

THE OAKLAND COBRAS FASTPITCH SOFTBALL ASSOCIATION
By-Laws Adopted on March 15, 2009

SECTION 1 - NAME

The name of the organization is the OAKLAND COBRAS FASTPITCH SOFTBALL ASSOCIATION

SECTION 2 - OFFICES

The principal office of the Association shall be located at such a place as from time to time may be fixed by the Board of Directors.

SECTION 3 - PURPOSE

The Association shall be a non-profit Corporation devoted to the following objectives:

- A. To foster amateur sports competition by forming youth sports teams for the purpose of teaching skills, good sportsmanship and competition;
- B. To promote good citizenship of youth through community volunteerism and charitable giving;
- C. To insure to the fullest extent possible that amateur fastpitch softball opportunities are available to young women regardless of race, creed, color or economic status;
- D. To promote, foster, solicit and receive funds and property of every kind and nature whatsoever, whether by gift, bequest, devise or otherwise, in any form, from any person, party or entity, to hold and administer such funds and property and to expend such funds for charitable purposes which are approved, sponsored and supported or undertaken by the Association. "Charitable Purposes" mean those purposes permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and those purposes for which under the laws of the State of Michigan property may be held in trust free from the rule against perpetuities;
- E. In general, to engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes.

SECTION 4 - FISCAL YEAR

The fiscal year of the Association shall be October 1 to September 30 of each year .

SECTION 5 - MEMBERS

The Association shall have no members. All voting power shall be vested in the Board of Directors.

SECTION 6 - DIRECTORS

- A. Composition of Board. The property, affairs and business of the Association shall be managed under direction of the board of directors and, except as otherwise expressly provided by law or these by-laws, all of the powers of the Association shall be vested in such board.
- B. Number of Directors. The Association board of directors shall consist of no less than three (3) nor more than fifteen (15) members. Four (4) of these members will serve as elected officers.
- C. Initial Election of Directors. The initial directors of the Association shall be elected by the team managers of existing teams at the time of adoption of these bylaws.
- D. Terms of Directors. Effective upon adoption of these bylaws Directors shall serve for a term of one (1) year. Directors shall not be limited to terms.
- E. Election of Directors. Directors shall be elected by a majority vote of the most recent Team Managers of existing teams at each annual meeting of the board of directors to succeed those directors whose terms have expired and to fill any vacancies then existing or to expand the board of directors as permitted hereby.

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F. Attendance at Board Meetings. It shall be required that all directors attend all regular and special meetings of the board of directors. Directors absent without a valid reason for more than one-half (1/2) of regular board meeting within a fiscal year shall be subject to a vote of dismissal by the board of directors.

G. Removal From Board. Directors may be removed for cause, including malfeasance or nonmalfeasance in office. Directors may be removed by the board of directors. A motion to remove a director shall require a simple majority of the directors present at a special meeting of the directors called in accordance with the requirements of these bylaws.

H. Vacancy. Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors (though such number may be less than a quorum of the board) and the term of office of any director so elected shall expire at the next board of directors meeting at which directors are elected.

I. Compensation. Directors shall serve without compensation.

SECTION 7 - MEETINGS

A. Annual Meeting. The Annual Meeting of the Association shall be held in the first quarter of each fiscal year. At each annual meeting the board of directors shall receive the final report of the Nominating Committee with respect to the proposed membership of the board of directors and shall elect the board of directors as provided in Article 4-E.

B. Regular Meetings. The Board shall meet in regular session no less than six (6) times each fiscal year at such times and places determined by the board of directors.

C. Special Meetings. Special Meetings of the board may be called by the President or one-half (1/2) of the directors by filing with the Secretary of the Association a written call for a special meeting stating the purpose of such meeting.

SECTION 8 - QUORUM

Board. One-half (1/2) plus one (1) of the board of directors shall constitute a quorum for purposes of a regular or special meeting of the board of directors. In case of an odd number of directors, one-half (1/2) will be rounded down to the next whole number for purposes of a quorum.

SECTION 9 - VOTES

Votes. All votes must be conducted in person except that the President may call for an email vote by submitting a singular question in writing to the board of directors. The Secretary shall validate the vote only if all Director have voted or voiced abstention.

SECTION 10 - NOTICES

A. Annual Meeting. Notice of time and place of holding the annual meeting shall be sent by the Secretary of the Association to the Team Managers representing the teams within the Association during the most recent fiscal year. Notice shall be by mail, email, fax or in person and be distributed no less than thirty (30) days prior to the holding of the annual meeting.

B. Special Meetings. The Secretary shall mail, email or fax a meeting notice to each director stating the purpose of any Special Meeting of the board of directors. Such notice shall be distributed no less than five (5) days prior to the holding of the Special Meeting.

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C. Amendments. Amendments to these by-laws, in accordance with Section 16, shall be preceded by a notice to the directors at least thirty (30) days prior to the Annual Meeting or any Special Meeting called for the purpose of amending the by-laws.

SECTION 11 - OFFICERS

A. Officers. The Officers of the Association shall consist of a president, vice president, secretary, treasurer and immediate past president. Other officers may from time to time be elected by the board of directors. Any two officers may be combined in the same person, as the board of directors may determine, except that the president and secretary may not be the same person.

B. Election and Term of Office. Officers shall be elected annually by the board of directors by simple majority at the annual meeting. All officers shall hold office until the next annual meeting of the board of directors and until their successors are elected. Officers are limited to two (2) terms in the same office.

C. Vacancy. Vacancies may be filled by the board of directors at any duly constituted board meeting.

D. Removal of Officers. Any officer of the Association may be removed for cause, including malfeasance or nonmalfeasance in office. Officers may be removed by the board of directors. A motion to remove an officer shall require a simple majority of the directors present at a special meeting of the directors called in accordance with the requirements of these by-laws.

E. Duties of the Officers. The officers of the Association shall have such duties as generally pertain to their respective offices, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the board of directors.

F. President. The President shall be the chief executive officer of the Association and shall be primarily responsible for the implementation of the policies established by the board of directors. The President shall have authority over the general management and direction of the business and operations of the Association subject to the ultimate authority of the board of directors. The President shall, when directed by the board of directors, sign with the proper officers of the Association all contracts, conveyances to and from the Association, and any other obligations in the name of the Association. In addition, the President shall perform all duties incidental to the office of the President and such other duties as from time to time may be assigned to the president by the board of directors.

G. Vice President. The Vice President shall have such powers and duties as may from time to time, be assigned to him or her by the president or the board of directors. In the case of the absence or disability of the president, the duties of the president shall be performed by the vice president.

H. Secretary. The Secretary shall ensure that all records and minutes of all meetings and proceedings of the Association are properly kept and maintained; and shall attest the signatures of the proper officers of the Association on all contracts, securities, and other obligations of the Association in the name of the Association. In addition, the secretary shall perform all other duties incidental to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors.

I. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit all monies and securities of the Association in such banks and depositories as shall be designated by the board of directors. The Treasurer shall be responsible for ensuring that adequate financial records and accounts are maintained in accordance with generally accepted accounting practices; for the preparation of appropriate operating budgets and financial statements; and for the preparation and filing of all tax returns required by law. In addition, the Treasurer shall perform all other duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the president or the board of directors.

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J. Immediate Past President. The Immediate Past President shall serve on the Executive Committee and shall perform such duties as shall be delegated by the board of directors.

SECTION 12 - COMMITTEES

A. Executive Committee. There shall be an executive committee consisting of the officers of the Association and such other members as the board of directors may from time to time elect. When the board of directors is not in session, the executive committee shall have all power vested in the board of directors by law, or by these by-laws, provided that the executive committee shall not have the power to approve an amendment to the by-laws, or to take any action prohibited by express resolution of the board of directors. The Executive Committee shall report at the next regular or special meeting of the board of directors any actions which the executive committee may have taken on behalf of the board of directors since the last regular or special meeting of the board of directors.

B. Nominating Committee. There shall be a nominating committee appointed by the President with the consent of the board of directors. The nominating committee shall include team managers from each current team. The nominating committee shall be responsible for submitting the names of persons proposed as candidates to serve on the board of directors and as officers of the association.

C. Other Committees. The board of directors, by resolution duly adopted, may establish or abolish standing or special committees of the board as it sees fit.

D. Appointment of Committee Chairs and Members. Within thirty (30) days of the annual meeting the President shall appoint a chair and members to all committees with the advice of the board of directors. Chairs do not have to be members of the board of directors.

E. Authority of Committees. Committees shall provide advice and recommendation to the board of directors on matters of policy and governance and shall have decision making authority only as specifically delegated by the board of directors.

SECTION 13 – TEAMS AND TEAM COACHES

A. Teams. The number of teams within the Association shall be decided by the board of directors annually. All teams will have the name "Oakland Cobras" followed by their respective age bracket. All teams shall wear the official team uniform as established by the board of directors. All teams shall participate in the association's website.

B. Selection of Team Coach. At each annual meeting the President shall appoint with the approval of the board of directors a Team Coach for each team declared under Section 13-A.

C. Team Selection. Team Coaches shall be responsible for the selection of their assistant coaches and their actions on the field. Team Coaches shall be responsible for selection of their team and their actions on the field. All Team Coaches or their representative(s) must participate in the association's official tryouts as outlined by the board of directors.

D. Team Coaches' Responsibilities. All team coaches may appoint themselves, an assistant coach or a parent representative to association committees where permitted by these by-laws. Team coaches may appoint themselves, an assistant coach or a parent representative as a travel liaison to other team travel liaisons. Team coaches may appoint themselves, an assistant coach or a parent representative as the team's website liaison. Team coaches may appoint themselves, an assistant coach or a parent representative as a liaison to the association's field coordinator. Team coaches may appoint themselves, an assistant coach or a parent representative as their team treasurer. Such designee will act as the liaison to the Treasurer of the Association.

E. Team Finances. Each team shall provide a quarterly financial report to the Board of Directors as directed by the Treasurer.

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F. Players and Parents. All players and parents shall sign a commitment letter as designated provided by the Board of Director.

SECTION 14 – CONFLICT OF INTEREST

A. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy supplements but does not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions.

1. Interested person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,

b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board of directors decides that a conflict of interest exists.

C. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the board of directors delegated powers considering the proposed transaction or arrangement.

D. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board of directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

E. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the board of directors but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President of the board of directors committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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c. After exercising due diligence, the board of directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

E. Violations of the Conflicts of Interest Policy.

a. If the board of directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 15 - RULES OF PROCEDURE

Unless otherwise specified in these by-laws all proceedings of the Association shall be governed by Robert's Rules of Order.

SECTION 16 – EXISTENCE AND DISSOLUTION

A. ~~Upon the determination of the Board of Directors that the Association can no longer accomplish the objectives and purposes specified in these By-Laws, dissolution will occur. Upon dissolution all assets shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected the Board of Directors as defined by and within the meaning of I.R.S Section 501 c 3.~~

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 c 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

B. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in (including publishing, distribution of statements) any political campaign on behalf of any candidate for public office.

C. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its director, officers or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these by-laws.

D. The Association shall not at any time carry on any activity not permitted to be carried on by an Association exempt from federal income tax under the provisions of the Internal Revenue Code of 1986, or by incorporation, contributions to which are deductible under Internal Revenue Code or federal income tax purposes, federal estate tax purposes, or federal gift tax purposes. This prohibition shall extend to the provisions contained in the Internal Revenue Code of 1986 or any amendment thereto or revision thereof.

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SECTION 17 – AMENDMENTS

The board of directors of the Association, after adherence to Section 10-C of these by-laws, and by a majority vote of those present at any regular meeting or any special meeting called for that purpose, may alter, amend or repeal these by-laws or any of them, provided that the full text of the proposed amendment and the text of the existing provision are stated in the notice of the meeting at which it is considered.

SECTION 18 - CERTIFICATION

The foregoing By-Laws were unanimously adopted by the initial Directors of the Association on March 15, 2009 at a meeting called for the purpose of establishing the Oakland Cobras Fastpitch Softball Association

For the Association

Date

Witness

Date