

CONSTITUTION AND BYLAWS

ARTICLE I - NAME AND OBJECTIVE

1.1 Name/Objective. The name of this nonprofit corporation is TECOLOTE YOUTH BASEBALL, INC. ("Tecolote"). Tecolote has no capital stock and is not operated for profit. Tecolote is incorporated as an exempt non-profit California corporation. Tecolote's tax i.d. number is 95-3382612.

Tecolote's objectives are to teach and develop good citizenship, sportsmanship and discipline among its Playing Members and coaches. These objectives are educational and recreational and will be achieved through adults providing a positive and healthful baseball and social experience. Attainment of exceptional athletic skills is of SECONDARY, and the welfare and best interests of Playing Members is of PRIMARY, importance.

ARTICLE II - OFFICES AND BOUNDARIES

2.1 Principal Office. The principal office for the transaction of Tecolote's business and maintenance of Tecolote's records shall be located at the residence of the current PRESIDENT of Tecolote.

2.2 Tecolote's Boundaries. Tecolote's boundaries shall be determined by the Tecolote Board of Directors ("Board") on an annual basis subject to approval by the Pony Division Director pursuant to Pony's Rules and Regulations ("Pony Rules").

ARTICLE III – BOARD OF DIRECTORS

3.1 Powers: Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Playing Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.2 Board of Directors. The Board shall consist of at least ten (10) individual members. All voting Board Members are expected to attend every Board meeting, and meeting of any Committee to which they are assigned, unless excused by the President or other presiding officer.

3.3 Duties and Responsibilities:

3.3.1 President. The Chief Executive Officer of Tecolote. He/She shall supervise, direct and control all affairs of Tecolote, preside at all Board meetings, and insure that rules, policies and principles of Pony and Tecolote are observed. He/shall be the Custodian of Tecolote's Corporate Records. Any candidate for President shall have served on the Board for at least one year.

3.3.2 First Vice President. The Assistant Executive Officer of Tecolote. In the absence of the President, the First Vice President shall discharge the duties of that office and in addition shall succeed to the office of President in the event of a vacancy. He/She shall organize and assume responsibility for Tecolote's fund raising events and activities as follows:

- Team sponsorship
- Programs; and
- Advertisers.

3.3.3 2nd Vice President. In the absence of the President and 1st Vice President, the 2nd Vice President shall assume the duties of president. He/She shall also organize and assume responsibility for all matters pertaining to the following:

- Social events;
- Pictures; and
- Coordinate team fathers'/mothers' functions and preside at their meetings.

3.3.4 3rd Vice President. In the absence of the President and other Vice Presidents the 3rd Vice President shall assume the duties of President. He/She shall also organize and assume responsibility for the following:

- Field improvements and maintenance;
- Capital improvements;
- Building maintenance and improvements;
- Distribution of keys and locks as necessary;
- Coordination with various governing authorities having jurisdiction over Tecolote's fields; and
- Capital improvement planning.

3.3.5 Secretary. Shall keep a record of the proceedings and attendance of all Board meetings and in addition shall:

- Assure that Robert's Rules of Order are maintained at all Board Meetings,
- Annually review Tecolote's Constitution and Bylaws and recommend any necessary changes to the Board; and
- Solicit, receive and present to the Playing Members and Board nominations at Tecolote's annual election.

3.3.6 Treasurer. The Chief Financial Officer of Tecolote. The treasurer shall be responsible for all of Tecolote's finances and shall:

- Maintain adequate and correct financial records for all Tecolote transactions, including Tecolote's assets, liabilities, receipts, disbursements, gains, losses and all income of any kind derived by Tecolote;
- Deposit and disperse funds in accordance with Board policy;
- Prepare and submit monthly financial statements;
- Submit a budget for approval at the November Board meeting based on anticipated income and expenses;
- Insure all tax returns and tax obligations of Tecolote are timely filed.

3.3.7 Assistant Treasurer/Registrar. Shall keep a membership roster showing names, addresses and phone numbers of all Playing Members and their parents and/or legal guardians; be in charge of registration and coordinate activities associated therewith;

3.3.8 Counsel. Shall act as the legal adviser for Tecolote.

3.3.9 Webmaster. Shall be responsible for Tecolote's website.

3.3.10 Snack Bar Coordinator. Responsible for all matters pertaining to operation of snack bar.

3.3.11 Uniform Manager. Responsible for purchase, control and inventory of all baseball uniforms and shall:

- Maintain an inventory log for all uniforms to insure accountability;
- Collect all uniforms at the end of the season; and
- Be in charge of uniform repairs.

3.3.12 Equipment Manager. Responsible for purchase, control and inventory of all baseball equipment and shall:

- Be responsible for First Aid kits on all playing fields.
- Maintain an inventory log for all equipment to insure accountability; and
- Collect all equipment bags at end of the season;
- Be in charge of equipment repairs.

3.3.13 Player Agents (i.e., Shetland, Pinto, Mustang, Bronco and/or Pony). Responsible for establishing and maintaining player eligibility, qualification and selection and shall:

- Conduct and supervise Tecolote's tryouts (if applicable);
- Preside over selection of Playing Members (i.e., draft, tournament and all-star);
- Maintain team rosters;
- Verify date of birth for all Playing Members;
- Verify that Playing Members are in the proper division for their age; and
- Maintain Playing Member, parent and manager/coach relationships.

3.3.14 Chief Umpire. Responsible for controlling the field environment in which Playing Members play during Tecolote games and shall:

- Insure that qualified umpires are scheduled, present and paid for in all games required;
- Supervise training of umpires;
- Handle all complaints involving umpires; and
- Act as a safety officer.

3.3.15 Official Scorekeeper. Responsible for the Supervision and training of Tecolote's scorekeepers and shall:

- Schedule an official scorekeeper meeting for each division except Shetland;
- Insure that each team has a team scorekeeper; and
- Insure distribution of Division score books.

3.3.16 Division Representatives. Pony, Bronco, Mustang, Pinto and Shetland. Responsible for all matters pertaining to the operation of their respective division including, but not limited to:

- Assist Player Agent in division draft and team selection (including tournament and all-star);
- Screening of managers and coaches;
- Tournament, game and practice scheduling and rules;
- Responsible for registering Playing Members within their respective division;
- Collect team information for Annual Program; and
- Provide game balls.

3.3.17 Tournament Director. Coordinate and supervise Tecolote sponsored tournaments.

3.4 Election and Term of Board. The Board shall be elected annually by the Playing Members at the closing day ceremony, and shall serve for a term of one year. All nominations shall be submitted to the Secretary at least 72 hours before the start of that

ceremony, and will be posted at the snack shack and on the League's website at least 24 hours prior to the start of that ceremony. The Secretary shall preside over the election.

A quorum of Playing Members shall be greater than 50% of the total number of Playing Members. If not enough votes are cast to constitute a quorum, then the Board shall be elected by the existing Board, at the first regular Board meeting held after closing ceremonies, and shall serve for a term of one (1) year. Any Playing Member may submit a nomination for any position on the Board to the Secretary no later than 48 hours prior to that meeting where Board Members are elected. That nomination shall be considered by the Board in its' vote, and the nominee or the Playing Member so nominating that candidate shall have the right to address the Board, regarding the nominee's qualifications for that position, subject to the Board's usual rules of procedure.

3.5 Officer/Director Vacancies. The President, with approval of a quorum of the existing Board, may fill vacancies by appointment. This power shall be subject to exercise at any time during the term of the vacant Officer/Director's term of office.

3.6 Removal of Directors. Any Board Member may be removed from the Board for : 1) failing to attend two (2) consecutive Board meetings ; and then failing to attend the next Board meeting after written notification by the Secretary of that Board Playing Member's required presence; 2) by the vote of two-thirds (2/3) of the Directors then in office; or 3) as provided by the laws of the State of California. The entire Board of Directors may be removed from office as provided by the laws of the State of California.

3.7 Non-Liability of Directors: The Directors, who serve without compensation, shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

3.8 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.

3.9 Execution of Instruments: The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no 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.

3.10 Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequests, or devise for the charitable or public purpose of this Corporation.

3.11 Maintenance of Corporate Records: The Corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of Directors, and committees of the Board 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;
- b. 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;
- c. A record of its Playing Members, if any,
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Playing Members, if any, of the Corporation at all reasonable times during office hours.

ARTICLE IV - MEETINGS

4.1 Board Meetings. Board meetings will be held monthly at the same time and day for each consecutive month (e.g., 6:00 p.m., first Thursday of every month) as approved by the Board at the first Board meeting of the calendar year. Special Board meetings may otherwise be called at any time as allowed by these By – Laws. The President, or other presiding Officer of the Board, may excuse another Board Member from attendance and will so state this action in the minutes of the meeting. Seven (7) Board Members shall be necessary to constitute a quorum for the transaction of business. Every act or decision made during a properly noticed Board meeting, at which a quorum is present, shall be regarded as an official act of the Board.

4.2 Special Meetings: Special meetings of the Board of Directors may be called by the President, the 1st Vice President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within the County of San Diego, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation. Notice of the time and place of such meeting shall be given to each Member of the Board upon four (4) days notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile or e-mail. The general purpose of any such Board meeting need be specified in the notice.

4.3 Waiver of Notice and Consent to Holding Meetings: The transaction of any meeting of the Board, however called and noticed or wherever held, is as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein 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 approval shall be filed with the corporate records or made a part of the minutes of the meeting.

4.4 Order of Business. Robert's Rules of Order shall govern proceedings of all Board meeting unless waived by the presiding officer. The Secretary shall serve as the presiding officer on such questions.

4.5 Voting. At all Board meetings, voting shall be conducted in a manner prescribed by the presiding officer. Only Board Members who are present, and entitled by these Bylaws to cast a vote are entitled to vote. All Board Members are entitled to vote, with each such Board Member having one (1) vote.

4.6 Committees: The Board shall have the sole discretion to form or disband such committees as, in the sound discretion of the Board, shall assist in the management of Tecolote. The need for, duties and composition of any such Committee shall also rest within the sound discretion of the Board. No committee, unless expressly allowed to do so by these by – laws, shall have the authority to bind Tecolote through that committee’s unilateral acts or omissions.

Rather, unless specifically so authorized, each such committee shall act only in an advisory capacity to the Board , and the committee’s acts or omissions shall not be those of Tecolote unless adopted or ratified by the Board.

4.7 Rules and Operations Committee. The Rules and Operations Committee has been created by the Board for the purpose of managing and controlling the playing aspects of Tecolote. This committee shall : (i) recommend all local playing rules and make recommendations regarding the playing aspects of Tecolote, including but not limited to field conditions/improvements ; (ii) be composed of the Player Agents, Chief Umpire; Official Scorekeeper and Division Representatives for all divisions of Tecolote (currently consisting of divisions for Shetland, Pinto, Mustang, Bronco and Pony); and (iii) elect its own chairperson to preside over meetings of the Committee, who shall also present the Committee' s recommendations to the Board for approval.

4.8 Decisions Committee. Tecolote recognizes that occasions will arise in which Tecolote needs to make decisions quickly, without the luxury of even a Special Board Meeting. It is thought that this exigency will arise most often in connection with , but certainly is not limited to, issues regarding tournament teams. Should it appear to the President, in the good faith exercise of her/his discretion, that a quorum of the full Board cannot timely be assembled, the President shall appoint a Decisions Committee of at least five (5) Board Members. This committee, of which the President shall not be a Member, shall accept and consider any written valid protest in accordance with Pony's Rules respecting Protests and Penalties. The decision of the Decisions Committee is (i) final, (ii) not subject to appeal; and iii) an official act of Tecolote authorized by these Bylaws.

ARTICLE V - MANAGERS AND COACHES

5.1 Appointment. Managers and coaches shall be selected and approved for each season by a two thirds (2/3) vote of the Board Members present at a duly constituted meeting. Their

term shall be the same as the Playing Members. A manager may name up to three assistant coaches after teams are selected. All managers and coaches are required to undergo yearly background checks, of a form selected by the Board, by opening day. A new background check will be required each season. NO manager or coach will be allowed on the field for games or practice after opening day until the background check is received and verified by the Division representative.

5.2 Responsibilities. Each manager shall answer to the Board. The manager shall supervise the team. Coaches shall assist managers and perform the duties of manager in manager's absence. The manager and coach are a team working as one and shall:

- Participate in the Playing Members' selection system adopted by Tecolote;
- Conduct a parent meeting at the beginning of season and communicate with team parents regarding discipline, participation, health and safety matters and notification of games and practices;
- Select a team parent and scorekeeper to assist the team and Tecolote in carrying out its program and insure that the team scorekeeper is in attendance at each game;
- Be responsible for the actions and behavior of Playing Members on the team while engaged in Tecolote activities.
- Maintain discipline and harmony within the team and among individual Playing Members;
- Respect the umpire's position of authority and abide by his/her decisions;
- Instill in the Playing Members respect for adult leaders by cooperating with others in making the Tecolote program a mutual benefit to all youngsters;
- Instruct the team in the fundamentals of baseball under Pony's Rules and Tecolote's local rules;
- Assume responsibility for the accountability and return of all uniforms and equipment assigned to the team;
- If a Playing Member leaves the team, the Player Agent will investigate why the Playing Member has quit. If possible, the Playing Member, parent and manager will be interviewed. If a manager purposely tries to convince a Playing Member to quit, in the sole judgment of the Board, that manager will be removed by the Board; and
- Maintain confidentiality of the priority of the selection of Playing Members at the draft, including tournament and all-star selection.

5.3 Restrictions. The President shall not manage or coach any team. A Division Representative and Player Agent shall not manage or coach a team within his/her respective division. This restriction shall not be applicable to the Shetland Division. After teams are drafted and the schedule is set, Division Representatives and Player Agents may serve as an assistant coach, team father, team mother or scorekeeper. The Chief Umpire shall not be permitted to hear any appeal or protest of any division in which he or she is a manager or coach.

5.4 Removal. Any manager or coach may be removed by (i) resignation; or (ii) the President with approval of two thirds (2/3) of the Board for just cause. "Just cause" shall be defined to be any action by a manager or coach (i) in direct violation of Pony's Rules, Tecolote's local rules, Constitution, and Bylaws or (ii) which is determined by the Board to be detrimental to the best interests of Tecolote.

5.5 Suspensions. A manager or coach removed from a game by an umpire will not manage or coach the next scheduled game including play-off games. A manager or coach removed a second time by an umpire in one (1) season will be suspended indefinitely and may be reinstated only by an (i) appeal to the Board and (ii) approval to reinstate passed by two thirds (2/3) of the Board.

ARTICLE VI -FINANCIAL POLICY

6.1 General. The Board shall decide all matters pertaining to the finances of Tecolote unless otherwise stated herein. The Board shall cause all income to be placed in a Tecolote bank account and will govern expenditures in such manner as will give no individual or team an advantage over another team regarding equipment, uniforms or other Tecolote property.

6.2 Disbursements. Tecolote funds shall be disbursed by bank check that is cosigned by any two (2) of the following Board Members: President, 1st Vice President and Treasurer. Single occasion, petty expenditures up to \$1,000.00 may be authorized by the President, 1st Vice President or Treasurer without Board approval and without a cosigner. All other expenditures require Board approval before payment.

6.3 Auditing. An audit of Tecolote's financial records shall be conducted annually by a qualified CPA. Upon written request by a Playing Member to the President, the Treasurer shall permit such Playing Member to inspect any and all financial books or accounts of Tecolote in the presence of the Treasurer (at a mutually agreed upon time and place) within five (5) days from such request.

6.4 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 to any Playing Member who requests it in writing, which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- e. Any information required by any section of these Bylaws.

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

VII – PLAYING MEMBERS

7.1 Playing Members: Any currently registered child meeting requirements as to age and residence, as set forth in Pony's Rules, shall be eligible for participation as a Playing Member of Tecolote.

7.2 Term of Membership. The term of membership for Playing Members shall be from their date of registration until the end of that season, which shall be determined by the Board.

7.3 Rights and Privileges:

- a. Voting: Each Playing Member shall have one vote. In recognition of the fact that Tecolote's Playing Members are minors, their vote, if at all, shall be cast by one parent or one legal guardian.
- b. Number of Memberships: There is no limit to the number of Playing Members the Corporation may admit. Membership is personal and no person shall have more than one membership at the same time.
- c. Interest of Playing Member in Corporate Assets: No Playing Member shall own any, nor have any interest as an owner in, nor participate in the distribution of the assets of the Corporation. The Articles of Incorporation govern the disposition of the assets of the Corporation upon dissolution.

7.4 Liabilities: No Playing Member is or shall be personally liable for debts, liabilities, or obligations of the Corporation.

7.5 Meetings: All Playing Members may attend meetings of the Board and receive from the Corporation such reports and publications as may be provided from time to time by the Directors or committees of the Corporation.

7.6 Termination of Membership.

- a. Grounds for Termination. The membership of a Playing Member shall terminate upon the occurrence of any of the following events:
 - 1) Upon his or her notice of such termination delivered to the President or the 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.

- 2) Upon a determination by the Board of Directors that the Playing Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.
- 3) Upon a failure to pay dues on or before their due date. Such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Playing Member.

ARTICLE XIII - SPONSORS

8.1 Selection. The Board shall approve the sponsors for each team participating in Tecolote's baseball program. Each sponsor shall have the right to sponsor a team during the subsequent season unless it is deemed inadvisable by the Board.

8.2 Fees. The Board, on an annual basis, shall determine the fee to be paid by sponsors. All sponsor fees shall be paid into Tecolote's bank account.

ARTICLE IX – UNIFORMS

9.1 Uniforms. The uniforms worn by the Playing Members of each team shall be subject to the approval of the Board. Tecolote supplied uniforms may not be altered without Board approval.

ARTICLE X - RULES OF PLAY

10.1 Official Playing Rules. The official Pony Rules as printed yearly by Pony, as supplemented by Tecolote's local rules, shall govern Tecolote's baseball program.

10.2 Local Playing Rules. Tecolote's local playing rules shall be adopted by the Board at a meeting to be held not later than one (1) month prior to the first scheduled game of any season. The adopted rules shall in no way conflict with Pony's Rules and are subject to revision as deemed necessary for the benefit of Tecolote in general.

10.3 Playing Members.

- Each year all Playing Members shall be returned to the player pool and re-drafted by the managers;
- Team selection for Mustang, Bronco and Pony divisions will follow the Tecolote draft rules for such divisions;
- Team selection for Pinto and Shetland will be determined by the Rules and Operations Committee, subject to approval by the Board.

ARTICLE XI - TOURNAMENT TEAM

11.1 Selection. The manager, coach and Playing Members comprising Tecolote's representatives for tournament play will be selected in accordance with Tecolote's local playing rules.

11.2 Notice. The manner in which tournament teams will be selected and all other relevant factors will be made public before the official playing season begins. The identity of all Playing Members selected for post season tournament play will be (i) held confidential by all concerned and (ii) announced on closing day.

ARTICLE XII- CERTIFICATE OF MEMBERSHIP

12.1 Pony Membership. Tecolote shall apply each year for a "Certificate of Membership" as required by Pony's Rules.

ARTICLE XIII - AMENDMENTS

13.1 Method. Any article or section of the Constitution and Bylaws of Tecolote may be amended or repealed by a two thirds (2/3) vote of the voting Board Members present at any duly constituted meeting.

13.2 Recording Amendments: All amendments, repealed Bylaws, or adoption of any new Bylaws shall be attached to the minutes, along with the original Bylaws, with the date of meeting, kind of meeting and a record of the vote cast.

ARTICLE XIV – FISCAL YEAR

14.1 Fiscal Year of the Corporation: The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE XV – TAX EXEMPT STATUS

15.1 Bylaws: None of the rights, duties, or powers set forth in the Bylaws are intended to adversely affect the tax exempt status of this Corporation. Should any provisions be deemed to violate any state or federal law, or to adversely affect the Corporation's tax-exempt status, such provision shall be deemed null and void.

15.2 Prohibition Against Sharing Corporate Profits and Assets: No Director 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 Bylaws 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.