

Branham Hills Girls Softball
Board of Trustees Meeting
June 16th, 2009
Call to order 8:30 p.m.

Attendees;

League Board: Joe Forney, Derek Bowers, Lisa Mandy, Butch Coyne

Seasonal Board: Dale Grogan, Joe McKinney, Kelly Dierkes

Guests: None

Minutes from the May Meeting (Dated 05/19/09): were approved via email last month and posted to the website. Ref: Dale Grogan motioned to approve. Kelly Dierkes second the motion. Minutes were approved.

Presidents Report – Joe Forney

- Received email from the district. Need check for summer and fall field use. Lisa to cut check. Derek will attend the district meeting.
- Dale will be the tournament director for the Zebra Classic.

Vice Presidents Report – Butch Coyne

- The Blasters program was approved by the district.
- Butch stated that we will need a Sunday clean-up crew for the snack shack after the Zebra Classic.
- Butch submitted a copy of the original BHGS bylaws for reference (attached at the end of these minutes)

Treasurer's Report – Lisa Mandy

- Lisa will create time sheets for umpires for use in the 2010 season. This will obsolete the "game summary sheet" system.
- Lisa motioned that we purchase a 2nd safe (drop box type) for the snack shack and a new cash register. Total budget for both is \$1000. Butch 2nd the motion. Motion passed.
- Lisa has contacted the independent accountant and will contract with her to review the year end reports.

Player Agent's Report – Tammy Klauser

- N/A

Secretary's Report – Derek Bowers

- N/A

Umpire in Chief – Steve Handell

- Steve will create an umpire application form for youth umpires and Derek will post it on the BHGS website for downloading.

Fundraising/Uniforms – Kelly Dierkes

- N/A

Safety Director/Equipment– Dave Millet

- N/A

Clinics & Coach Certifications– Derek Bowers

- N/A

6U Division Representative –

- N/A

8U Division Representative –

- N/A

10U Division Representative – Dale Grogan

- Dale submitted the final budget for the Zebra Classic tournament. Butch motioned to approve. Derek 2nd motion. Motion passed.
- Dale will order the medals and trophies for the tournament.

12U Division Representative – Joe McKinney

- N/A

Old Business:

- Closing ceremonies: feedback from parents on the yearbook was positive. Next year, we will need a yearbook coordinator to do the project. This will help to get sponsors and plan improvements for next year.

New Business:

- We had an inquiry from another pitching coach to do (paid) pitching clinics. The board clarified the following:
 - o Existing BHGS coaches cannot solicit clients of any kind for softball related (paid) activities
 - o The league must approve all solicitation and distribution of flyers or brochures of any kind.
 - o All field use must be approved by BHGS and be affiliated with the league
 - o
- Butch motioned that if you're an active BHGS coach or board member, you cannot be a paid coach or trainer in softball skills. Kelly 2nd motion. Motion passed.
- Coaching suspensions:
 - o The league rules state that any board member can suspend any person from the league for inappropriate conduct. Note: Two 10U coaches were suspended from coaching on May 29, 2009.

Next meeting Date:

The next regular meeting is scheduled for Thursday, July 9, at 7:30 PM.

Adjournment: 9:56 p.m.

ARTICLES OF INCORPORATION OF - Branham Hills Girls Softball

Article I: The name of this corporation is Branham Hills Girls Softball.

Article II - A: This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Article II - B: The primary purposes for which this corporation is formed are exclusively public and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and Section 23701d of the California Revenue and Taxation Code, as amended.

The purpose of this corporation is as a public and charitable organization, which establishes a girls' softball league for the betterment of the community and is committed to giving girls regardless of race, color, creed or athletic ability the freedom to participate in recreational softball.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 18 are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Article III: The Corporation's initial agent for service of process is:

Gwendalynn Joyce Betts

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████████████████████

Article IV A: This Corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501 (c)(3), Internal Revenue Code.

Article IV B: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent provided in Section 501(h) of the Code, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article V: The property of this corporation is irrevocably dedicated to public and charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, by Section 501(c)(3) of the Code, and Section 23701d of the California Revenue and Taxation Code, as amended. Upon the winding up and dissolution of this corporation, the assets remaining after payment, or provision for payment, of the debts and liabilities of the corporation shall be distributed in a manner which furthers the purposes of the

corporation, including, without limitation, distribution to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable and/or education purposes and which has established its tax-exempt status under Section 501(a) of the Code as an organization described in Section 501(c) of the Code and which is qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, Trustees, officers or to any other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

Executed at San Jose, California, this 22th day of November, 2002.

Gwendalynn Betts, Incorporator

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~~_____~~

BYLAWS - Branham Hills Girls Softball

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1. Corporation Without Members. This corporation has no members. Any action which would otherwise require membership approval shall require only approval of the Board of Trustees. All rights which would otherwise vest in the members shall vest in the Board of Trustees. The Trustees will hold this corporation in trust for the community.

BOARD OF TRUSTEES

1. Definition. This corporation shall be run by the League Board of Trustees. For purpose of these by-laws League Board of Trustees is interchangeable with Board of Trustees or Trustee(s).

2. Number. The authorized number of trustees of this corporation shall be not less than two nor more than seven, with the exact number of trustees to be fixed, within the limits specified, by a resolution adopted by the Board of Trustees. The number of Trustees may be changed by an amendment to these bylaws.

3. Power. Subject to the limitations imposed by law or contained in the Articles of Incorporation or these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Trustees.

4. Titles and Relation to Board of Trustees. The officers of the corporation shall include a President, Vice-President, Secretary, Player Agent and Treasurer. The officers may also appoint or have elected one or more to serve on the Board of Trustees. Any number of officers may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board. All officers shall perform their duties and exercise their powers subject to the direction of the Board of Trustees.

5. Election, Term of Office, and Vacancies. Officers of the corporation shall be elected by a vote of the registered parents of Branham Hills Girls Softball to term of one year. The league board president may serve no more than three consecutive terms, but may after a year absence be re-elected for no more than another three-year consecutive term. The league treasurer may serve no more than three consecutive terms, but may after a year absence be re-elected for no more than another three-year consecutive term. Each trustee, including a trustee elected to fill a vacancy, shall hold office until the expiration of the term for which the trustee was elected and until a successor has been elected and qualified. Vacancies on the Board of Trustees, whether or not caused by removal, may be filled by a majority of the trustees then in office, regardless of whether they constitute a quorum, or by a sole remaining trustee. No reduction in the authorized number of Trustees shall have the effect of removing any trustee prior to the expiration of such trustee's term of office.

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6. President. The president shall preside over all meetings of the Board of Trustees. If there be no President the Vice-President shall perform such duties. The President shall be the chief executive officer. The President is a non-voting member of the Board of Trustees, but will cast the tie-breaking vote. The Board of Trustees may prescribe the duties and powers of the chief executive officer.

7. Secretary. Unless otherwise determined by the Board of Trustees, the Secretary shall have the following powers and duties:

(a) Record of Corporate Proceedings. The Secretary shall attend all meetings of the Board of Trustees and its committees and shall record all votes and the minutes of such meetings in a book to be kept at the principal office of the corporation or at such other place as the Board may determine. The Secretary shall keep, at the corporation's principal office in California, the original or a copy of the corporation's Articles of Incorporation and bylaws, as amended. The secretary shall maintain and submit all corporate records to the California Secretary of State.

(b) Notices. The Secretary shall give such notices as may be required by law or these bylaws.

8. Treasurer. The Treasurer shall be the chief financial officer of the corporation. Unless otherwise determined by the Board of Trustees, the Treasurer shall have custody of the corporate funds, shall keep adequate and correct accounts of the corporation's properties and business transactions, shall disburse such funds of the corporation as may be ordered by the Board, shall attend regular meetings of the Board or whenever the Board may require, and shall maintain an account of all transactions and the financial condition of the corporation.

(a) Financial Filings. Shall be responsible for the generating, maintaining and submitting any and all financial and tax forms to the appropriate government agencies, including but not limited to the California State Franchise Board and the Internal Revenue Service.

(b) Disbursement of Funds. Funds of this organization shall be paid by check, signed by the President, Vice-president or Secretary.

9. Other Officers. The other officers of the corporation, if any, shall exercise such powers and perform such duties, as the Board of Trustees shall prescribe.

10. Salaries. The Board of Trustees shall be a volunteer, non-compensated board. Officers may not hold any compensated positions in the corporation or receive compensation for services rendered.

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11. Removal.

(a) For Cause. The Board of Trustees may declare vacant the office of any trustee who has been declared to be of unsound mind by final court order, convicted of a felony, or found by a final court order or judgment to have breached any duty under Article 3 (relating to standards of conduct) of the California Nonprofit Corporation Law.

(b) Without Cause. Any trustee may be removed without cause if such removal is approved by a majority of the trustees then in office.

12. Resignation. Any trustee may resign by giving written notice to the President, the Secretary or the Board of Trustees. The resignation of a trustee shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the corporation. Except upon notice to the Attorney General of the State of California, no trustee may resign when the corporation would then be left without a duly elected trustee or trustees in charge of its affairs.

Committees

1 Seasonal Administrative Board. The Board of Trustees may, by resolution adopted by a majority of the number of trustees present, provided that a quorum is present, create one or more committees of the Board, each consisting of one or more, to serve at the pleasure of the Board. Appointments to any such board/committees shall be by a majority vote of the trustees then in office. The Board may appoint one or more trustees as a member of any such committee who may replace any absent member at any meeting of the committee. To the extent permitted in the resolution of the Board of Trustees, any such committee may exercise all of the authority of the Board except:

(i) The approval of any action which, under the California Nonprofit Corporation Law, would also require approval by the members or by a majority of all members, were this a corporation with members.

(ii) The filling of vacancies on the Board or any committee that has the authority of the Board.

(iii) The fixing any compensation of the Trustees for serving on the Board or on any committee.

(iv) The adoption, amendment or repeal of bylaws.

(v) The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable.

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(vi) The appointment of committees of the Board or the members of such committees.

(vii) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected.

(viii) The approval of any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

(b) Other Committees. Pursuant to specific resolutions, the Board may delegate to any board/committee, however composed, any power or powers other than those set forth in subparagraphs (i) through (viii) of paragraph (a) above; provided however, that all such delegated powers shall be exercised under the ultimate direction of the Board of Trustees.

1 Inspection of Records and Properties. Each trustee may inspect all books, records, documents, and physical properties of the corporation at any reasonable time. The right of inspection includes the right to copy and make extracts.

2. Time and Place of Meetings and Telephone Meetings. The President or Vice President, the Secretary, or any two Trustees may call meetings of the Board. Meetings of the Board of Trustees shall be held at such times as the Board may determine. All meetings of trustees shall be held at the principal office of the corporation or at such other place, within or without California, as shall be designated in the notice of the meeting or in a resolution of the Board of Trustees. Trustees may participate in a meeting through use of conference telephone or similar communications equipment, provided that all members so participating can hear each other.

3. Notice. Regular meetings of the Board of Trustees may be held without notice if the time and place of such meetings has been fixed in these bylaws or by the Board. Special meetings may be called with reasonable advance notice given to all trustees.

4. Meeting Without Regular Call and Notice. The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. For such purposes, a trustee shall not be considered present at a meeting if, although in attendance at the meeting, the Trustee protests the lack of notice prior to the meeting or at its commencement.

5. Action Without Meeting. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all of the members of the Board individually or collectively consent in writing to such action.

6. Quorum and Required Vote. A majority of the officers then in office and/or four board members including at least two officers shall constitute a quorum for the transaction of business. Subject to Section 5212 (Creation of and Appointment to Committees), Sections 5233 and 5234 (Self-dealing Transactions), Section 5235 (Compensation of Trustees or Officers) and Section 5238(e) (Indemnification of Corporate Agents) of the California Nonprofit Corporation Law, every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the Trustees present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place.

7. Committee Meetings. The principles set forth in Sections 11 through 15 of these bylaws shall apply to committees of the Board and to actions taken by such committees.

8. Indemnification of Trustees, Officers, Employees and Certain Others.

(a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its trustees, officers, employees and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in such Section, including without limitation an action by or in the right of the corporation, an action brought under Section 5233 (Self-dealing Transactions) of the California Nonprofit Corporation Law, and an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

(b) Approval of Indemnity. Upon written request to the Board of Trustees by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) whether the applicable standard of conduct set forth in Sections 5238(b) and (c) has been met and, if so, the Board shall authorize indemnification.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board of Trustees in the specific instance, expenses incurred by a person seeking indemnification under this bylaw in defending any proceeding covered by this bylaw shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation therefore.

REPORTS

1. Reports to Trustees.

(a) Annual Report. Unless the corporation receives less than \$25,000 in gross revenues during the fiscal year, the corporation shall furnish annually to all Trustees a report containing the following information in appropriate detail and accompanied by a report of independent accountants or (if there is no report of independent accountants) the certificate of the Treasurer or other authorized officer that such information was prepared without audit from the books and records of the corporation:

(i) The assets and liabilities of the corporation as of the end of the fiscal year.

(ii) The principal changes in assets and liabilities during the fiscal year.

(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(v) Any information required by subsection (b) below.

(b) Annual Statement. For purposes of this subsection (b), a "covered transaction" is a transaction in which the corporation, its parent or its subsidiary, was a party, and in which either of the following "interested persons" had a direct or indirect material financial interest (other than a mere common Trusteeship): any Trustee or officer of the corporation, its parent or its subsidiary. The corporation shall include in the annual report to Trustees required by subsection (a) above a statement briefly describing:

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(i) Any covered transaction during the previous fiscal year involving more than \$10,000, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$10,000. The statement shall include the names of the interested person or persons involved in such transaction, such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest.

(ii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Trustee of the corporation.

AMENDMENT OF BYLAWS

2. These bylaws may be adopted, amended or repealed by the Board of Trustees.

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title of these bylaws and that such bylaws were duly adopted and approved by resolution by unanimous written consent of the Board of Trustees of such corporation on 20th of December 2002

Signature line for Secretary

**INITIAL RESOLUTIONS OF THE BOARD OF TRUSTEES OF
Branham Hills Girls Softball**

The undersigned, constituting all of the Trustees now in office of Branham Hills Girls Softball, a California nonprofit public benefit corporation, hereby adopt the following resolutions by unanimous written consent:

1. Election of Trustees.

RESOLVED, that the actions taken by Gwen Betts as incorporator of this corporation to perfect the organization of this corporation, including the selection of as this corporation's initial agent for service of process, the filing of this corporation's Articles of Incorporation, the adoption of this corporation's Bylaws and the election of the following Trustees, be and they hereby are ratified, approved and confirmed:

FURTHER RESOLVED, that, pursuant this corporation's Bylaws, the exact number of Trustees shall be fixed until further action by this Board of Trustees.

2. Election of Officers.

RESOLVED, that the following persons are elected as officers of this corporation, to serve until his or her successor is elected and qualified:

President Gwendalynn Betts

Secretary Kristine Coyne

Treasurer Gail Holdbrook

3. Selection of Bank.

RESOLVED, that the President of this corporation is hereby authorized to select a depository bank for this corporation and to designate the person or persons authorized to withdraw funds.

FURTHER RESOLVED, that the provisions of the official form of resolutions prescribed by said bank for adoption by a corporation are hereby adopted.

4. Tax Treatment of Corporation.

RESOLVED, that this corporation hereby elects, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be treated as a tax exempt charitable corporation, and the proper officers of this corporation are hereby authorized and directed to file any and all papers necessary to obtain such exemption with the Internal Revenue Service.

FURTHER RESOLVED, that this corporation hereby elects, pursuant to Section 214 of the California Revenue and Taxation Code, as amended, to be treated as a tax exempt charitable corporation, and the proper officers of this corporation

are hereby authorized and directed to file any and all papers necessary to obtain such exemption with the Franchise Tax Board.

_____ Dated _____ 2002
President Gwendalynn Betts

_____ Dated _____ 2002
Secretary Kristine Coyne

_____ Dated _____ 2002
Treasurer Gail Holdbrook

2009 Annual 8U Branham Hills Zebra Classic Proposed Budget

What is objective of our tournament? Do we want to make money or break even?
Scheduling? Event Evaluation? Do We Have 10 Scorecards?

SUMMARY OF ACCOUNTS

Income	\$ 4,665.00	2008 Income	\$ 4,724.00
Expenses	\$ 4,640.00	2008 Expenses	\$ 2,970.39
Net Income / (Loss)	\$ 25.00	2008 Net Income	\$ 1,753.61

Sources of INCOME

	Actual	Proposed Budget	Over/Under budget
Registration and entry fees		\$ 2,565.00	\$ (2,565.00)
Registration Fee Per Team - \$285.00 / 9 Teams Paid			
Admission fees -	\$ -	\$ -	\$ -
User fees for facilities and equipment	\$ -	\$ -	\$ -
Concession sales Food and Drinks?		\$ 2,100.00	\$ (2,100.00)
Other sales - Zebra T Shirts?	\$ -	\$ -	\$ -
Private gifts and donations	\$ -	\$ -	\$ -
Zebra-event fundraising	\$ -	\$ -	\$ -
Business sponsorships	\$ -	\$ -	\$ -
Other			
Other			
Total income	\$ -	\$ 4,665.00	\$ (4,665.00)

Number of Teams Registered	Entry Fee Per Team	Total Fees
9	\$ 285.00	\$ 2,565.00

	Actual	Proposed Budget	Over/under budget
Personnel Expense Umpires - Total 23 games. Ave Cost \$40 / game		\$ 920.00	\$ (920.00)
Education and Training Expense Official Tournament Scorekeepers provided by teams. Existing BHGS staff trained in First Aid.		\$ -	\$ -
Facility Expense Estimated replacement cost for cart gas, bbq gas, and chalk) Estimated cost for 2 Port a Potties		\$ 450.00	\$ (450.00)
Equipment and Uniform Expense Used Existing bases. Estimated replacement cost for 1 case of Incrediballs.		\$ 55.00	\$ (55.00)
Supplies Expense Used existing bathroom and first aid supplies. Estimate of replacement cost.		\$ 100.00	\$ (100.00)
Food Service Expense Food / Water costs?		\$ 2,000.00	\$ (2,000.00)
Promotion and Public Relations Expense No Cost - Primary Advertising was email and word of mouth at other tournaments.		\$ -	\$ -
Legal and Accounting Expense Our field use agreement is valid for the summer.		\$ -	\$ -
Insurance Expense Our insurance covers period of field use approved by USD.		\$ -	\$ -
Publications Expense Purchased 10 folders with tournament info. Make copies for each team.		\$ 40.00	\$ (40.00)
Awards and Recognition Expense We will obtain quotes for medals. Estimated cost of medals for 10 teams \$450 Estimated cost for trophies for top four teams \$600. Crown Awards and Trophy City have been the vendors who have consistently met our price, quality & deadline requirements.		\$ 1,050.00	\$ (1,050.00)
Communication Expense Estimated cost. Postage?		\$ 25.00	\$ (25.00)
Net income/loss	\$ -		