

BYLAWS

OF

ALAMEDA WORLD TOURNAMENT BASEBALL, INC. A Non-Profit Public Benefit Corporation

ARTICLE I

Section 1. The name of this Corporation is ALAMEDA WORLD TOURNAMENT BASEBALL, INC., a California Non-Profit Public Benefit Corporation, hereinafter referred to as "the Corporation".

Section 2. The principal office of the Corporation in the State of California shall be located in the City of Alameda, County of Alameda.

ARTICLE II

PURPOSE

The general purpose of the Corporation is to develop and educate young athletes in their baseball abilities, to promote competitive tournament play and participate in international competition.

ARTICLE III

MEMBERSHIP

Section 1. This Corporation shall have no members within the definition of Section 5056 of the California Non-Profit Corporation Law.

Section 2. No Board member shall be liable for any dues or assessments, and this Corporation shall not levy dues or assessments upon any member.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The corporate powers of the Corporation shall be vested in a Board of Directors which shall consist of no fewer than three (3), nor more than twelve (12) members.

Section 2. Election of The Board of Directors shall take place at the regular annual meeting. Members of the Board shall be elected by a simple majority of outgoing board members. A Director can succeed him or herself.

Section 3. Directors shall be elected at the annual meeting and each shall be elected to a term of one (1) year.

Section 4. No Board member shall be removed from office during his or her term of office except by a two-thirds vote of a quorum of the Board members present at a regular scheduled Board meeting.

Section 5. Each Director shall have one vote, which said vote might be cast by proxy.

Section 6. Any Director may resign upon written notice to the President, Secretary, or Board of Directors.

Section 7. The Board shall have the power, between annual meetings, to elect new Directors to serve to the expiration of the term of any vacancy, whether such vacancy is caused by

resignation, death, removal, or increase in the number of Directors caused by amendment of these Bylaws.

Section 8. The Board of Directors shall have the power to conduct, manage, and control the affairs and business of the Corporation, and to make rules not inconsistent with the laws of the State of California for the guidance of the Officers and management of the affairs of the Corporation.

Section 9. The Board of Directors shall have power to incur indebtedness, the terms and amounts of which shall be entered in the minutes of the Board and the note or obligation, if any, given for the same shall be signed by the President and the Secretary in their official capacities, and shall be binding upon the Corporation.

ARTICLE V

MEETINGS

Section 1. There shall be an annual business meeting of the Board of Directors in the month of September of each year.

Section 2. There shall be monthly meetings of the Board of Directors at such times as shall be determined by the President of the Board or its members. Monthly meetings may be cancelled by the President if he/she determines that there is insufficient business requiring Board action to justify holding the meeting. The agenda for the meeting and minutes of the last meeting with a notice of the time and place of meeting shall be provided to each member of the Board of Directors at least three (3) days prior to the meeting.

Section 3. The presence of at least one-half (1/2) of the members of the Board shall constitute a quorum at monthly meetings.

Section 4. A quorum for the transaction of business shall consist of a simple majority of the number of members of the Board of Directors present.

Section 5. Special meetings of the Board of Directors for any purpose whatsoever may be called at any time by one of the following:

- (a) The President of the Board of Directors; or
- (b) Three or more directors.

ARTICLE VI

OFFICERS

Section 1. The Officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer, and International Relations Director. No person may serve concurrently as both President and either Secretary or Treasurer.

Section 2. Officers shall be elected from the Board of Directors.

Section 3. The offices of President, Vice-President, Secretary, Treasurer, and International Relations Director will be limited to one year's duration. An officer may be a candidate for re-election through the nominating process.

Section 4. The Board of Directors shall, at its first regular meeting, elect the officers.

Section 5. The President, or in his/her absence, the Vice-President, or in the absence of both, a Director appointed by the Board Directors shall:

(a) Sign, as President, all contracts and other legal instruments, which the Board of Directors has approved.

(b) Preside at all meetings of the Board of Directors. He/she shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

(c) Call the Directors together whenever he/she deems it necessary.

Section 6. The Vice-President at the request of the President, or in the event of his/her absence or disability, shall perform the duties and exercise the powers of the President.

Section 7. The Secretary shall:

(a)Keep the minutes of all the meetings of the Board of Directors.

(b)Distribute minutes per Article V, Section 2.

(c)Serve all notices required either by law or by these bylaws and in the case of his/her failure to do so, and then such notices are to be served by any person directed by the President or Vice President of the Corporation.

(d)Perform such other duties as may be prescribed for him/her by the Board of Directors.

Section 8. The Treasurer shall:

(a)Have and maintain custodial care of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors.

(b)Establish a bank account in the name of the Corporation in such bank or banks as approved by the Board of Directors and co sign such accounts.

(c)Be responsible for the collections of monies, the payment of bills, tax returns, and the keeping of accounts of the Corporation.

(d)Perform such other duties as may be prescribed for him/her by the Board of Directors.

Section 9. The International Relations Director shall perform such duties as prescribed for him/her by the Board of Directors.

(a)Act as primary liaison with international organizations.

ARTICLE VII

COMMITTEES

Section 1. The Board of Directors may create committees, as they deem necessary to facilitate the operation of this Corporation.

Section 2. The President of the Board of Directors may appoint special advisory committees at the discretion of the Board.

Section 3. The President shall be responsible for overseeing operations of the committees and may use volunteers to fulfill objectives set forth by the Board of Directors. The Board may set committee limitations.

ARTICLE VIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, Officer, committee person of, or person connected with the Corporation, or any other person shall receive at any time any of the net earnings or pecuniary profits from the operation of the Corporation. This shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

If dissolved the Board of Directors shall determine how to distribute the assets of the Corporation.

ARTICLE IX

INDEMNIFICATION

This Corporation has the power to indemnify any agent of the Corporation to the full extent allowable and within the limitations imposed by the California Non-Profit Public Benefit Corporation Law.

ARTICLE X

AMENDMENT

These Bylaws may be amended by a majority of the vote of the Directors; provided, however, that Section 2 of Article I of these Bylaws may be amended only by a two-thirds vote of the Board. Proposed amendments shall be provided to each Director at least seven (7) days prior to the meeting at which they are to be acted upon.

The undersigned, being the sole incorporator of this Corporation, hereby adopts the foregoing Bylaws of this Corporation.

ORIGINAL DATED: May 5, 1997

W. LANCE RUSSUM

AMMENDED: JANUARY 26, 2005

Operating Procedures

1. Board of Directors

- a. Elected at the annual meeting in September.
- b. Officers consist of President, Vice-President, Secretary, Treasurer and International Relations Director.

- c. Remaining positions are Directors At-Large; total number of Board of Directors shall not exceed twelve (12).

2. Meetings

- d. The President will schedule monthly meetings and will provide notification of meeting no less than three days prior to scheduled meeting to all Board members.

3. Sponsor Solicitation

- e. Solicit sponsors for the program.
- f. Outreach letters to sponsors should be sent out to the community no later than January 31st.
- g. Create sponsor awareness materials. Ie. Tee shirt, website presence, newspaper articles.
- h. Send thank you note to sponsors after donation is received.

4. Selection of General Manager, Manager and Coaches

- i. Notices will be placed in local newspapers announcing GM and Manager openings for the upcoming year. This is typically done in October with selection completed no later than November 15th.
- j. Interested candidates submit letter of interest/application to President
- k. President schedules a time for board to interview potential candidates.
- l. A confidential discussion and vote occurs after interview.
- m. Candidate receiving the majority of votes from Board of Directors will be appointed Manager.
- n. Candidate receiving the majority of votes from Board of Directors will be appointed General Manager.
- o. In the event that there are no candidates for the GM position; President will actively solicit and recruit potential candidates and with the Board's approval, a GM will be appointed.
- p. Manager will recommend individuals for coaching positions; Board of Directors approves recommendations.
- q. Traditionally there have only been two coaches officially recognized. Exception to this practice is approved by the current year's Board of Directors

5. Players

- r. It is recommended that the Alameda World Team be comprised of 75% Alameda residents.
- s. Eligible players will be 14 and 15 years of age as of July 31st.
- t. Notices will be placed in local newspapers to recruit Alameda 14 & 15 year old baseball players.
- u. GM, Manager and Coaches actively recruit players from outside Alameda.
- v. Interested players will complete an application and submit a \$100 application fee. The fee is refundable if player is not selected for the team.
- w. Manager schedules a meeting with GM and coaching staff to discuss and select Alameda player applications.

- x. Manager schedules tryouts for potential players.
- y. Manager oversees and has final approval on player selections in accordance with AWTB guidelines and philosophy.
- z. Once team has been selected, GM arranges for Parent/Player meeting where the following is discussed:
 - i. Player Code of Conduct Contract
 - ii. Travel Itinerary
 - iii. Team / Player Expectations & Philosophy
 - iv. Fundraising through Raffle Tickets

6. Raffle Tickets

- a. Tickets are sold for \$5.00 each, 6 for \$25.00 or 13 for \$50.00.
- b. Players can raise up to \$300 over the maximum cost of the trip in raffle ticket money. No refunds will be issued over the \$300 maximum
- c. All raffle tickets are property of Alameda World Team,
- d. Raffle Ticket Sales are to be kept separate from Sponsor Donations. Example: If someone gives you a check for \$150 without raffle tickets being exchanged, that's a sponsor donation.
- e. If player drops out, all monies are non-refundable.

7. Travel Accommodations for General Manager, Manager and Coaches

- aa. General Manager and Manager: AWTB will pay for 100% of the transportation cost for each of them. AWTB will pay for one room in a hotel for the two of them to share. If they do not share a room, AWTB will pay 50% of the room expense for each of them unless otherwise approved by the Board of Directors.
- bb. Coaches: If there are two coaches, AWTB will pay for 50% of the transportation cost for each coach and pay for one room in a hotel for the two of them to share. If they do not share a room, AWTB will pay 50% of the room expense for each coach unless otherwise approved by Board of Directors. If there are three coaches, AWTB will pay for 33 1/3% of the transportation cost for each coach and pay for one room in a hotel for the three of them to share. If they do not share a room, AWTB will pay 33 1/3% of the room expense for each coach unless otherwise approved by the Board of Directors.
- cc. Hotel accommodations paid for at the standard room rate, upgrades for larger room paid for by individual.

8. Home Staying

- a..
- 2. It is an expectation that player families will home stay visiting players as required.