

**BYLAWS
OF
HEARTWELL BASEBALL, INC.**

**ARTICLE I
NAME & LOCATION**

This organization shall be known as Heartwell Baseball, Inc. (“HCRBRL” or “League”). The principal address for the transaction of business of Heartwell Baseball, Inc. shall be P.O. Box 8639, Long Beach, California, 90808.

**ARTICLE II
CORPORATE MISSION**

Section 2.1 **MISSION**. The mission of HCRBRL is to provide a competitive yet fun and instructional baseball program serving Long Beach and the surrounding communities in our boundaries.

Section 2.2 **OBJECTIVE**. The objective of HCRBRL shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority. This objective will provide the means for youngsters to become well-adjusted, stronger, happier youths and to grow to be good, decent, healthy, and trustworthy citizens. To achieve the objective, HCRBRL will provide a supervised program of competitive baseball games under the Rules and Regulations of Cal Ripken Babe Ruth Baseball, Incorporated, and/or any other competitive programs with which the League chooses to affiliate (i.e., USSSA). All Directors and Members shall bear in mind that stressing exceptional athletic skills or winning of games is secondary and that the type of leadership extended to youth is of prime importance.

Section 2.3 **NON-PROFIT STATUS**. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, HCRBRL shall operate exclusively as a non-profit educational organization providing a supervised program of competitive baseball games. No part of the net earnings shall inure to the benefit of any private shareholder or individual. No substantial part of League activities, for the purpose of carrying on propaganda or otherwise attempting to influence legislation, will be authorized. The League will not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 2.4 **INTERPRETATION**. Paragraph headings have been inserted into these Bylaws for purposes of convenience only and shall not be used as an aid to interpretation. The language in all parts of these Bylaws shall in all cases be construed simply according to fair meaning.

ARTICLE III MEMBERSHIP

Section 3.1 CLASSES. There shall be the following classes of members: Player Members and Parent Members.

(a) Player Members. Any registered player candidate meeting the requirements of HCRBRL, and who resides within the authorized boundaries of HCRBRL, shall be eligible to compete for participation, but shall have no voting rights, duties, or obligations, in the management or in the property of the League. Spring membership begins January 1st and expires on July 31st. Fall membership begins August 1st and expires on December 31st.

(b) Parent Members. Any person with a son or daughter on an active roster interested in furthering competitive baseball, who is willing to take an active part in all activities, is a member of the Corporation. Spring membership begins January 1st and expires on July 31st. Fall membership begins August 1st and expires on December 31st.

All Board of Directors must be an active Parent Member, legal guardian or Board-approved primary care giver in good standing of a child who will be active on the upcoming Spring roster; however, an exception will be made for those Board Members who were Parent Members when the Plaza Lawsuit was filed in 2008 but whose children have since aged-out or are no longer playing with the League. Until the financial liability of the lawsuit is fully discharged, they can remain as Board Members even if they no longer have a child playing in the League.

Section 3.2 ELIGIBILITY. Any person sincerely interested in active participation to effect the objective and mission statement of HCRBRL and having a son or daughter on an active roster may apply to become a member. The League recognizes that some Player Members belong to travel ball organizations and will participate in tournaments infrequently during the Spring season. However, if a Player member age 12 and under is playing full-time with another organization during Spring season (whether another full-time local league, or a travel ball organization) the Baseball Committee may intervene, and has the authority to request the Player Member cease playing for the other organization.

Section 3.3 SUSPENSION OR TERMINATION.

(a) Resignation of Member. Any Member may terminate his own membership (Parent or Player).

(b) Board Authority to Discipline, Suspend or Terminate Membership of Parent Member. The Board of Directors, by a majority of those present at any duly constituted meeting, shall have the authority to discipline, suspend, or terminate the membership of any member when the conduct of such person is considered detrimental to the best interest of

HCRBRL. The meeting may be a regularly-scheduled Board Meeting or a Special Meeting. The member involved shall be notified of such meeting within a reasonable period of time, but no less than three (3) days prior to the meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges. The member involved may bring witnesses to the meeting. However, an exception will be made if the Parent Member has physically assaulted an umpire or any other person at a League function (even at an away field) where such assault is witnessed and corroborated by two or more Parent Members and reported to the Board. In such case, the Board may revoke membership with a simple vote of the Board without first having to call a Special Meeting and allowing the member an opportunity to speak on their own behalf. The member will be informed of the retention or dismissal decision by the Board of Directors.

(c) Board Authority to Discipline, Suspend or Terminate Membership of Player Member. The Board of Directors shall, in the case of a player, give notice to the manager of the team of which the youth is a member. Said manager (with or without player's parent) shall appear, in the capacity of an advisor, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation.

(d) Board Authority to Discipline, Suspend or Terminate Manager or Coach. A manager or coach may be removed from such position by a majority vote of the League's Board of Directors after a hearing on charges. Notice of the pending meeting shall be sent to the manager or coach involved and to each Board Member within a reasonable period of time, but no less than two (2) days prior to the meeting. The meeting may be a regularly-scheduled Board Meeting or a Special Meeting. The member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges. The member involved may bring witnesses to the meeting. The member will be informed of the retention or dismissal decision by the Board of Directors.

(e) Temporary Suspension of Manager or Coach by President. The President of the League, upon his sole determination that it would be in the best interest of the League, may suspend any manager or coach until the date of such hearing. The hearing/board meeting must be held within three (3) days of the suspension.

(f) Board Authority to Discipline, Suspend or Terminate Membership of Member for Violation of Email Rule. Email addresses are gathered from the membership for the sole purpose of disseminating official league business by HCRBRL. Anyone distributing emails using the email addresses for such purpose as campaigning or attempting to cause damage to the League or its Board of Directors shall be suspended until a Special Meeting can be held to review the allegations. The member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges. The member involved may bring witnesses to the meeting. The member will be informed of the retention or dismissal decision by the Board of Directors.

(g) Board Authority to Discipline, Suspend or Terminate Membership of Member for Violation of Literature and Propaganda Rule. Anyone distributing handouts, flyers or other documents for the purpose of campaigning, complaining or attempting to cause damage to the League or its Board of Directors shall be suspended until a Special Meeting can be held to review the allegations. The member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges. The member involved may bring witnesses to the meeting. The member will be informed of the retention or dismissal decision by the Board of Directors.

ARTICLE IV **ELECTIONS & MEETINGS**

Section 4.1 ELECTIONS. The election of the Board of Directors will be held on the third Saturday in May. Term of office is for one (1) year, beginning August 1st of the year elected and continuing through July 31st of the next year.

- (a) The location of the election shall be the HCRBRL fields.
- (b) Notice and time of the elections shall be posted on the League's official web site, and also posted at the HCRBRL fields not less than fifteen (15) days prior to the election.
- (c) Each Parent Member or legal guardian shall have one vote. Voting by proxy is prohibited. Absentee ballots will be available upon request.
- (d) A simple majority of the members voting is necessary to elect a candidate.
- (e) Candidates may not run for more than one office.
- (f) No active campaigning by any candidates is allowed at the polling place on the day of the election.

Section 4.2 ELIGIBILITY OF CANDIDATES. Anyone wishing to participate as a Board Member on the Board of Directors must meet the following criteria:

- (a) Must be the parent or legal guardian of a Player Member participating on a current roster (unless injured) in the upcoming Spring season.
- (b) Must have been a Parent Member in good standing for a minimum of one (1) full season prior to the season in which they are running.
- (c) May only run for one position in any given election.

(d) Must submit their qualifications to the Nomination Committee at least three (3) weeks prior to the election. The Nominating Committee will present all potential candidates to the Board of Directors with their recommendations two (2) weeks prior to the election.

Section 4.3 VACANCIES. In case of a vacancy on the Board of Directors, the remaining members of the Board shall constitute such Board until successors are appointed. Such vacancies shall be filled forthwith by nomination by any Board Member and approved by the remaining members of the Board. When a Board Member misses two (2) consecutive unexcused meetings, suspension is automatic and voting rights are revoked. Reinstatement can only be made by a majority vote of the Board of Directors.

Section 4.4 GENERAL MEETINGS.

(a) The President at his option may conduct meetings in an open or closed forum. Closed meetings are limited to the Board of Directors only. A General Meeting shall be held annually during the month of February for the purpose of receiving reports of funds, progress of Board business, and for the transaction of such other business as may come before the meeting.

(b) Notice of all General Meetings shall be posted on the League's official web site within two (2) days of the meeting being scheduled. Board Members shall be notified of all meetings by email and/or phone. The Board of Directors has the power to transact business on behalf of the League and shall meet at least once monthly for the purpose of transacting business.

Section 4.5 SPECIAL MEETINGS.

(a) Special Meetings of Members may be called at any time for any reason in any of the following ways: (a) by the President, (b) by the Vice President, (c) by a majority of the Board of Directors, or (d) by written petition signed by at least twenty (20) current Parent Members in good standing. Such petition shall be presented to the President and one other member of the Board of Directors. A Special Meeting must be held within seven (7) days.

(b) Notice of all Special Meetings shall be posted on the League's official web site within two (2) days of the meeting being scheduled. Board Members shall be notified of all meetings by email and/or phone. In addition to the time and place of such meeting, the general nature of the business to be transacted shall also be posted. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the Members.

Section 4.6 EMERGENCY MEETINGS.

(a) Emergency Meetings may be called by the President, VP Baseball, either Player Agent and Director of Coaches for the purpose of immediate emergency business at the field such as coach suspensions and issues requiring immediate intervention. Emergency Meetings may be called by any of the five who must then attempt to notify the others. In the event that only one of the five Board Members is available, he shall have the authority to deal with the emergency at hand.

(b) Actions taken during an emergency meeting must be reviewed and discussed at the next Board Meeting.

Section 4.7 QUORUM. A majority of the Board of Directors as fixed by the HCRBRL Bylaws, shall be necessary to constitute a quorum for the transaction of general business. Every act or decision, done or made by a majority of the Board of Directors present at a meeting duly held shall be regarded as an act of the Board of Directors. All corporate powers and business shall be exercised and conducted by the Board of Directors.

Section 4.8 VOTING.

(a) Parent Members. Every Parent Member in good standing of the Spring Membership shall be entitled to vote as follows: (a) in the Board Member election held the third Saturday in May, (b) on adoption or changes to the League's Bylaws, and (c) at all Special Meetings. Each Parent Member in good standing shall have only one vote. All voting shall be done in person. Voting by proxy is prohibited.

(b) Team Managers. When a Team Manager is a Member of the Board, such Team Manager is prohibited from voting when action is being taken on any of the following:

- (i) Selection of a manager to fill a vacancy in their division
- (ii) Disciplinary action of any manager
- (iii) Removal of any manager

Section 4.9 RULES OF ORDER. Robert's Rules of Order shall govern the proceedings of all meetings, except where there are conflicts with the Bylaws of HCRBRL.

Section 4.10 COMMITTEES. The number and nature of standing committees or special committees necessary for the proper operation of the League shall be determined by the Board of Directors.

(a) Formation. Such committees shall be formed by volunteers approved by the Board of Directors. Volunteers may be Board Members or Parent Members in good standing.

(b) Objective. Committees may be created for the purpose of identifying qualified candidates for Board positions or for the general oversight of League business such as Auditing Committees, Building and Maintenance Committees, or other committees as needed. The formation of such committees shall be at the discretion of the Board of Directors, and the scope and responsibility of each committee shall be determined by the Board of Directors at the time the committee is formed.

ARTICLE V
DIRECTORS' DUTIES AND POWERS

Section 5.1 DIRECTOR DUTIES. The duties of a Director shall include, but not be limited to, the following:

(a) A Director shall perform the duties of a Director, including duties as a member of any Committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the League and its members and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data in each prepared or presented by any of the following:

(i) Members of the Corporation whom the Director believes to be reliable and competent in the matters presented.

(ii) Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence.

(iii) A Committee of the Board upon which the Director does not serve as to matters within its designated authority, which the Director believes to merit confidence.

(c) Director shall have no liability based upon any alleged failure to discharge the person's obligations as a Director. In addition, the liability of a Director for monetary damages is eliminated to the full extent of all valid Federal or California State laws.

(d) The League shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right

of the League to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the League, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person reasonably believed to be acting in the best interest of the League, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1 **BOARD OF DIRECTORS**. The Board of Directors shall be identified as the following positions:

1. President
2. Past President
3. Vice President Baseball
4. Vice President Field Maintenance
5. Secretary
6. Treasurer
7. Player Agent Cal Ripken
8. Player Agent Babe Ruth
9. Concessions Manager
10. Information & Computer Director
11. Equipment & Purchasing Director
12. Sponsorship & Marketing Director
13. Head Scorekeeper
14. Cal Ripken Director of Coaches/Safety Director
15. Cal Ripken Scheduler & Chief Umpire
16. Director of Buddy Baseball (elected by the Buddy membership)
17. Director of Babe Ruth
18. Cal Ripken Special Events/Auxiliary Board Director
19. Babe Ruth Special Events/Auxiliary Board Director

The Board of Directors will fill any vacancy until that position is appointed or elected, with the exception of the Past President position, which will be filled only during the year in which the League transitions from one President to another and it is the new President's first year. In a year where there is no change in the position of President, the Past President position shall remain unfilled.

Section 6.2 **PERSONAL LIABILITY**. There shall be no personal liability to a third party on the part of a volunteer, Director, or volunteer Committee member of the League, pursuant to the Corporations Code Section 5239, State of California, caused by the volunteer's or Director's negligent act or omission in the performance of that person's duties as a volunteer or Director if all of the following conditions are met:

- (a) The act or omission was within the scope of the Director's duties.
- (b) The act or omission was performed in good faith.
- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent.
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy carried by the League in the form of a general liability policy or a director's liability policy.

Section 6.3 FINANCIAL LIABILITY. The liability of the Directors of HCRBRL for monetary damages shall be eliminated to the fullest extent permissible under California law. This provision does not eliminate or limit the liability of Directors for:

- (a) Acts or omissions that involve intentional misconduct or a knowing and culpable violation of law.
- (b) Any transaction from which a Director derived an improper personal benefit.
- (c) Acts or omissions that show a reckless disregard for the Director's duty to the corporation in which the director was aware, or should have been aware in the ordinary course of performing a Director's duties, of a risk of serious injury to the League or members.
- (d) Acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the Director's duty to the corporation or its members.

Section 6.4 DUTIES AND POWERS OF THE BOARD. The Board of Directors shall have the power to appoint standing committees as they deem advisable, and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of Heartwell Baseball Inc. as it may deem proper. The Membership shall receive a report at the annual General Meeting of the Membership, verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested. The report will show the amount and nature of the property acquired during the year preceding the date of such report. The annual report will list the purposes, objects, or persons to or for which applications appropriations or expenditures have been made. The annual report shall be filed with the records of the League and an abstract thereof entered in the Minutes of the proceedings of the annual meeting. The Board will maintain or cause to be maintained at all times a Director's and Officer's liability insurance policy, protecting all Board members from any lawsuits that may be filed against the League or its Board.

Section 6.5 RECALL OR REMOVAL. At any Special Meeting of which notice has been properly given as provided in these Bylaws, any individual Director may be removed from office by a two-thirds (2/3) vote of the total number of the Board of Directors. Any action of the Board of Directors to modify or negate the disciplinary action or removal of a Director also requires a two-thirds (2/3) vote of the total number of the Board of Directors. In the event a Director chooses not to attend or is unable to attend the Special Meeting, their vote is considered a 'no' vote for removal of the Director in question. Telephonic votes are acceptable.

No reduction of the number of Director positions shall have the effect of removing any Director prior to the expiration of his term of office.

Section 6.6 DUTIES OF EACH DIRECTOR.

(a) President.

(i) Mandatory Qualifications. Must have been a Parent Member in good standing for a minimum of two (2) consecutive Spring seasons prior to the season in which they are running for President, and must have been a member of the Board of Directors for a minimum of one (1) Spring season prior to the season in which they are running for President.

(ii) Responsibilities. The President shall be the Chairman of the Board of Directors and the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business and affairs of the Corporation. He shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws. He shall be responsible for obtaining the following each year: (1) the League's Charter, (2) the liability policy, (3) the accident policy, and (4) the Director's and Officers liability policy. He shall present a report of the Condition of the League at the Annual meeting, and at such other time as he or the Board shall deem appropriate. He shall communicate to the Board of Directors such matters and make such suggestions as may, in his opinion, tend to promote the welfare of the League.

He shall be responsible for the conduct of the League in strict conformity to the policies, principles, rules, and regulations of Babe Ruth Baseball, Inc., as agreed to under the conditions of the charter-issued to HCRBRL.

He shall preside at the meetings of the Members and Board of Directors and has the option to conduct the meetings in an open or closed forum.

The President, or such other Director as he may designate in writing, shall have the power to make and execute for, and in the name of, the League all such contracts and leases as may have received with the prior approval of the Board of Directors.

He shall investigate complaints, irregularities, and conditions detrimental to the League and report thereon to the Board of Directors as circumstances warrant.

(b) Past President.

(i) Mandatory Requirements. This position will be filled by the departing League President during the first year of the new President's term, unless the departing President was removed by a vote of the Board as referenced in Section 6.5 above, in which case this position shall remain empty. In years where there is no change in the position of President, this position will remain empty. If there is an even number of Board Members, and if an even vote occurs and a tie-breaker is needed, the President makes the final decision.

(ii) Responsibilities. Assist the President in his/her transition, including the yearly tasks of renewing insurance policies, filing for the League charter, and renewing field permits, among other responsibilities. If needed, introduce them to City of Long Beach and Parks Department personnel, accompany them to any meetings if desired, introduce them to other League Presidents for purposes of post-season planning, etc.

(c) Vice President Baseball.

(i) Mandatory Requirements. Must have been a Parent Member in good standing for a minimum of two (2) consecutive Spring seasons prior to the season in which they are running for Vice President Baseball, and must have been a member of the Board of Directors for a minimum of one (1) Spring season prior to the season in which they are running for Vice President Baseball.

(ii) Responsibilities. In case of the absence or disability of the President, the Vice President Baseball shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as may be assigned to him by the Board of Directors or the President. In addition, his normal duties are to be in charge of coordinating all baseball operations including organizing all Tournament Play, All Stars, and all inter-league play.

In the case of a vacancy in the office of the President, the Vice President Baseball, with Board approval, shall succeed to that office and serve for the unexpired

term. Should the Vice President Baseball not be approved by the Board, or choose not to accept the position, then a Special Election by the Board of Directors shall be held to elect a new President.

(d) Vice President Field Maintenance. In case of the absence or disability of the President and the Vice President Baseball, the duties shall be assigned to the Vice President Field Operations under the same approval conditions. He shall also have full responsibility for the conditions of the playing fields and facilities.

(e) Secretary. The Secretary shall keep, or cause to be kept, a record of minutes of all meetings of the Board of Directors and/or Members. The time and locations, whether General or Special (if Special, how authorized), and the names of those present at a Board of Directors or Special Meeting shall be noted. If it is a General Meeting, the number of Members present and the proceedings at the meeting shall be recorded.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors required by the Bylaws.

The Secretary shall be the custodian of the Articles of Incorporation and the Bylaws of the Corporation and shall have said Bylaws at all general and Board of Directors meetings.

The Secretary shall keep, or cause to be kept, at the principal office, or at such place as the Board of Directors may order, a current membership register, showing the names of the members and their addresses.

(f) Treasurer. The Treasurer shall be the Chief Financial Officer and shall maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and all income of any sort and kind derived by the Corporation from any of its activities.

Upon demand of any Member, the Treasurer, by appointment, shall permit such Member to inspect any or all of the books of accounts within five (5) days after such demand.

The Treasurer or designated representative shall promptly deposit all moneys and securities in a depository approved by the Board of Directors.

He shall disburse the funds of the Corporation in such manner as may be ordered by the Board of Directors and shall render to the President or Board, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws.

The Treasurer shall keep record of the receipts and disbursements of all moneys. Two (2) signatures are required on all checks. The Treasurer may not hold any other office on the Board of Directors and may not conduct concession purchasing, candy sales, or fund raisers.

(g) Player Agent Cal Ripken.

(i) Mandatory Qualifications. Must have been a Parent Member in good standing for a minimum of two (2) consecutive Spring seasons prior to the season in which they are running for Player Agent, and must have been a member of the Board of Directors for a minimum of one (1) Spring season prior to the season in which they are running for Player Agent.

(ii) Responsibilities. Player Agent Cal Ripken will be responsible for all players through and including the Majors Division. The Player Agent will represent his players at any Board action. The Player Agent shall record all player transactions and document in the League's database accurate and up-to-date information thereof. He shall receive and review applications for player candidates. He shall confirm the accuracy of the player information prior to the draft and other player transactions or selection meetings in accordance with procedures agreed to by the Board of Directors.

He shall instruct and supervise each post-season manager and coach in the preparation of the team's tournament eligibility binder for the President's signature and District's approval.

(h) Player Agent Babe Ruth.

(i) Mandatory Qualifications. Must have been a Parent Member in good standing for a minimum of two (2) consecutive Spring seasons prior to the season in which they are running for Player Agent, and must have been a member of the Board of Directors for a minimum of one (1) Spring season prior to the season in which they are running for Player Agent.

(ii) Responsibilities. Player Agent Babe Ruth will be responsible for all players in the Babe Ruth Division (13-18 yrs). The Player Agent will represent his players at any Board action. The Player Agent shall record all player transactions and document in the League's database accurate and up-to-date information thereof. He shall receive and review applications for player candidates. He shall confirm the accuracy of the player information prior to the draft and other player transactions or selection meetings in accordance with procedures agreed to by the Board of Directors.

He shall instruct and supervise each post-season manager and coach in the preparation of the team's tournament eligibility binder for the President's signature and District's approval.

(i) Concessions Manager. Responsible for the scheduling of parent snack bar duties, parent bathroom cleaning and parent merchandise sales, snack bar cleanliness, 50-50, snack bar check lists and procedures, ordering of snack bar supplies and preparation of a snack bar budget prior to the League budget meeting in February. Also responsible for following proper checks and balances for the verification of daily cash revenue as determined by the Board of Directors.

(j) Information & Computer Director. Responsible for maintaining website information as approved by the Board of Directors. Responsible for dissemination of League official correspondence and general information. All web site content and newsletters are the intellectual property of the League.

(k) Equipment & Purchasing Director. Responsible for inspecting equipment bags for all required equipment. Assigns complete bags to each team in a timely manner and is responsible for collection and recovery of all equipment bags at the end of the season. Shall have the responsibility of procuring uniforms and equipment for the League. He shall provide the Board of Directors with a minimum of two (2) bids, when possible, for all expenditures in excess of \$1,000 and an itemized budget for the current season. The Board of Directors shall choose/approve the vendor and purchases.

(l) Sponsorship & Marketing Director. Responsible for developing and maintaining the sponsorship procedures and presentation, seeking out new sponsorships, following up with old sponsors, making sure all teams contribute a sponsorship and notifying each team of any sponsorship percentage to which they are entitled, and developing all sponsorship correspondence for signature by the President. Responsible for putting Spring and Fall ball flyers in the local schools, including obtaining district approval, printing, counting and distributing.

(m) Head Scorekeeper. Responsible for creating the official League Scorebooks used by the teams each game, and regular monitoring of those books to ensure they are in proper form for post-season review by other leagues when confirming player eligibility. Receive game scores throughout the season, monitor standings, and post those standings on the League website. Hold scorekeeper classes as needed.

(n) Cal Ripken Director of Coaches/Safety Director. Responsible for ensuring the certification of all coaches. Responsible for conducting background checks as needed on prospective coaches, conducting coach meetings, working with Player Agent to staff the tryouts, acting as the main contact for all coaches throughout the season, acting as liaison between Player

Agent and Division Directors, and acting as the coaches' representative at Board Meetings. Responsible for reviewing the Safety Plan at the beginning of each Season and making any necessary changes. Responsible for ensuring all coaches are aware of the safety plan, and that the medical release form is obtained for each child.

(o) Cal Ripken Scheduler & Chief Umpire. Responsible for creating each season's game schedule and practice schedule with the goal of achieving equitable games and practices for the teams in each division and distributing schedules as needed to the Information/Computer Director, Division Directors, umpire service, and any others as needed. Responsible for updating schedules posted at the field as needed. Present seasonal umpire service contract to the Board for approval before the start of each season. Submit game schedules to the umpiring service as needed.

(p) Director of Buddy Baseball. Responsible for directing and coordinating the Buddy Baseball Division. This position is voted on by the Buddy membership.

(q) Director of Babe Ruth. Responsible for the manager and coach selection for all Babe Ruth teams. Acts as both the Director of Coaches for Babe Ruth and the Scheduler for Babe Ruth. Works with the Babe Ruth Player Agent to ensure the draft is fair and equitable, and also organizes post-season play for the Babe Ruth Division. Works with the Cal Ripken Scheduler/Chief Umpire to ensure there are no scheduling conflicts.

(r) Cal Ripken Special Events/Auxiliary Board Director. Responsible for coordinating various Cal Ripken activities in conjunction with team parents and member volunteers. Responsibilities include Opening Day Events, Picture Day, Trophies, Fundraisers, Elections, Closing Day Events, etc. Acts as the liaison between the Board of Directors and the Auxiliary Board. Responsible for enlisting auxiliary volunteers for all special events. Coordinates Opening/Closing day ceremonies, tournaments, fundraisers when applicable and picture day. Responsible for coordinating basic office maintenance (purchase of office supplies, printing of forms, etc.) with the Babe Ruth Special Events/Auxiliary Board Director.

(s) Babe Ruth Special Events/Auxiliary Board Director. Responsible for coordinating various Babe Ruth activities in conjunction with team parents and member volunteers. Responsibilities include Opening Day Events, Picture Day, Trophies, Fundraisers, Elections, Closing Day Events, etc. Acts as the liaison between the Board of Directors and the Auxiliary Board. Responsible for enlisting auxiliary volunteers for all special events. Coordinates Opening/Closing day ceremonies, tournaments, fundraisers when applicable and picture day. Responsible for coordinating basic office maintenance (purchase of office supplies, printing of forms, etc.) with the Cal Ripken Special Events/Auxiliary Board Director.

In the event that the mandatory qualifications for any of the above positions cannot be met by any Parent Member running for said position, the Board of Directors shall determine eligibility.

ARTICLE VII
AFFILIATION

Section 7.1 CHARTER. The President, with the approval of the Board of Directors, shall apply annually for an official youth baseball program charter and shall perform all necessary tasks to obtain and maintain such charter. The League may choose to change its charter affiliation by a two-thirds (2/3) vote of the Board of Directors.

Section 7.2 RULES AND REGULATIONS. The rules for play will take priority as follows: (a) Local League Rules, then (b) Babe Ruth/Cal Ripken Rules, then (c) OBR – Official Baseball Rules. The Official Rules and Regulations ("Official Rules") as published by the charter organization may be modified for regular season play as deemed necessary and approved by the Vice President Baseball. Official Rules will be followed without modification for all post-season play.

ARTICLE VIII
FINANCIAL AND ACCOUNTING

Section 8.1 CONTRACTS, HOW EXECUTED.

(a) Any and all contracts, which may be executed in the name of the Corporation, shall be in such form that it will not be inconsistent with law or with Articles of Incorporation, and shall be approved by the Board of Directors, or by its duly authorized representatives.

(b) All contracts authorized by the Board of Directors, or its representatives, shall be signed by the President, or in his absence by the Vice President Baseball.

(c) Any expenditure by the Board of Directors in excess of \$1,000 shall have prior approval by the Board. Purchases in excess of \$1,000 shall have two (2) competitive bids submitted to the Board of Directors.

Section 8.2 FINANCES. The Board of Directors shall have the final decision on all matters pertaining to the finances of the Corporation; and it shall be permanent policy to place all income and receipts in the corporate treasury, directing the expenditure of the same in such manner as will give no individual or team an advantage over the others. The Board of Directors and all Members shall discourage the contribution of funds to individuals or teams and shall rather solicit funds for the corporate treasury to the common good of all.

All moneys received shall be deposited at Bank of America, 11262 Los Alamitos Blvd, Los Alamitos CA, or in a depository approved by the Board of Directors.

Section 8.3 FISCAL YEAR. The fiscal year of Heartwell Baseball, Inc. shall be from the first day in January through the last day of December.

Section 8.4 BUDGET. The President and Treasurer, as co-chairpersons, shall conduct an annual budget meeting.

Section 8.5 SOLICITATION OF FUNDS. The Board shall not permit the solicitation of funds in the name of HCRBRL unless all the funds so raised are placed in the HCRBRL treasury.

Section 8.6 DISBURSEMENT OF FUNDS. The Board shall not permit the disbursement of HCRBRL funds for reasons other than to conduct the business of the League.

Section 8.7 SALARY OR COMPENSATION. No Director or Member of HCRBRL shall receive, directly or indirectly, any salary, compensation, or emolument from HCRBRL for services rendered as Director or Member.

Section 8.8 DISTRIBUTION OF PROPERTY UPON DISSOLUTION, Upon dissolution of HCRBRL, and after all outstanding debts and claims have been satisfied, the property of the League shall be distributed to a non-profit organization as determined by the Members.

ARTICLE IX **PLAYER DRAFT**

The player selection system shall be a re-draft each year in all divisions.

ARTICLE X **RULES OF BASEBALL**

The League-approved Rules of Baseball are hereby incorporated herein.

ARTICLE XI **AMENDMENTS**

These Bylaws may be amended by a two thirds (2/3) vote of the total number of the Board of Directors. Such proposed amendment will then be presented in writing at a General or Special Membership Meeting, but action on such proposed amendment may be taken only if the proposed change is included in the notice of such Meeting. A majority vote of the eligible Members present shall be necessary to adopt such an amendment.

Should any valid Federal or State law or final determination of any Board or Court of competent jurisdiction affect any provision of this Constitution, the provision or provisions so

affected shall be made to conform to the law or determination, and otherwise these Bylaws shall remain in full force and effect.

These Bylaws are approved by the Board of Directors on May 3, 2012, and ratified by the Membership on May 19, 2012.

_____	_____	_____	_____
Kevin Craig, President	Date	Melanie Craig, Secretary	Date

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of Heartwell Baseball, Inc. a California non-profit corporation (the "Corporation"), and that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation as of April 12, 2012, were ratified by the Membership of this Corporation as of May 19, 2012.

IN WITNESS WHEREOF, I have executed this Certificate as of _____, 2012.

Melanie M. Craig, Secretary

BYLAWS
OF
HEARTWELL BASEBALL, INC.

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