

AMENDED AND RESTATED BYLAWS OF
IRVINE YOUTH ATHLETIC ASSOCIATION,
A CALIFORNIA NON-PROFIT CORPORATION

ARTICLE I
Name & Location

- 1.1 Name. The name of the Corporation shall be the Irvine Youth Athletic Association, a California non-profit corporation, and as a member of PONY Baseball, Inc. (“PONY National”), a non-profit Pennsylvania corporation, shall be hereinafter referred to as the Irvine PONY Baseball League (hereinafter “Irvine PONY” or “League”).
- 1.2 Location. The principal office of the Corporation shall be located in the City of Irvine, State of California. The Corporation may have such other offices within the State of California as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- 1.3 Region: The region served by Irvine PONY shall be geographical boundaries as agreed upon between Irvine PONY and PONY National. Participation of players in Irvine PONY shall be in accordance with the rules and regulations of PONY National and Irvine PONY.

ARTICLE II
Statement of Purpose and Policy

- 2.1 Purpose. The primary purpose of Irvine PONY is to organize, foster, promote, and advance the sport of youth amateur baseball in a supervised, instructional and competitive manner, under specialized rules and regulations, to secure adequate financial backing for these purposes, and to own, lease, or otherwise provide suitable playing facilities and equipment for these purposes.
- 2.2 Policy. Irvine PONY shall conduct its activities such that the physical and moral welfare of the young people for whose benefit the league is organized shall remain paramount and all matters of policy shall be determined on that basis.
- 2.3 Financial Backing: In order to secure suitable and adequate financial backing to carry out the purpose of the League, it shall be the policy of the League to permit only such sponsorship as is consistent with the purpose for which the League is organized and to select sponsors who are interested in the League principally as a means of contributing to the welfare of young people. It shall be the policy of the League to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with the League.

ARTICLE III
Members

- 3.1 One Class of Members: There shall be one class of Members in the League. Volunteers, parents or guardians of players, team sponsors and other contributors, managers, coaches,

and other interested adults who reside in the region served by Irvine PONY and wish to participate in Irvine PONY shall be eligible for membership in the League. Additionally, the Board of Directors may, from time to time, elect by two-thirds majority, other Members to the League. Membership shall not be transferable.

- 3.2 List of Members: The League shall maintain a list of its members, in any form adopted by the Board of Directors. Membership in the League shall not be transferable or assignable.
- 3.3 Voting Rights of Members: Each Member, in good standing with the League, shall be entitled to one vote on each matter submitted to a vote of the League membership.
- 3.4 Termination of Membership: The Board of Directors, by affirmative two-thirds vote of all members of the Board of Directors, may suspend or remove a Member from the League in accordance with any policies or procedures adopted by the Board of Directors for such purpose. In the absence of such duly adopted policies and procedures, the Board may, by affirmative two-thirds vote of all members of the Board of Directors, suspend or expel a Member for cause after an appropriate hearing by the Board. In addition, with or without an adopted policy or procedure, the Board of Directors, by simple majority vote, may terminate the membership of any Member who becomes ineligible for membership, and may, by simple majority vote, suspend or terminate the membership of any Member who shall be in default in the payment of dues.
- 3.5 Resignation: Any Member, after having fulfilled all of the obligations to the League, including but not limited to payment of unpaid dues, assessments, or charges, may reign from the League by filing a written resignation with the Secretary of the Board.
- 3.2 Reinstatement: Upon written request signed by a former Member and filed with the Secretary of the Board, the Board of Directors, by affirmative vote of two-thirds of all members of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV Meetings of Members

- 4.1 Annual Meeting: The Members of the League (as described in Article III) shall hold an Annual Meeting for the purpose of transacting any lawful business of the membership. The time and place of such Annual Meeting shall be determined by the Board of Directors and notice shall be provided to the League membership through publication and/or individual electronic mailings not less than ten (10) calendar days prior to the date of the meeting.
- 4.2 Special Meetings: Special Meetings of the Members may be called by the President or any Vice President of the League, or by any three (3) members of the Board of Directors, or by ten percent (10%) of the Members of the League in good standing by filing a written demand for Special Meeting with the Secretary of the Board. The demand shall state the purpose of such meeting and shall specify the time, date, and location of the meeting, which shall not be less than ten (10) days nor more than fifty (50) days from the date of demand. Upon

receipt of such demand, the Secretary of the Board shall promptly provide notice of such meeting via U.S. Mail or e-mail to all Members entitled to vote at such meeting. Those individuals who are Members at the time of the notice is sent.

- 4.3 List or Record of Members at Meetings: A list or record of members entitled to vote as of the record date, certified by the Secretary, shall be produced at any meeting of Members upon the request of any Member. If the right to vote is challenged at a meeting, the presiding officer shall require the list or record of Members to be produced as evidence of those individuals with the right to vote at such meeting.
- 4.4 Quorum: The Members of record holding 51% of the total number of votes which may be cast at any meeting shall constitute a quorum at such meeting. Business may not be lawfully transacted without the presence of a quorum. If a quorum is not present at any meeting of the Members, a majority of the members present may adjourn the meeting to another date not more than ten (10) days after the date of adjournment.
- 4.5 Proxies: At any meeting of Members, a Member entitled to vote may vote by proxy, as long as the proxy is executed in writing and filed with the Secretary of the Board prior to the commencement of voting. No proxy shall be valid for more than 90 days from the date of execution.
- 4.6 Vote of Members: Except as otherwise required by law, by the Certificate of Incorporation, or by these Bylaws, any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members shall be authorized by a majority vote of the Members present at the meeting, as long as a quorum is present.

ARTICLE V Board of Directors

- 5.1 General Powers and Qualifications: Irvine PONY shall be managed by its Board of Directors. Each Director shall be at least eighteen years of age and shall be a Member of Irvine PONY. The Directors, by virtue of their office, shall have the power to purchase or otherwise acquire any property, right, or privilege for the benefit of the League, at such price or consideration and upon such terms as the Board of Directors may deem expedient; to appoint, remove, or suspend subordinate Members and to determine their duties; to determine who shall be authorized on behalf of the League to sign written instruments; to delegate any of the powers of the Board of Directors to standing or special committees or to any officer or agent of the League; and to generally do all such lawful acts and take such actions as may be necessary and proper.
- 5.2 Number and Election: The Board of Directors shall consist of, at minimum, a President, Secretary, and Treasurer. Additional Directors shall be elected from among the Members by the Board of Directors. The total number of Directors shall be determined by resolution of the Board of Directors, but in no event shall be less than three (3). The number of Directors may be increased or decreased from time to time by a majority vote of the

Directors then in office. However an action to decrease the number of Directors may only take place to eliminate a vacancy existing by reason of death, resignation, or removal of a Director. Each Director shall have one vote to cast concerning actionable matters before the Board of Directors.

- 5.3 Tenure: Notwithstanding any provisions to the contrary contained herein, each Director shall hold office until his/her successor is elected by the Board of Directors, or until his/her earlier death, resignation, or removal.
- 5.4 Vacancy: Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from enlargement of the Board, shall be filled by vote of a majority of the Directors then in office.
- 5.5 Resignation: Any Director may resign from office at any time by delivering a resignation in writing to the President (or if the President, to a Vice President) and to the Secretary of Irvine PONY. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.
- 5.6 Removal: Any Director may be removed with cause by a two-thirds (2/3) vote of the Board of Directors, provided there is a quorum of the total number of Directors present at the meeting at which such action is taken, except that where a Director is unable to attend three (3) consecutive meetings of the Board, such Director shall have their Directorship declared vacant by the Board, without necessity for a vote.
- 5.7 Meetings of the Board: Regular, or Special Meetings of the Board of Directors shall take place at a location set forth by the President in or in the near vicinity of the City of Irvine. Regular meetings shall take place on a monthly basis. Special meetings may be called at any time by the President or by any three (3) Directors by a written notice given to each Director at least ten (10) days in advance of the proposed meeting date. Such notice time may be shortened in the event of exigent circumstances, however, the goal should be to maximize the attendance of Directors at the Special Meeting. Minutes shall be kept at all meetings of the Board of Directors and preserved for posterity. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- 5.8 Quorum and Voting: Unless a greater proportion is required by law, by the Certificate of Incorporation, or by these Bylaws, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present, then the act of a majority of the Directors present at a meeting shall be the act of the Board of Directors, unless where a greater than majority vote is required by law, by the Certificate of Incorporation, or by these Bylaws.
- 5.9 Action Without Meeting: Any action required or permitted to be taken by the Board of Directors may be taken by the Board of Directors without a meeting if members of the Board constituting a quorum of the entire Board consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents shall be filed

with the minutes of the proceedings of the Board.

- 5.10 Meetings by Conference Telephone: Any one more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at that meeting.
- 5.11 Compensation and Expenses: Irvine PONY shall not pay compensation to Directors, but may reimburse Directors for such expenses actually incurred in performing services rendered to Irvine PONY in such capacity.
- 5.12 Annual Report fo Directors: The Board of Directors shall present at the annual meeting of the Members a report, verified by the President and Treasurer or by a majority of the Directors, or by a certified and independent public or certified public accountant selected by the Board, showing in appropriate detail the following: (1) the assets of and liabilities of Irvine PONY as of the end of the 12-month fiscal period ending not more than six months prior to said meeting; (2) the principal changes in the assets and liabilities during said fiscal period; (3) the revenue or receipts of Irvine PONY, both restricted and unrestricted to particular purposes, during said fiscal period; (4) the expenses and disbursements of Irvine PONY, for both general and restricted purposes during said fiscal period; and (5) the number of members of Irvine PONY as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members can be found. The annual report of the Directors shall be filed with the records of the League and preserved for posterity.

ARTICLE VI Officers

- 6.1 Officers: The Officers of Irvine PONY shall consist of a President, a Secretary, a Treasurer, a Vice President for each player division, and other such other officers as may be elected by the Board of Directors in accordance with the needs of the League. Officers shall be Members and Directors of Irvine PONY. Any two or more offices may be held by the same person upon approval of a majority of the Board of Directors, except the office of President. However, each Officer, regardless of the number of offices held, shall be entitled to only one vote at meetings of the Board of Directors. The President's vote shall only be cast in the event of a tie.
- 6.2 Tenure: The Officers of Irvine PONY shall be elected by the Board of Directors. Once elected, the Officer shall hold office until his/her successor is elected by the Board of Directors, or until his/her earlier death, resignation, or removal.
- 6.3 Vacancy: Any vacancy in an office, however occurring, including a vacancy resulting from enlargement of the Board, shall be filled by vote of a majority of the Directors then in office.
- 6.4 Resignation: Any Officer may resign from office at any time by delivering a resignation in

writing to the President (or if the President, to a Vice President) and to the Secretary of Irvine PONY. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

- 6.5 Removal: Any Officer may be removed with cause by a two-thirds (2/3) vote of the Board of Directors, provided there is a quorum of the total number of Directors present at the meeting at which such action is taken.
- 6.6 Powers and Duties: Subject to the control of the Board of Directors, all Officers shall have such authority to perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by periodically adopted resolutions of the Board and, to the extent not so provided, as generally pertain to their respective offices.

The following are representative duties of each Officer, but do not constitute a comprehensive list of all duties for each office:

A. President: The President shall serve as the chief executive officer and chairman of the Board for Irvine PONY. The President shall preside at all Member meetings and meetings of the Board of Directors and, subject to the supervision of the Board shall perform all duties customary to the office and shall supervise and control all of the affairs of the League in accordance with the policies and directives approved by the Board.

B. Divisional Vice Presidents: The Divisional Vice Presidents each be responsible for the operation of their respective divisions, subject to the supervision of the Board. In addition, the Divisional Vice Presidents shall perform all duties customary to the office and such other duties as prescribed from time to time by resolution of the Board of Directors or by direction of the President, in accordance with the scope of his powers to delegate. The most tenured Divisional Vice President shall, in the absence of the President, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the office of President.

C. Secretary: The Secretary shall be responsible for the keeping of and preserving for posterity of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary, subject to supervision of the Board. The Secretary shall have custody of the corporate seal of Irvine PONY, and shall have authority to affix the same to any instrument requiring it. Such authority may also be delegated to any officer by the Board of Directors.

D. Treasurer: The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Irvine PONY. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of Irvine PONY and shall deposit all monies and other valuable property of the League in the name and to the credit of Irvine PONY in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts and make the books and

accounts of the League available for inspection by any Officer or Director of Irvine PONY. The Treasurer shall perform all duties incident to the office of Treasurer, subject to supervision by the Board, and other such duties as shall from time to time be assigned by the Board.

- 6.7 Compensation and Expenses: Irvine PONY shall not pay compensation to Officers, but may reimburse Officers for such expenses actually incurred in performing services rendered to Irvine PONY in such capacity.

ARTICLE VII Committees

- 7.1 Standing Committees: The Board of Directors shall have authority to create standing committees in accordance with the needs of the League. Such committees shall be comprised of Members and must consist of at least two (2) Directors. The extent of the authority delegated to any standing committee shall be as established by resolution of the Board of Directors, and the actions of the standing committee shall not exceed such authority. The designation of such committee and the delegation of authority thereto shall not operate to relive the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law. Appointments to standing committees, including when vacancies occur, shall be made by the Board of Directors. Removal from standing committees shall be for cause upon action by a majority of the Board of Directors, or upon Board action to terminate the committee as a whole.
- 7.2 Special Committees: The Board of Directors may appoint from time to time, at its discretion, special committees of fixed duration in accordance with the needs of the League. Such special committees shall be comprised of Members appointed by the Board, and said committee shall report directly to the Board of Directors. The extent of the authority delegated to any special committee shall be as established by resolution of the Board of Directors, and the actions of the special committee shall not exceed such authority. Appointment to special committees shall be made by the President of the League or his designee. Removal from special committees shall be at the discretion of the President or designee.
- 7.3 Quorum and Voting: Unless otherwise provided in the resolution of the Board of Directors that describes the authority of a standing or special committee, a majority of the entire committee shall constitute a quorum of the committee. The act of a majority of committee members present at a meeting of the committee at which a quorum is present shall constitute the act of the entire committee.
- 7.4 Minutes and Reports: Minutes shall be kept at all standing and special committee meetings, shall be submitted to the Secretary of the Board of Directors, and shall be preserved for posterity. Standing committee reports shall be made monthly to the Board of Directors at the regular Board meeting. Special committee reports shall be provided to the President on a monthly basis for inclusion in the President's report to the Board at the next regular

meeting.

ARTICLE 8 Discipline

- 8.0 Code of Conduct: The Board of Directors shall establish, adopt, and periodically review a Code of Conduct for Parents and Spectators, and a Code of Conduct for Managers and Coaches. Such documents and the procedures contained therein shall be used as the basis for disciplining, suspending, or removing individuals from Irvine PONY.
- 8.1 Additional Grounds for Discipline/Suspension/Removal: The Board of Directors has authority to establish any other grounds and procedures regarding the discipline/suspension/removal of Members from Irvine PONY, as the Board deems necessary.

ARTICLE 9 Miscellaneous

- 9.0 Administrative Plan: The Board of Directors shall establish an Administrative Plan for the governance of certain routine operational matters of the League, which shall be reviewed annually by a standing committee with recommendations provided to the Board of Directors. The Board of Directors shall annually approve the Administrative Plan and a copy shall be made available for Member review.
- 9.1 Fiscal Year: The fiscal year of Irvine PONY shall be the calendar year or such other period as may be fixed by the Board of Directors.
- 9.2 Corporate Seal: The seal of Irvine PONY shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "State of California" and the year the Corporation was formed in the center. Irvine PONY may use the seal by causing it or a facsimile to be affixed, impressed, or reproduced in any manner.
- 9.3 Checks, Notes, and Contracts: The Board of Directors shall determine who shall be authorized from time to time on Irvine PONY's behalf to sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money; to enter into contracts; or to execute or deliver other documents or instruments.
- 9.4 Books and Records: Irvine PONY shall keep, at its principal office (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its members, Board and any committee of Irvine PONY; and (3) a current list or record containing the names and addresses of all Members, Directors, and Officers of Irvine PONY. Any of the books, records, and minutes of Irvine PONY may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 9.5 Amendments to Certificate and Bylaws: These Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds of the Directors present at a regular or special meeting

of the Board of Directors called for the purpose of approving such new Bylaws.

- 9.6 Indemnification and Reimbursement: Irvine PONY shall indemnify any and all persons who may serve or who served at any time as Directors or Officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid on judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of an claim, action, suit, or proceeding, in which they, or any of them, are part, parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors, or Officers or a Director or Officer of Irvine PONY, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of Members, or otherwise.
- 9.7 Interested Directors and Officers: No contract or transaction between Irvine PONY and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that any one or more of the Members, Officers, or Directors of Irvine PONY has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested Member, Officer, or Director was present at the meeting of the Board of Directors that acted on or in reference to such contract or transaction, or because he/she participated in such action, provided that the interest of each such Member, Officer, or Director shall have been disclosed to or known by the Board, and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested Member, Officer or Director may be counted in determining whether ratification or approval is given.

CERTIFICATE

The undersigned, Secretary of Irvine Youth Athletic Association, a California non-profit corporation, hereby certifies that attached hereto is a true copy of the Bylaws of said corporation duly adopted by said corporations Board of Directors and said Bylaws are still in effect. These Bylaws expressly supersede the previous Bylaws of the Corporation adopted July 1, 1976.