Directors or their agents or attorneys only after a Board resolution authorizing said disclosure. Personal information related to terminated memberships shall be maintained in the membership book for at least 12 months and purged from the membership book after those 12 months. The membership book shall be purged once per year at the end of the fiscal year. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose without a Board resolution.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

1) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
   (a) Upon his or her written notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
   (b) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
   (c) Upon a determination that the member has violated the code of conduct of Chico Senior Softball Club, Inc.
   (d) If this corporation has provided for the payment of dues by members, upon a failure to renew his or
   (e) His/her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a notification of delinquency is given personally or mailed to such member by the Secretary of the corporation.
   (f) A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the notification of delinquency.

2) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph 1) b) and 1) c) of this section, the following procedure shall be implemented:
   (a) A notice shall be sent to the last known address of the member as shown on the corporation's records, setting forth the expulsion and the reasons, therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
   (b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
   (c) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
   (d) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall not receive a refund of dues already paid.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be affected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIII - MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually in October of each year for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by ten percent (10%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

1) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.
2) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting on the Corporation's web site and via the Corporation's email list. Notice shall be deemed to have been given at the time when delivered personally or sent to the member's ISP or other means of written communication.
3) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
4) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
5) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action

is taken or proposed to be taken for approval of any of the matters specified in subparagraph (6) of this section, the waiver of notice or consent shall state the general nature of the proposal.

6) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
   (a) Removal of directors without cause;
   (b) Filling of vacancies on the Board by members;
   (c) Amending the Articles of Incorporation; and
   (d) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of fifty percent plus one of total members in good standing. The members 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 members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting. When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, 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 of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days. Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than prescribed number above, then, if less than that quorum of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these By-Laws require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

SECTION 8. PROXY VOTING

No voting by proxy shall be allowed. Members entitled to vote shall be permitted to vote or act only by written ballot or voice vote. No vote shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, 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 rules adopted by resolution of the Board of Directors; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 of this Article. All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors and officers, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Directors and officers may be elected by written ballot. Such ballots for the election of directors and officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors and officers is withheld, they shall not be counted as votes either for or against the election of a director or officer. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

1) A reasonable means of nominating persons for election as directors.
2) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
3) A reasonable opportunity for all nominees to solicit votes.
4) A reasonable opportunity for all members to choose among the nominees. Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election.

5) If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election. Generally, any person who is qualified to be elected to the Board of Directors shall be nominated no earlier than 90 days before the annual meeting of members held for the purpose of electing directors. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Mutual Benefit Corporation Law may be used to nominate persons for election to the Board of Directors. If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all of the persons named as the initial incorporator in the Articles of Incorporation of Chico Senior Softball Club, Inc., a California non-profit Corporation, and initial Board of Directors, pursuant to the authority granted to the Directors by these By-Laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-Laws, consisting of twenty-three (23) pages, as the By-Laws of this Corporation.

Dated: February 3, 2020

DIRECTOR: _____
David Shoemaker

DIRECTOR: _____
Ron Adams

DIRECTOR: _____
Brock Murdoch

DIRECTOR: _____
Don Forbis

DIRECTOR: _____
Tim Barnett

DIRECTOR: _____
Bill Gardner

DIRECTOR: _____
Dan Ferguson

DIRECTOR: _____
Darren Yartz

DIRECTOR: _____
Brian Hobbs

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-Laws of the Chico Senior Softball Club, Inc. 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: _____

Secretary: _____
Don Forbis