

AMENDED AND RESTATED BYLAWS
OF
SCOTTSDALE MISS SOFTBALL, INC.

These Amended and Restated Bylaws (the “Bylaws”) of Scottsdale Miss Softball, Inc. (the “Corporation” or “SMS”) are effective as of the Effective Date (as defined below) and amend and restate any prior bylaws of the Company.

ARTICLE 1

CORPORATION NAME AND PURPOSES

1.1 Name. The name of the Corporation shall be “Scottsdale Miss Softball, Inc.”

1.2 General Purposes. The Corporation is organized and shall be administered and operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including making distributions to other organizations which qualify as tax exempt charitable organizations under Section 501(c)(3) of the Code, or a corresponding section of any future federal tax code.

1.3 Specific Purposes. Solely in support of the Corporation’s general purposes in Section 1.2 above, SMS’s specific mission and the activities it intends to conduct are (i) to make softball available to all girls in and around the City of Scottsdale, (ii) to assist youth in developing positive qualities including good sportsmanship, teamwork, citizenship, and physical well-being in an atmosphere of fun while learning the game and skills of softball, and (iii) place a strong emphasis on respect for laws, rules, and regulations on and off the field.

1.4 Objectives. SMS’s objectives in carrying out its general and specific purposes include (i) promoting the enjoyment of softball for all players in a safe environment, (ii) encouraging teams to foster wholesome competition, sportsmanship and the promotion of the game of softball (iii) maintaining a Code of Conduct as a key expectation of our league for players, parents, adult leaders, and spectators, (iv) providing a means of development for players, coaches, and all volunteers; and (v) applying uniform softball rules and regulations with modifications as appropriate by age.

1.5 Fiscal Year. The fiscal year of the Corporation shall begin on June 1 of each year, or as otherwise determined by the Board.

ARTICLE 2

CORPORATION ARTICLES

2.1 References to Articles. Any reference herein made to the Corporation’s “Articles” are deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

2.2 Seniority. The Articles shall in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles, and these Bylaws are deemed to be automatically amended from time to time to eliminate any inconsistency which may then exist.

ARTICLE 3

CORPORATE OFFICES

3.1 Known Place of Business. The known place of business of the Corporation in the State of Arizona shall be the office designated in the Articles or in a written statement or document duly executed and filed with the Arizona Corporation Commission. The Corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors of the Corporation (the “Board”) may designate or as the business of the Corporation may require from time to time.

3.2 Change Thereof. The Board may change the Corporation’s known place of business or its statutory agent by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

ARTICLE 4

BOARD OF DIRECTORS

4.1 No Members. As permitted by A.R.S. § 10-3603, the Corporation does not have “members,” as defined in A.R.S. §§ 10-3140(37). General, non-voting membership of the Corporation shall consist of all players, parents, guardians, adult leaders, and anyone involved in the league in any official capacity.

4.2 General Purpose. The affairs of the Corporation will be managed by its Board which may exercise all powers of the Corporation and do all lawful acts and things permitted by statute, the Corporation’s Articles of Incorporation, and these Bylaws. For clarity, the Board is responsible for approving any changes to the Rules & Regulations of SMS.

4.3 Number and Qualifications. The number of Directors that constitutes the Board shall not be less than one (1) and no more than fifteen (15). The number of Directors may be increased or decreased from time to time by a vote of at least two-thirds (2/3) of all of the Directors, provided that the Directors still strive to keep the number of Directors at an odd number, and no decrease in the number of Directors may have the effect of shortening the term of any incumbent Director. Directors need not be residents of the State of Arizona.

4.4 Term. Directors do not have fixed terms, but rather the Board shall strive (but is not required) to replace Directors who are not also actively serving as Officers of the Corporation, and to rotate Directors who also serve as Officers as determined by the Board in its discretion.

4.5 Removal of Directors. A Director may be removed from the Board at any time by a majority vote of the remaining Directors if the Director: (a) fails to attend three consecutive meetings of the Board without good cause, (b) fails to perform his or her duties, (c) fails to abide by SMS’s Code of Conduct and its Conflict of Interest Policy, (d) engages in conduct detrimental to SMS or the Board, (e) engages in any action that conflicts with SMS’s mission, or (f) fails to the background check as required by the Board. Additionally, a Director may be removed at any time by majority vote of the of the remaining Directors in order to effect the rotation of Directors pursuant to Section 4.4 above. A vacancy created by the removal of a Director under this section shall be filled in the manner prescribed in Section 4.6. A Director may resign at any time upon written notice to the President.

4.6 Election and Term of Office. The initial Directors shall be the persons named in the Articles. Thereafter, to become a Director, a person shall be nominated by the Nominations Committee and

elected by a vote of at least two-thirds (2/3) of all of the Directors. Additionally, the President of the Corporation at any given time shall be an ex officio Director.

4.7 Place of Meetings. The Board may hold its meetings either within or outside of the State of Arizona. Directors may attend meetings by means of conference telephone, the Internet, or other means of communications by which all persons participating in the meeting can hear each other.

4.8 Annual Meetings. The Corporation shall hold an annual meeting of the Board of Directors on a date designated by the Board of Directors. At the annual meeting, the Directors shall elect Directors, elect Officers, and conduct any other business properly brought before the meeting.

4.9 Regular Meetings. The Board of Directors shall strive to hold regular meetings each calendar month (other than the calendar month in which the annual meeting is held) at a date and time determined by the Board or the President.

4.10 Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the Directors.

4.11 Notice. The Notice of any meeting of the Board shall be given at least five (5) business days in advance of the meeting by written notice delivered personally or sent by mail, email, text, or fax, with confirmation of receipt, to each Director at his/her address listed in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service; if emailed, texted, or faxed, such notice shall be deemed to be delivered when received. The notice does not need to specify the business to be transacted at, or the purpose of, the meeting of the Board unless specifically required by law or by these Bylaws. The attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the announced, express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting may be waived by any or all Directors.

4.12 Quorum. Except as otherwise specifically provided by statute or by the Articles, the presence of the Directors either in person or by proxy representing fifty percent (50%) of the current Board at any Board meeting where action of the Board may be taken shall constitute a quorum of the Board. If a quorum is not present, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.13 Action by the Board. Except as otherwise provided by law, the Articles, or these Bylaws, the vote of a majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board. Notwithstanding the foregoing, (a) a Director who is a Division Coordinator may not vote on matters that pertain to the Division for which he or she presides, and (b) a Director who is also an Officer may not vote on matters that directly affect his or her Officer position or his or her compensation, if any, and such Director shall not be counted toward determining the number needed to constitute a majority.

4.14 Action Without Meeting. The Board may take any action without a meeting if all Directors consent to the action in writing. The writing or writings shall be filed with the minutes of the meetings of the Board.

4.15 Compensation. Directors shall not receive any compensation for their service, but by resolution of the Board may receive reimbursement of any out-of-pocket expenses incurred for service as a Director. However, this section shall not preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation for such service.

4.16 Proxies. As permitted by Section 10-3824(G) of the Arizona Revised Statutes, Directors may appoint a proxy to vote or otherwise act for the Director by signing an appointment form, either personally or by the Director's attorney-in-fact. The appointment does not relieve the Director of liability for acts or omissions imposed by law on Directors. An appointment of a proxy is effective when received by the secretary of the Corporation. An appointment is valid for one month unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the Director at any time.

ARTICLE 5

OFFICERS

5.1 Election of Officers. At the annual meeting, or at any other time at the discretion of the Board, the Board shall elect the Officers of the Corporation, which shall generally include at least the following Officers:

- President
- Vice President
- Secretary
- Treasurer
- Major Division Coordinator
- Minor Division Coordinator
- Junior Division Coordinator
- Rookie Division Coordinator
- Mini-3 Division Coordinator
- Rules & Umpire Coordinator

The Board may appoint such other Officers, including one or more Vice Presidents, as it deems necessary or appropriate. One person may hold, and perform the duties of, more than one office. A Director may also serve as an Officer.

5.2 Term of Officers. The terms of all Officer positions shall be determined by the Board of Directors. Officers serve at the pleasure of the Board and may be removed at any time for any reason by the Board.

5.3 Compensation and Expenses of Officers. No person holding office as an Officer of the Corporation shall be entitled to compensation for services rendered in such capacity except with the specific approval by resolution of the Board. Expenses of any Officer shall only be authorized if approved or ratified by the Board.

5.4 President. Subject to such other powers as may be given by the Board to the President, the President shall preside at, or, if unavailable, shall designate another Director to preside at, all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and will supervise the performance by all of its other Officers of their respective duties, subject to the control of the Board. The President shall hold office at the discretion of the Board and shall report to the Board at each meeting thereof unless excused. Additionally, the President shall:

- (a) Coordinate and administer the rules, policies and principles of the Corporation,
- (b) Have the authority to suspend temporarily anyone affiliated with SMS, including but not limited to, coaches, team managers, parents, players or event participants,

for actions thought to be not acting in the best interest of the Corporation, as follows:

- Within forty-eight (48) hours of this action, the Executive Committee shall be consulted to set up a hearing date;
 - The suspended person shall be allowed the opportunity to present relevant information for Executive Committee consideration.
 - The Executive Committee may uphold the temporary suspension which shall be final or reinstate the temporarily suspended general member.
 - If the Executive Committee recommends permanent suspension, this recommendation shall be presented to the Board for a vote; the decision of the Board shall be final.
 - Documentation of suspensions shall be maintained by the Board Secretary.
- (c) Oversee field acquisition and maintenance, publicity and social media, registration, game and practice scheduling, and tournament scheduling.
- (d) along with the Treasurer present the annual budget to the Board.
- (e) review SMS's affiliation with USA Softball (formerly the Amateur Softball Association of America or ASA) on an annual basis.

5.5 Vice President. The Vice President shall perform such duties as may be designated by the Board or be assigned, designated, or delegated to them by the President. The Vice President as authorized by the Board will be vested with all of the powers and charged with all of the duties of the President in the event of his or her absence or inability to act.

5.6 Secretary. The Secretary will keep the minutes of meetings of the Board and any committee, and all unanimous written consents of the Board and any committee of the Corporation, and will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will be custodian of the corporate seal, if any, and corporate records, and, in general, perform all duties incident to the office. Except as may otherwise be specifically provided in a resolution of the Board, the Secretary and each assistant secretary will be a proper Officer to impress the Corporation's seal, if any, on any instrument signed by the President or any other duly authorized person, and to attest to the same.

5.7 Treasurer. The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and will cause all money and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories, subject to withdrawal in such manner, as may be designated by the Board. He/she will render to the President and the Board at proper times an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements, and tax returns as may be required by law. The Treasurer shall work with the President to prepare the annual budget for the Corporation. In conjunction with the President, the Treasurer shall maintain all insurance policies and USA Softball registration each season. Insurance policies shall cover every coach, player, team liability, Director and Officer Liability (D&O), and equipment theft. The Treasurer may be compensated for accounting and tax services rendered to SMS or may hire an outside accounting firm in an amount approved by the Board. If the Treasurer is also a Director, the Treasurer may not vote on any matter related to compensation or work performed by the Treasurer.

5.8 Division Coordinators. Division Coordinators shall:

- (a) supervise all activities for the Division to which they are assigned;
- (b) Secure a coach for each team;
- (c) Hold monthly meetings or weekly emails during the season with coaches to review rules, Code of Conduct, and any other matter as needed;
- (d) Receive and coordinate information to and from Division teams;
- (e) Complete and submit to the President monthly Coordinator Board Reports prior to each Board meeting and refer any matters requiring Board action to the President to report to the Board;
- (f) Receive official protests for presentation to the Executive Committee;
- (g) Complete and submit incident reports for any injuries, damage, or other potential incident which may need to be reported to insurance related to players, coaches, or other team members or umpires as it relates to their Division;
- (h) Make themselves available to all parents in his/her Division to assist with any problems or concerns; and
- (i) Assist with the scheduling of games in his/her Division.

5.9 Rules & Umpire Coordinator. The Rules and Umpire Coordinator shall:

- (a) Administer enforcing the Rules & Regulations as set forth by SMS as outlined in both the Rules & Regulations and Bylaws, as appropriate;
- (b) Maintain and adhere to the Rules & Regulations for SMS as they may be modified or amended at the discretion of the Board;
- (c) Provide Rules Summary to coaches and umpires for use during the season;
- (d) Participate in monthly Coordinator and coach meetings to provide clarification of division specific rules;
- (e) Manage the scheduling of Umpires by coordinating with the President and the scheduling of games, provided that:
 - (i) If the Board elects to use an Umpire Association for any league games, then the Umpire Coordinator shall be responsible for the coordination of the SMS Rules and Regulations and league schedule with the Umpire Association's designated representative throughout the duration of the league season; and
 - (ii) If the Board elects to develop its own pool of umpires for use in any league games, then the Umpire Coordinator shall be responsible for the selection, screening, outfitting, training, and assignment of umpires.

ARTICLE 6

COMMITTEES

6.1 Executive Committee. The Corporation shall have an Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the Board Advisor, and such additional Directors as may be appointed by the President from time to time. The Executive Committee shall be convened by the President and may act on behalf of the Board during the interim period between meetings of the Board. All actions of the Executive Committee shall be by unanimous vote. In so acting, it shall have the same authority and effect as the Board. The Board must ratify such actions at the next succeeding meeting of the Board. The President shall have the right to increase or decrease the size of the Executive Committee by increasing or decreasing the number of Directors that serve on the Executive Committee. The President shall have the right to appoint, remove, and replace any person serving on the Executive Committee who is not an Officer of the Corporation.

6.2 Nominations Committee. A Nominations Committee shall be formed and consist of the current Board Advisor and one or more other persons as may be appointed by the Board. The Nominations Committee shall serve a one-election term which can renew each year. The Nominations Committee shall receive and review nominations for Directors, and present a slate of proposed Directors to the current Board at the appropriate meeting.

6.3 Other Committees. The Board may establish other regular or special committees. The resolution establishing a regular or special committee shall set forth its powers and duties. At the discretion of the Board, persons serving on a regular committee (including those set forth herein) or special committee need not be Directors. However, committees must be chaired by a current Director or Officer. The Corporation may reimburse members of any regular or special committee for expenses associated with attending committee meetings.

6.4 Term of Committee Members. Except with respect to the Officers of the Corporation and Directors that serve on the Executive Committee, members of a committee shall serve until removed by a majority vote of the Board of Directors unless the person sooner resigns by giving written notice to the chairman of the committee.

6.5 General Powers and Limitations. Each committee shall have and may exercise such power, and shall be subject to such limitations, as is set forth in these Bylaws or as may be prescribed at any time by the Board. Except as otherwise set forth in these Bylaws, no committee shall have the authority to amend, alter, or repeal these Bylaws or the Articles; elect, appoint, or remove any Director or Officer of the Corporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings thereof; adopt a plan for the distribution of the assets of the Corporation; or amend, alter, or repeal any resolution of the Board, or take any other action that may be prohibited by applicable law. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law.

6.6 Meetings and Minutes. Members of committees shall meet at the call of the designated committee chairman at such place as he/she shall designate after notice has been given to each member of the committee according to the provisions of Section 6.6. In addition to procedures set out in these Bylaws, committees may adopt supplemental rules of procedure which shall not be inconsistent with these Bylaws. The chairman of each committee, including regular or special committees, shall keep, or cause to be kept, minutes of its proceedings and shall submit the minutes at the next regular meeting of the Board or as

otherwise designated by the Board. Actions and recommendations of a committee requiring the approval or authorization of the Board shall be noted and shall be deemed effective upon approval by the Board. At the discretion of the committee chairman, committee meetings may be held by means of conference telephone, the Internet, or other means of communications by which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at such meeting and count towards the quorum.

6.7 Notice. Notice of the time and place of any meeting of a committee shall be given at least five (5) business days in advance of the meeting by written notice to each member of the committee delivered personally or sent by mail, email, text, or fax, with confirmation of receipt, to each member of the committee at his/her address listed in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service; if emailed, texted, or faxed, such notice shall be deemed to be delivered when received. The attendance of a member of the committee at a meeting shall constitute a waiver of notice of such meeting, except where a member of the committee attends a meeting for the announced, express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting may be waived by any or all members of a committee.

6.8 Quorum. A majority of the members of a committee shall constitute a quorum and the act of a majority of the member of a committee present at a meeting at which quorum is present shall be the act of the committee. Each present member of a committee, including the person presiding at the meeting, shall be entitled to one (1) vote.

6.9 Action Without Meeting. A committee may take any action without a meeting if all member of the committee consent to the action in writing. The writing or writings shall be filed with the minutes of the meetings of the committee and the Board.

ARTICLE 7

PROTESTS

Protests should be documented by the Division Coordinator and submitted to the Executive Committee, which shall meet to review the protest. The Executive Committee meeting to consider protests shall consist of at least three members of the Executive Committee with the President or Vice President presiding. Any member of the Executive Committee with one of the involved teams shall not participate in the protest. All decisions related to protests made by the presiding Executive Committee shall be final.

ARTICLE 8

TEAM MANAGEMENT

8.1 Team Management. The officially recognized team management shall consist of one Head Coach and one Team Manager. Assistant coaches shall abide by the same rules and guidelines as Team Management.

- (a) At least one member of each team's management must be at least 19 years of age.
- (b) All other members of team management must be at least 16 years of age.
- (c) Each Team's Management may recruit any number of team parents and scorekeepers to assist in the operation of the team. Anyone on the field during

practices or games, in the dugout or associating with SMS players is considered an assistant coach and subject to the terms of this Article (e.g. must complete a background check).

- (d) Any member of team management (head coach, team manager, assistant coaches) may be suspended and dismissed for disregard of league rules.
- (e) Documentation of dismissals shall be maintained by the Secretary.
- (f) All members of team management (head coach, team manager, assistant coach) shall be subject to a background check prior to assuming their duties.
- (g) Head Coaches shall be selected by the Division Coordinator and must be approved by the Board.
- (h) Each Head Coach shall be held responsible for the following:
 - Direction and training of all players;
 - Conduct of all players, members of team management, parents and other associated individuals (including assistant coaches) at all league-related activities;
 - Proper maintenance and return of all equipment issued for team use;
 - Recruiting and selection of a Team Manager and assistant coaches;
 - Submit a background check for all team management prior to assuming their duties.
 - The Head Coach shall be responsible for having at least one adult female at any team activities outside of practices and games or regular SMS activities.
- (i) Each Team Manager shall be responsible to the Head Coach for the following:
 - Assisting the Head Coach;
 - Coordinating team activities (e.g. picture day, uniform acquisition, field maintenance, fund raising, participation, etc.) with league management;
 - Acting as the team's safety coordinator by ensuring that a First Aid kit is available at all practices and games; and
 - Ensuring the maintenance of the team's scorebook.
- (j) Exceptions may be made to the team structure with authorization of the Division Coordinator.
- (k) Each Head Coach, Manager, and Assistant Coach is required to sign and comply with the Parent and Coach Code of Conduct. However, even in the absence of a signed document, a person's willingness to participate as a Head Coach, Manager, or Assistant Coach will be deemed his or her consent to and agreement to comply with the Parent and Coach Code of Conduct.

ARTICLE 9

PLAYING MEMBERSHIP

9.1 Playing Membership. SMS playing membership shall be open to girls in Kindergarten through 9th grade. The current school grade will be used to determine the division the player will play in any year or season. Eligibility to be a player in SMS is limited to girls whose gender was determined as such at birth.

9.2 Divisions. The playing membership shall usually be divided into the following divisions:

- (a) Major Division – 7th, 8th, and 9th grades;
- (b) Minor Division – 6th grade;
- (c) Junior Division – 5th grade;
- (d) Rookie Division – 4th grade;
- (e) Mini-3 Division – 3rd grade;
- (f) Mini-2 Division – 2nd grade (Spring); and
- (g) Instructional Division K & 1st grades.

The Playing Membership shall usually be divided into single grade levels if registration numbers allow for such a division. Depending on the number of registrations, not all Divisions may be played or may be modified as deemed appropriate by the Board (for example, no Kindergarten in the Fall; combine 1st and 2nd grade in the Fall; and Divisions may be combined if registration numbers do not allow for its own Division).

9.3 Exemptions. At the time of league registration, any girl may request a special exception to play in one higher or lower division than the one she would normally be placed. Any request must be made to the Division Coordinator and Head Coach and subject to the approval of the Board.

9.4 Competitive Teams. Players currently registered on a competitive team may play for SMS subject to the provisions contained in the Rules and Regulations.

ARTICLE 10

OFFICIAL RULES AND REGULATIONS

The official Rules and Regulations of SMS shall be the current addition of the USA Softball Fast Pitch Rules for Women except as amended by these Bylaws and the SMS Rules and Regulations.

ARTICLE 11

CODES OF CONDUCT

11.1 Code of Conduct for Directors. All Directors are required to comply with the Code of Conduct for Directors attached hereto as Exhibit A, as it may be amended from time to time by the Board.

Upon taking office, all Directors should sign the Code of Conduct to acknowledge receipt of and his and her commitment to abide by such Code of Conduct.

11.2 Conflict of Interest Policy. All Directors, Officers, and members of a committee are required to comply with the Conflict of Interest Policy attached hereto as Exhibit B, as it may be amended from time to time by the Board. Upon taking office, all Directors, Officers, and member of a committee should sign the Conflict of Interest Policy to acknowledge receipt of and his and her commitment to abide by such policy.

11.3 Parent and Coach Code of Conduct. All parents, coaches, managers, and assistant coaches are expected to comply with the Parent and Coach Code of Conduct attached hereto as Exhibit C, as it may be amended from time to time by the Board.

ARTICLE 12

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER CORPORATE AGENTS

12.1 General. The Corporation may, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its Directors, Officers, members of a committee, agents, and employees from and against all claims, actions, proceedings, whether threatened, pending, or completed, brought by reason of their respective position with or relationships to the Corporation, including, with limitation, all reasonable attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article 7.

12.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article 7.

ARTICLE 13

AMENDMENTS

The Articles and Bylaws of this Corporation may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or restated Articles or new Bylaws may be adopted, at any duly constituted meeting of the Board.

ARTICLE 14

DISSOLUTION

Upon dissolution, the assets of the Corporation shall be distributed to one or more nonprofit organizations as set forth in the Articles.

CERTIFICATE OF ADOPTION

IN WITNESS WHEREOF, the Board of Directors has duly approved and hereby adopts these Amended and Restated Bylaws of Scottsdale Miss Softball, Inc. this 7th day of June, 2022 (the "Effective Date").



Name: Todd Juhl

Title: President

EXHIBIT A

Code of Conduct for Directors

(Attached)



CODE OF CONDUCT FOR BOARD MEMBERS

The Scottsdale Miss Softball, Inc. ("SMS") Board of Directors will always use its best efforts to make decisions that are consistent with high principles, and to maintain, protect, and enhance the values of SMS.

The Board of Directors has approved the following code of conduct for its Board Members in order to guide and maintain a high standard of ethical conduct in the performance of SMS business, and to ensure that the Members maintain confidence in and respect for the entire Board.

1. No individual shall use their position as a Board Member for private gain.
2. No Board Member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with SMS, unless full disclosure is made to, and approved by, the Board of Directors.
3. No Board Member shall receive any compensation from SMS for acting as a Board Member, other than reimbursement of expenses on behalf of SMS.
4. No contributions will be made to any political parties or political candidates by SMS.
5. No Board Member shall engage in any writing, publishing, or speech making that defames any other member of the SMS Board or its Members.
6. No Board Member shall willingly misrepresent facts to the SMS Board or Members of SMS for any reason, including but not limited to advancing a personal cause or influencing the community to place pressure on the Board to advance a Board member's personal cause.
7. No Board Member, except for the President, or other as designated by the Board, will assume or is vested with any authority to direct a Member, contractor, agent or employee of the Association. The authority of a Board Member is limited to voting on policies of SMS and participating in meetings of the Board.

8. No Board Member shall interfere with the established system of management as set by the Board of Directors of SMS.
9. No Board Member shall interfere with duties of any Committee member of SMS.
10. Confidentiality of the personal lives of SMS Board members, SMS Members and others associated with SMS will be protected by the Board.
11. Members of the Board will conduct themselves in a respectful manner to other members of the Board.
12. Board Members will, at all times, subsequent to a vote, support the decisions of the majority of the Board regardless of the position that Board Member may have taken at the time of the vote.
13. Board Members will be loyal to SMS and conform to SMS's approved policies.

Any Board Member who violates this code conduct shall be subject to policies as outlined in the SMS By-Laws as a violation of the Code of Conduct pursuant to Article VI, Section L of the SMS Bylaws.

No provision of this Agreement can be rescinded, altered, and/or amended without a majority vote of the Board of Directors.

_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date
_____ Director	_____ Date	_____ Director	_____ Date

EXHIBIT B

Conflict of Interest Policy

(Attached)



SCOTTSDALE MISS SOFTBALL CONFLICT OF INTEREST POLICY

Article I **Purpose**

1.1 Purpose. The purpose of the conflict of interest policy (the “Policy”) is to protect the interests of Scottsdale Miss Softball, an Arizona non-profit Corporation (the “Corporation”), when the Corporation contemplates entering into a transaction or arrangement that might: (1) benefit the private interest of a disqualified person (as defined in Section 4958(f)(1) of the Code); or (2) might result in a possible excess benefit transaction. The Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

Article II **Definitions**

2.1 Definitions. The following terms, which are used generally throughout this Policy, shall have the following meanings:

(a) “Interested Person” shall mean a disqualified person (as defined in Section 4958(f)(1) of the Code) including, but not limited to, a director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest.

(b) “Financial Interest” shall mean, with respect to any person, a direct or indirect, through business, investment, or family:

(1) Ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(2) Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(3) Potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 3.2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists after full disclosure of the actual or possible conflict of interest pursuant to Article III, Section 3.1.

(c) “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

(d) “Compensation” shall mean direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article III **Procedures**

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of any Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of a Financial Interest and all material facts by an Interested Person, and after any discussion with the Interested Person, the Interested Person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest. In addressing any actual or possible conflict of interest, the following procedures shall apply:

(a) An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation 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; and

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the

transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable.

In conformity with the above procedures and determination, the governing board or committee shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

4.1 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V **Compensation**

5.1 Compensation. A voting member of the governing board who receives Compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's Compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives Compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's Compensation; provided, however, that no voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives Compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding Compensation.

Article VI
Annual Statements

6.1 Annual Statements. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the Policy,
- (b) Has read and understands the Policy,
- (c) Has agreed to comply with the Policy, and
- (d) Understands that the Corporation is a non-profit, charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

7.1 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether Compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII
Use of Outside Experts

8.1 Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Annual Statement

By signing below, as a director, principal officer, or member of a committee with governing board delegated powers, affirm the following:

- (a) I have received a copy of the Corporation's Conflict of Interest Policy,
- (b) I have read and understand the Corporation's Conflict of Interest Policy,
- (c) I agree to comply with the Corporation's Conflict of Interest Policy, and
- (d) I understand that the Corporation is a non-profit, charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Member Signature	Printed Name	Date	Disclosure?
_____	President: _____	_____	_____
_____	VP: _____	_____	_____
_____	Secretary: _____	_____	_____
_____	Treasurer: _____	_____	_____
_____	Advisor: _____	_____	_____
_____	Rule/Umps: _____	_____	_____
_____	Majors: _____	_____	_____
_____	Minors: _____	_____	_____
_____	Juniors: _____	_____	_____
_____	Rookies: _____	_____	_____
_____	Mini-3s: _____	_____	_____
_____	Mini-2s: _____	_____	_____
_____	Instructional: _____	_____	_____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Director: _____

Disclosures

Name: _____

Do you have a financial interest (current or potential) as defined in the Conflict of Interest policy with SMS? Yes No

If yes, please describe it: _____

Name: _____

Do you have a financial interest (current or potential) as defined in the Conflict of Interest policy with SMS? Yes No

If yes, please describe it: _____

Name: _____

Do you have a financial interest (current or potential) as defined in the Conflict of Interest policy with SMS? Yes No

If yes, please describe it: _____

Name: _____

Do you have a financial interest (current or potential) as defined in the Conflict of Interest policy with SMS? Yes No

If yes, please describe it: _____

EXHIBIT C

Parent and Coach Code of Conduct

(Attached)

Scottsdale Miss Softball Parent and Coach Code of Conduct

Rev 5/7/18

- 1. I understand that girls' recreational softball is a game and that it is a privilege to sit in the stands.** Just as I do not yell and scream, curse, create a public disturbance, threaten officials in the office, at the Motor Vehicle Department, at my child's class play, or during other public activities, I understand that such behavior will not be tolerated on the sidelines while my child plays softball.
- 2. I understand that constant coaching from the sidelines by a variety of people is counterproductive, since it distracts the players from their decision making on the field.** Scottsdale Miss Softball enjoys the participation of many positive and supportive parents. Cheering and positive encouragement from parents, siblings and other spectators is a natural part of softball. Negative comments and coaching directed at players on the field from team, substitute players, or coaches will be subject to discipline by the umpire or the Scottsdale Miss Softball Board of Directors.
- 3. I understand that my role on the sidelines is to be a role model of sportsmanship for the kids.** I agree to be positive with my comments regardless of the outcome of the game. I agree to remind other parents, coaches, etc. who may get out of hand from time to time, why they are at the game.
- 4. I agree to be tolerant of the umpire's calls** (and the coaches calls in the Instructional, Mini-2 and Mini-3) whether I agree with them or not, and encourage my child/player to do the same. I agree that I will not berate them, threaten them, curse at them or in any way physically or verbally abuse an official of any age. Should I have a complaint about the umpire, I understand that there is a system in place to report the complaint and I will follow those procedures.
- 5. I understand that at no time during the course of the game will any coach enter the field of play without the express permission of the home plate umpire (and never in the instructional, mini-2 and mini-3 divisions).** I realize that all persons on the sideline must be at least three yards back from the sideline to allow the coach unobstructed access and view of the sideline. I understand that the umpire (or coach in the instructional, mini-2 & mini-3 divisions) is not obligated to delay the progress of a game to explain their calls to anyone, including me.
- 6. I understand that the coaches, parents, substitute players, and spectators from opposing teams will occupy opposite sides of the playing field and will remain on their respective sides during the entire course of each game.**
- 7. I understand that the enjoyment of the kids playing the sport they love is much more important than the outcome of the game.** I will encourage my children to play hard, play fair, respect the umpires and other officials, and congratulate their opponent at every game. I agree to try my best to make each and every softball game, practice, scrimmage, and tournament a positive experience for my child and all those around me.
- 8. I understand that the head coach is responsible for the behavior of the parents, substitute players, and spectators at the fields.** If the umpires detect unacceptable behavior on a particular sideline, they will caution the coach to deal with the individuals involved. Failure to do so may result in discipline of the coach in addition to discipline of the individual involved.
- 9. I understand that profanity and fighting are expressly prohibited at all SMS functions.**
- 10. As a parent, coach, assistant coach, team parent, business manager, or other affiliate of my child's softball team, I understand that according to Scottsdale Miss Softball, I am a member of SMS.** As a member I understand that I am responsible for complying with all the rules and regulations in the bylaws and can be held accountable for my actions. Additionally, I understand that abusive emails and verbal confrontations towards coaches, parents and board members will result in suspension.

11. I understand that violation of any of these principles may result in punishment by the Board of Directors of Scottsdale Miss Softball. Such punishment may include suspension from participation in SMS activities (including attendance at games). SMS is the named lessee of the facilities where its activities occur and, as such, has the legal right to exclude persons whose conduct is disruptive from those facilities during SMS activities, up to and including having those persons removed by police as trespassers. All rules and regulations are provided to each coach within SMS and will be made available to any other parent, player sibling or other spectator upon request.

12. I agree that if I act in a way that interferes with game play, which will be decided at the sole discretion of the game officials or coaches (in Instructional, Mini-2 & Mini-3), that I will be asked to vacate the field area immediately, and I will do so quickly and without delay. Furthermore, I understand that I may also be subject to filing of criminal charges should my actions endanger or threaten the safety of players, spectators or Game Officials. Scottsdale Miss Softball will enforce a Zero Tolerance Policy relative to abusive or threatening behavior at any Scottsdale Miss Softball sponsored event. The Field Officials can and will call upon Law Enforcement to ensure the safety of everyone.

13. DISCIPLINE

- a. A player may be dismissed from the league by the Board of Directors if she demonstrates unsportsmanlike behavior, insubordination, or misses three consecutive games, practices, team meetings or any combination thereof. Extenuating circumstances shall be determined solely at the discretion of the Board of Directors.
- b. A player may be "benched" by the head coach or his/her designee for one or more games whenever the player displays unsportsmanlike conduct, is insubordinate, or regularly misses scheduled games, practices or team meeting. The name of the "benched" player and reason shall be recorded in the team scorebook and the other team must be notified prior to the start of the game. A player may also be benched for unsportsmanlike or insubordinate conduct during a game. In this event, the umpire and the other team is to be informed immediately.
- c. Smoking, consumption of alcoholic beverages, vulgar language, verbal abuse and unsportsmanlike conduct are strictly prohibited on the playing field and the dugout and at school facilities. Any person serving in an official capacity with Scottsdale Miss Softball, (ex. Board Member, coach, manager or other designated person) who fails to abide by the By-laws and Constitution of the league may be dismissed from his/her position by the Board of Directors. A person so charged will receive a written warning of the offense; the Board will grant a hearing if requested in writing. Subject to the findings at the hearing, the offending person may be dismissed from the league. If a hearing is not requested, the Board of Directors may dismiss the person from the league.
- d. If a coach, member of the coaching staff, or a player is ejected from a game, the game umpire shall notify the umpire-in-chief, who in turn shall notify the Board for review. Any player or coach who is ejected from a game by an umpire **regardless of circumstances** is automatically suspended from that team's next scheduled game. A suspended player or coach may not appear on the premises (which includes spectator areas) before, during or after the game for which the suspension is in effect.
- e. Any suspended coach or player appearing on the field for a game in which they have been suspended results in a game forfeit. If a forfeit occurs, the player's or coach's reinstatement then becomes subject to further review by the Board.
- f. Any player or coach who is ejected for a 2nd time during the season will be automatically suspended for the remainder of the season. The suspended coach or Player may request a reinstatement hearing before the Board at the Board's convenience.
- e. Any player or coach who was ejected twice in the previous season and participates the following season is automatically on probation. Any ejection the following season will result in being suspended for the remainder of the season.

14. Team Stacking There shall be no recruiting of players from an existing SMS team, no tryouts to form SMS teams and no SMS pre-season practices prior the announced date. Violators will not be allowed to coach, assistant coach or participate on a SMS team in any manner whatsoever.