

BY-LAWS OF THE CLEARWATER LADY BOMBERS, INC.

(a not-for-profit corporation)
Bollenback & Forret, PA
1000 Pinellas Street, Clearwater, FL 33756
Founded: January 1, 1994
Amended: September 29, 1997
Amended: February 24, 2003
Amended: August 26, 2004

ARTICLE I - INTRODUCTION

1.1 Definition of By-Laws. These By-Laws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs.

1.2 Purpose. This Corporation is organized, and shall be operated exclusively for the purpose of providing a competitive softball organization for young women, which will promote citizenship, sportsmanship, leadership, and good conduct.

1.3 Powers. For the foregoing purpose, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purpose, for which non-profit corporations may be incorporated under the Florida-Not-For-Profit Corporation Act, and any successor or amendment to that Act.

C. To do such other things as are incidental to the powers of incorporation or necessary or desirable in order to accomplish the purpose of the Corporation.

ARTICLE II - OFFICERS

2.1 Principal Office. The principal office of this Corporation will be located in Clearwater, Florida.

2.2 Location of Registered Office. The location of the initial registered office of this Corporation is Bolenbach & Forret PA, 1006 Pinellas Street, Clearwater, Florida 33756. Such registered office will be continuously maintained in the State of Florida for the duration of this Corporation, except that the Board of Directors may from time to time change the address of its registered office by a duly adopted resolution and a filing of the appropriate statement with the State of Florida.

ARTICLE III - AFFILIATION

The Corporation will be registered and affiliated with any association deemed appropriate by the Board of Directors. The initial affiliation of the Corporation will be with the Amateur Softball Association (ASA), a charitable organization. As long as the Corporation is affiliated with the ASA, all team activities will be conducted in accordance with the rules of play as established by the ASA.

ARTICLE IV - MEMBERSHIP AND GOVERNANCE

4.1 Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the affairs of this Corporation subject to the law, the Articles of Incorporation, and these By-Laws.

4.2 Duties of the Board of Directors. The Board of Directors will establish policy and rules necessary to operate the organization in accordance with the objectives of the Corporation.

4.3 Commitment of Authority. Unless the Board of Directors decides otherwise, the Board of Directors will have the exclusive authority to commit the Corporation to any agreement or responsibility. Before this commitment is made, the Board of Directors will hold a vote in accordance with Article IV, Section 8 to determine whether engaging in such activity would be beneficial to the Corporation.

4.4 Membership on Board of Directors. The Board of Directors of this Corporation will be initially comprised of four (4) members, of which are the President, Vice President, Treasurer, and Secretary. A fifth member of the Board of Directors, subject to the approval of the four initial officers, may be the person who served as President of the Corporation during the previous year. No manager may maintain a position on the Board of Directors during his/her term as a manager.

4.5 Expansion of the Board of Directors. The number of seats on the Board of Directors may be expanded to a maximum of nine (9) seats, or reduced to a minimum of four (4) seats by a majority vote of the existing Board of Directors. If the number of persons serving on the Board of Directors is increased in number over four (4), the newly created positions will be filled by persons nominated and elected in accordance with Article IV, Sections 6 and 7.

4.6 The President of the Corporation will nominate candidates for the open positions which remain on the Board of Directors. The existing Board of Directors will vote for the candidate.

4.7 Election to the Board of Directors for Non-Officers. The members already serving on the Board of Directors will vote on the persons nominated for the open positions on the Board of Directors. Each Director will have as many votes as there are positions open and may cast only one (1) vote per position. The candidate(s) receiving the most votes will be elected to the open position(s).

4.8 Voting by the Board of Directors. The only persons eligible to vote on issues involving the policies or representations of the Corporation are the current members of the Board of Directors. Whenever a policy decision is required, all of the members of the Board of Directors, excluding the President, will vote on the issue. Two-thirds (2/3) of the Board of Directors, excluding the President, must be present for a vote, and a simple majority of those Directors will approve the decision. If a director should choose to abstain from voting, he/she will be considered present for the purposes of quorum, and his/her abstention will be considered a vote in the negative. In the event of a tie, the President will cast the deciding vote.

4.9 Voting by Parents. The Board of Directors may deem it necessary to put some issues forth to the parents of the players. As such times, a General Meeting will be called in accordance with these By-Laws, and every effort will be made to provide sufficient notice to all parents. No quorum will be required. Votes taken at these meetings will require a simple majority of those present, with one (1) vote per player's family. In the event that a family has more than one (1) player within the organization,

that family will be entitled to an additional vote per additional child. In the event that a family is unable to attend a general meeting which requires their voting, an absentee ballot may be issued by the Board of Directors.

4.10 Termination of a Director. A member of the Board of Directors may be terminated as outlined in Article IX, which prescribes the procedure for termination of Directors, managers and coaches.

4.11 Resignation of a Director. The resignation of a Director will become effective on the date which the resignation is communicated by him/her to the Board of Directors, and a vacancy will be deemed to exist as of that date.

4.12 Vacancies on the Board. Any vacancy occurring in the Board of Directors, whether by resignation, termination, death or otherwise, shall be filled by an appointment by the Corporation's President, subject to approval by the Board of Directors voting in accordance with Article 4, Section 8. This vacancy shall be filled within thirty (30) days. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

ARTICLE V - OFFICERS

5.1 Roster of Officers. The Officers of this Corporation will consist of the following:

- A. President
- B. Vice President
- C. Treasurer
- D. Secretary

In addition, the board of Directors may elect such Assistant Officers as they from time to time deem necessary.

5.2 Election of Officers. Each of the Officers of this Corporation will be elected annually at the end of each season by a majority of those allowed to vote at the General Meeting. This election will occur no later than August 31. Since the outgoing President normally occupies a seat on the Board of Directors following the expiration of his/her term as President, he/she is not normally eligible to run for consecutive terms of office as President, and will preside over the election. The Board of Directors may allow the President to serve additional terms as President following the expiration of his/her initial term. In order to accomplish this, the Board of Directors will nominate the President to remain in office for the following year, and then he/she will be considered as a candidate for the election held at the General Meeting.

5.3 Term of Office. Each duly elected officer will serve a term which terminates August 31 of the following year. Officers which have been appointed in accordance with Article IV, Section 12, will serve for the unexpired term of the predecessor in office.

5.4 President. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in the Articles of Incorporation, these By-Laws, or as may be prescribed from time to time by the Board of

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Directors. The other responsibilities of the President will include, but not be limited to, the duties listed below:

A. During his/her term as President, the President will serve as an active member of the Board of Directors; and his/her membership on the Board of Directors will continue for one (1) year immediately following his/her term as President in accordance with Article IV, Section 4, unless duly elected to another term in accordance with these By-Laws.

B. The President will serve as spokesperson at all Corporation activities, and conduct all meetings of the Corporation.

C. The President will appoint chairpersons to the Corporation's committees, which chairpersons will also be approved by the Board of Directors.

D. The President will act as a consultant to all committees.

5.5 Vice President. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed in the Articles of Incorporation, these By-Laws, or as may be prescribed from time to time by the Board of Directors. The other responsibilities of the Vice President will include, but not be limited to, the duties listed below:

A. During his/her term as Vice President, the Vice President will serve as an active member of the Board of Directors.

B. The Vice President will assist the President in controlling and supervising the affairs of the Corporation.

C. The Vice President will act as consultant to all committees.

D. The Vice President will oversee all teams to assure that each respective team is in compliance with all corporate by-laws, rules and regulations that affect the organization and its respective teams.

5.6 Treasurer. The responsibilities of the Treasurer will include, but not be limited to, those required by law, the Articles of Incorporation, and these By-Laws. The other responsibilities of the Treasurer will include, but not be limited to the duties listed below:

A. During his/her term as Treasurer, the Treasurer will serve as an active member of the Board of Directors.

B. The Treasurer will receive and have responsibility for all corporate funds.

C. The Treasurer will maintain accurate accounts of the Corporation's business transactions and accurate financial records of the Corporation.

D. The Treasurer will file an appropriate tax return for the Corporation.

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5.7 Secretary. The responsibilities of the Secretary will include, but not be limited to, those required by law, the Articles of Incorporation, and these By-Laws. The other responsibilities of the Secretary will include, but not be limited to the duties listed below:

- A. During his/her term as Secretary, the Secretary will serve as an active member of the Board of Directors.
- B. The Secretary will maintain the Corporation's By-Laws and other records.
- C. The Secretary will prepare meeting agenda and record and maintain the minutes of all meetings.
- D. The Secretary will reproduce copies and give notices required by law or by these By-Laws.
- E. The Secretary will prepare and maintain official team rosters. A copy, of which will be provided to the Board of Directors.

ARTICLE VI - MEETINGS

6.1 Scheduling. The Board of Directors will schedule various meetings of its members and others, including Annual Meetings, General Meetings, and Special Meetings in accordance with these By-Laws.

6.2 Annual Meetings. At the end of each season and prior to August 31, the Board of Directors will call an Annual Meeting of the Corporation. At least seven (7) days notice must be given prior to the meeting to all Directors, managers, coaches and parents.

6.3 General Meetings. A General Meeting may be called by the Board of Directors at any time when the Board of Directors deems that the Corporation should conduct business in the presence of the Directors, managers, coaches and parents. At least seven (7) days notice must be given prior to the meeting to all Directors, managers, coaches and parents.

6.4 Special Meetings. From time to time, the Board of Directors may call a Special Meeting to conduct business of the Corporation, and may invite and give notice of the meeting to whomever they decide. At least 24-hours notice must be given prior to the meeting to all those invited to attend.

6.5 Board of Directors Meetings. The Board of Directors will conduct regularly scheduled meetings to conduct corporate business. These meetings are closed to those who are not either members of the Board of Directors or managers. If a manager cannot attend, he/she may choose a team representative to attend in his/her absence.

ARTICLE VII - COMMITTEES

At any time it deems appropriate, the Board of Directors may create a committee or committees for any purpose, subject to the limitation that the Board of Directors may not impart its power to manage the Corporation's affairs. Subject to ratification by the Board of Directors, the President will choose the

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chairperson for each committee from the Directors, managers, coaches and parents. Other members of the committee will be chosen by the chairperson of the committee. No decision by any committee created by the Board of Directors will be final or binding until the decision has been approved by the Board of Directors voting in accordance with Article IV, Section 8.

ARTICLE VIII - MANAGERS

8.1 Ratification. Each year the Board of Directors will ratify the manager of each team voting in accordance with Article IV, Section 8.

8.2 Duties of Managers. The duties of managers shall include, but not be limited to, the following:

A. Managers will submit a list of coaches to the Board of Directors yearly for ratification by the Board of Directors in accordance with Article IV, Section 8.

B. Managers must maintain an official team roster and submit the roster to the Board of Directors. Any additions or deletions to the roster must be reported to the Board of Directors.

C. Managers will collect and maintain team members' birth certificates, medical consent forms, and registration forms. Copies of these forms will be provided to the Board of Directors.

D. Managers will submit copies of all receipts received from money spent to the Treasurer.

E. Managers will create an annual projected budget which they may amend throughout the season.

F. Managers will be responsible for the enforcement of policies relating to players, and will maintain a professional manager-to-player relationship.

G. Managers will be responsible for the conduct and actions of team members and coaching staff.

H. Managers will hold a team meeting with team members and parents during which managers will discuss rules relating to the conduct and responsibilities of players and their parents. A member of the Board of Directors must be present.

ARTICLE IX - TERMINATION OF MANAGERS OR COACHES

9.1 Reasons for Termination. Directors, managers and coaches may be terminated by the Board of Directors for reasons including, but not limited to, the following:

A. Improper or unethical actions or conduct on or off the field.

B. Failing to perform their duties as outlined in these By-Laws or by the Board of Directors.

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C. Failing to address a problem brought to his/her attention by the Board of Directors.

D. Breaching the manager/player relationship by entering into a dating or romantic relationship or attempting to enter into such a relationship with any player within the Corporation.

9.2 Procedure for Termination. In order to terminate a manager or coach, a Special Meeting must be called. The Board of Directors will take control of the team during the period between the Special

Meeting and voting upon termination. The Board of Directors will request the manager or coach and other persons that the Board of Directors deems appropriate under the circumstances to attend and will give each person 24-hours notice of such a meeting. The manager or coach's attendance at this meeting will not be required for the Board of Directors to take action. The Board of Directors will advise the manager or coach of the meeting's purpose in the notice given to the manager or coach, and the manager or coach will be allowed to speak on his/her own behalf. After the Board of Directors has heard the evidence for termination and the rebuttal, the Board of Directors will meet privately to vote. In order to terminate a manager or coach, the Directors will vote in accordance with Article IV, Section 8.

9.3 Notification of Termination. Immediately after voting, the Board of Directors will inform the manager or coach of the outcome of his/her status.

9.4 Appeal of Termination. After receiving notice of termination, the manager or coach will have five (5) days to submit a written appeal to the Board of Directors. If an appeal is made, the Board of Directors must call a Grievance Hearing, inviting and giving seven (7) days notice to the manager or coach and any other person that the Board of Directors deems appropriate under the circumstances. In the event that a manager is suspended the Board of Directors will maintain control of the team until the manager is reinstated or a replacement manager is selected. The vote of the Board of Directors at the Grievance Hearing will be final.

ARTICLE X - PLAYERS

10.1 Selections. Each team's members will be selected by each team's manager.

10.2 Player's Funds. All personal, corporate and team fund raising money shall stay with the organization in the event a player leaves or is terminated from the team. All equipment, provided by team or organization, must be returned to the organization.

10.3 Appeal of Hardship. If a player feels they have a hardship case, they will have five (5) days to submit a written appeal to the Board of Directors. If an appeal is made, the Board of Directors must call a Grievance Hearing, inviting and giving seven (7) days notice to the player and any other person that the Board of Directors deems appropriate under the circumstances. The vote of the Board of Directors at the Grievance Hearing will be final.

10.4 Termination of Players. Players may be terminated by their team's manager.

10.5 Fund Raising. Players will participate in such other events designed to raise money for the Corporation and for their respective teams as the Board of Directors or manager deems are necessary.

ARTICLE XI - PARENTS

11.1 Voting Rights. Each player's parents or guardians will be allowed to vote at all General Meetings. For each issue which is brought to a vote of the parents, each player's parents will have one (1) vote per player, and parents with more than one player in the league will have one (1) vote per player. Players will be considered eligible if they are listed on the current team roster on record with the Board of Directors. Absentee ballots will be made available by the Board of Directors.

11.2 Petition to Speak Before the Board of Directors. Any parent may request to speak before the Board of Directors by requesting, either orally or in writing, of any member of the Board of Directors for that opportunity. The member petitioned will inform the Secretary of the request and schedule a time for the parent to address the Board of Directors at the next scheduled meeting of the Board of Directors.

11.3 Parental Conduct. Parents should direct all questions and problems to the Board of Directors, as neither managers nor coaches make policy. Disruptive behavior by parents, or interfering with coaching duties, especially during a game is considered highly detrimental to the team and player success. Repeated inappropriate conduct may cause the parent or his/her child to be asked to leave a game or terminated from a team.

ARTICLE XII - FUNDS AND ACCOUNTING

12.1 Fund Administration and Disbursal. The Corporation's funds will be administered by the Treasurer. Any check disbursed by the Corporation will require a single signature of the President, Vice President, Secretary or Treasurer.

12.2 General Fund. The Corporation will keep a General Fund consisting of money that is raised by tournaments and other group fund raisers. The money in the fund will be used for general operating expenditures by the Board of Directors, and the surplus will be distributed among the teams.

12.3 Team Funds. Each team will have a Team Fund to be used for the operation of each specific team. The money in this fund will include money received as surplus from the General Fund, as well as funds raised by the team. Each Team Fund will be maintained by the Treasurer.

12.4 Management Changes or Disbanding of Team. If a manager changes age groups within the Corporation's league, resigns or is terminated, the Team Fund will remain with the Corporation.

ARTICLE XIII - TEAM BUDGETS

Each manager will submit to the Board of Directors a budget consisting of anticipated team expenses for Board of Directors' approval in accordance with Article IV, Section 8. The team budgets will be based on a fiscal year beginning September 1st and ending August 31st.

ARTICLE XIV - TERMINATION OF THE CORPORATION

In the event the Corporation is terminated, the Treasurer and President will file the appropriate papers, including a final tax return, and properly dissolve the Corporation. Any funds remaining in the General Fund, Team Fund, or other accounts held by the Corporation will be donated to a girls' 501(c)(3) athletic program or local girls' athletic program after all financial obligations have been met.

ARTICLE XV - AMENDMENTS

These By-Laws may be amended, altered, or repealed by either of the following methods:

- A. Written action without a meeting signed by all members of the Board of Directors, or
- B. The affirmative vote of at least sixty-six percent (66%) of the members of the Board of Directors, the notice for which meeting will include the substance of the proposed changes.

These By-Laws have been amended and ratified by the Board of Directors of Clearwater Lady Bombers, Inc. this _____ day of _____, 2004.

_____ David Brandon	_____ President
_____ Susan Adams	_____ Vice-President
_____ Diana Hofer	_____ Secretary
_____ Lynda Estes	_____ Treasurer
_____ Jill Fenlon	_____ Director
_____ Liz Keisling	_____ Director
_____ Vivian Yates	_____ Director