

EASTVIEW ATHLETIC ASSOCIATION, INC.

Eastview Traveling Baseball Association

By-Laws

Effective December 13, 2010

ARTICLE I

NAME

The name of the association governed by these By-Laws shall be the Eastview Traveling Baseball Association (the "Association"). The Association is a related organization to Eastview Athletic Association, Inc. ("EVAA") and is controlled by EVAA.

ARTICLE II

PURPOSE

The purpose of the Association shall be to promote and operate a traveling baseball program for EVAA known as the Eastview Traveling Baseball Program ("Program") for youth who meet the eligibility criteria for participation in the Program as set forth in the Traveling Baseball Handbook published by the Board from time to time.

ARTICLE III

MEMBERSHIP

Membership in the Association is granted to each adult individual who (i) is a member of EVAA per its membership policy (i.e. must reside in the Eastview High School (EVHS) attendance area or live within the City of Apple Valley), as the same may be amended, and (ii) has paid all applicable fees and any arrearages from previous EVAA programs. The program year will be defined as commencing October 1 and terminating on September 30.

ARTICLE IV

BOARD

SECTION 1 – Board

The Program and the business and property of the Association shall be managed by a Board of Directors ("Board") established pursuant to the terms of these By-Laws.

SECTION 2 - Board Membership

The members of the Board shall consist of a maximum of nineteen (19) elected individuals (sometimes referred to herein as "Directors"), including the officer positions of Program Director, Assistant Program Director, Secretary and Treasurer. New Board members must be members of the Association and will be nominated and voted for by the Board as provided herein. Each Board member shall be elected to serve for a term of two (2) years. Effective 10/01/01, half of the current Board will be considered to serve a one (1) year term and the other half of the current Board will be considered to serve a two (2) year term. A Director shall hold office for the term for which he/she was elected and until the end of the meeting at which his/her successor has been elected, or until the earlier of the Director's death, resignation, removal or disqualification. All Board elections will be held annually in September at a general meeting, or at a special meeting called for that purpose, at which time elections will be held for all open positions. Only existing Board members may be present at any meeting for the election of new Board members. An existing Board member that is the spouse, brother, sister or lineal descendant of a prospective Board member shall not be entitled to cast his/her vote and shall be absent from the portion of the meeting pertaining to voting for such prospective Board member. The voting for Board membership shall be by a show of hands, one (1) vote per Board member.

SECTION 3- Removal of a Board Member

A Board member may be removed from the Board for failing to carry out expected duties or conduct detrimental to EVAA, the Association or the Board. In order to remove a Board member, a written complaint must be presented to the Board. The complaint will be reviewed and investigated by members of the Board. If the Board elects to proceed with removal, the Board shall vote on the matter at either a general meeting or special meeting called for that purpose. The simple majority vote of the Board is required for the removal of a Board member. This removal process applies to all Board members, Program Directors, Age Group Coordinators, coaches, and Association members as deemed necessary by the Board. A Board member may also be dismissed without a written complaint for three (3) unexcused absences from Board meetings within a program year.

SECTION 4– Criminal Background Check

All Board members will be required to complete a criminal background check as required by the Board. It is the intent of EVAA and the Board to deny any person who has been convicted of a crime of violence, a crime against a person, crimes involving the possession of sales of illegal substances, and such other crimes set forth in EVAA's policy, from membership or service on the Board. The criminal background check must be updated at least every two (2) years.

SECTION 5 – Compensation

Each Director participates on the Board on a volunteer basis, and as such, Directors shall not receive any salary or compensation for their services.

SECTION 6 – Voting

Only members of the Association that are duly elected to the Board shall have voting rights. A quorum for the transaction of business at any general meeting or special meeting of the Board shall consist of a simple majority of the Directors of the Board present at such meeting. A quorum, once established, shall continue to exist, regardless of the subsequent departure of any Directors from the meeting. The vote of a simple majority of the Directors present at a meeting at which a quorum is present shall be sufficient to adopt any action of the Board. No proxy votes shall be allowed. If at

any meeting of the Board there be less than a quorum present, a simple majority of those Directors present may adjourn the meeting. Each Director present at a meeting where a quorum is present shall be entitled to cast one (1) vote for any matter voted upon at such meeting.

SECTION 7- Action Taken Without a Meeting

An action required or permitted to be taken at a meeting of the Directors may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the Directors entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those Directors, unless a different effective time is provided in the written action. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action.

ARTICLE V OFFICERS

SECTION 1 - Number

The officers of the Association shall consist of Directors elected by the members of the Board, which include the Program Director and Assistant Program Director. The officers shall also include the appointed positions of Secretary and Treasurer.

SECTION 2 - Election and Term of Office

The positions of Program Director and Assistant Program Director shall be elected by the Board members by simple majority at any general meeting or special meeting where a quorum is present, with one (1) vote per Board member (excluding the nominee) and no proxy votes allowed. Only existing Board members may be present at any meeting for the election of officers. An existing Board member that is the spouse, brother, sister or lineal descendant of a prospective officer shall not be entitled to cast his/her vote and shall be absent from the portion of the meeting pertaining to voting for such prospective officer.

SECTION 3 - Removal

Any officer elected or appointed may be removed from office by a simple majority of the Board whenever, in its' judgment, the best interests of the Association will be served thereby. (The process to remove an officer will follow Article IV, Section 3 Removal of a Board Member.)

SECTION 4 - Vacancies

Any vacancy in any elected office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board at the next general meeting or at a special meeting called for this purpose. Each person so elected shall serve out the unexpired portion of the term vacated.

SECTION 5 - Program Director

The Program Director shall act as the principal executive officer of the Association, subject to the control of the Board and EVAA. The Program Director shall be elected to office for a period of two (2) years and until his/her successor is elected. The Program Director shall: a) supervise all business and affairs of the Association; b) preside at all meetings of the Association and the Board; c) serve as ex-official member of all committees; d) report to and act as a liaison with the EVAA Board of Directors.

SECTION 6 - Assistant Program Director

The Assistant Program Director shall perform the duties of the Program Director in the event of the inability of the Program Director to act and when so acting, shall have all the powers of and be subject to all the responsibilities upon the Program Director, subject to the control of the Board and EVAA. The Assistant Program Director shall be elected to office for a period of one (1) year and until his/her successor is elected. The Assistant Program Director shall act as liaison between committees and the full Board.

SECTION 7 - Secretary

The Secretary shall be appointed by the Program Director. The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board. The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors and the Association. The Secretary shall be responsible for keeping the books and records of the Association. Copies will be distributed to Board members. Upon completion of term of office, the Secretary shall deliver all books, papers and reports as appropriate to the Board.

SECTION 8 - Treasurer

The Treasurer shall be appointed by the Program Director. The Treasurer shall in general perform all duties incident to the office of Treasurer and other duties as may be assigned by the Program Director, subject to the control of the Board. The Treasurer shall be responsible for all funds and financial assets of the Association, including without limitation, receiving and giving receipts for monies due and payable to the Association from any source whatsoever, and depositing all such monies in an account bearing the name of the Association at a commercial bank selected by the Board. The Treasurer shall be responsible for keeping the Association's financial books, assessment rolls and accounts. Upon completion of term of office, the Treasurer shall deliver all books, papers and reports as appropriate to the Board.

SECTION 9 – Committees

The Program Director may establish committees to make recommendations to the Board for action. All Board members may serve as chairperson of one or more committees, but must serve as a member of at least one committee, each year that they are on the Board. Minutes, if any, of committee meetings must be made available upon request to members of the committee and to a Director.

SECTION 9 – Standard of Conduct

A Director shall discharge the duties of the position of Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Association, and with the care an ordinarily

prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a Director of the Association.

ARTICLE VI

MEETINGS

SECTION 1 – Board Meetings.

General meetings of the Board will generally occur on the second Monday of every month from September through May. A special meeting of the Board may be called as necessary for any purpose by the Program Director. Meetings shall be held at a designated location determined by the Program Director. Notice of meetings shall be communicated to each Board member by the Program Director either in writing or by electronic means, such as facsimile or e-mail. All meetings shall be open to the public, except as otherwise provided in these By-Laws. The Board will be responsible for all decisions made on behalf of the Association in the interim between scheduled meetings.

SECTION 2- Meetings Solely By Means of Remote Communication

Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

SECTION 3 – Participation in Meetings by Means of Remote Communication

A Director may participate in a Board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

ARTICLE VII

AMENDMENTS

These Bylaws amend, supersede and replace any and all previous By-Laws of the Association. The Board reserves the right to amend, alter, change or repeal any provision contained in these By-Laws. Any provision may be changed upon approval of the Board by simple majority vote. Two (2) weeks minimum advance notice to all Board members is required before any changes can be made to the By-Laws.