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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Colorado Softball incorporated.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 530 S. newland St
(Street number and name)

Lakewood CO 80226
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) Myers David Lee
(Last) (First) (Middle) (Suffix)

OR
 (if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 530 S. Newland St
(Street number and name)

Lakewood CO 80226
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____

(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name _____

(if an individual) Myers David Lee

(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____

(Caution: Do not provide both an individual and an entity name.)

Mailing address 530 S. Newland St

(Street number and name or Post Office Box information)

Lakewood CO 80226

(City) (State) (ZIP/Postal Code)

_____ United States

(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an attachment.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____

(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Myers</u>	<u>David</u>	<u>Lee</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>530 S. Newland St</u>			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
<u>Lakewood</u>	<u>CO</u>	<u>80226</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>	<u></u>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

BYLAWS OF COLORADO SOFTBALL, INC.

ARTICLE I GENERAL PROVISIONS

Section 1.01-Name: The name of the association shall be COLORADO SOFTBALL, INC. and may be referred to as COLORADO SOFTBALL, INC. or COLORADO SOFTBALL and shall be incorporated as a nonprofit corporation under the laws of the State of Colorado. COLORADO SOFTBALL INC. shall operate in strict accordance with all of the rules and regulations of the AMATEUR SOFTBALL ASSOCIATION OF AMERICA (also known as the ASA and USA SOFTBALL), the National Governing Body of amateur softball in the United States. Should any provision of these Bylaws be in conflict to any portion of the ASA CODE (as adopted January 27, 1977, and as amended from time to time), or not addressed in these Bylaws, then the ASA CODE shall take precedence.

Section 1.02 - Purpose: The purpose and objectives of COLORADO SOFTBALL, INC. include, but are not limited to, the following:

- a. To promote the sport of amateur softball in COLORADO for all youth, regardless of race, color, age, religion, sex, or national origin, and to establish an atmosphere of fair competition by thoughtful organization and administration of tournaments;
- b. To educate and coordinate a COLORADO wide network of personnel to assist in all phases of the operations of COLORADO SOFTBALL, INC., and to conduct meetings to assist in the training of those personnel;
- c. To provide for and ensure the safety of all youth participants, managers and/or coaches, umpires, and spectators by promoting good sportsmanship on all levels, and by establishing safety guidelines to be used at all COLORADO SOFTBALL, INC. sanctioned tournaments;
- d. To promote and ensure the proper administration of annual COLORADO SOFTBALL Championship Play tournaments for the youth fast, modified, and/or slow pitch game; and
- e. To educate and train managers and/or coaches and players on proper skills of softball play and rules through promoting, organizing, and conducting clinics, seminars, and training courses.

Section 1.03 - Jurisdiction: COLORADO SOFTBALL is an affiliated association of COLORADO SOFTBALL INC. COLORADO SOFTBALL is the affiliated association of the ASA, and accordingly, has been granted authority over the state of Colorado.

Section 1.04 - Dissolution of Assets: Dissolution of assets in final liquidation of COLORADO SOFTBALL will be in accordant with COLORADO SOFTBALL's Articles of Incorporation.

ARTICLE II Membership

Section 2.01 - Members: COLORADO SOFTBALL shall have no members. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors ("BOARD"). All rights that would otherwise vest in the members shall vest in the BOARD.

Section 2.02 - Associates: Nothing contained in Section 2.01 of these Bylaws shall be construed to limit the right of COLORADO SOFTBALL to refer to persons associated with COLORADO SOFTBALL as "members" even though these persons are not COLORADO SOFTBALL members and no such reference in or outside of these Bylaws shall constitute anyone being a member

BYLAWS OF COLORADO SOFTBALL, INC.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 - Powers: Subject to limitations of the Articles of Incorporation and these Bylaws, all the activities and affairs of COLORADO SOFTBALL shall be exercised by or under the direction of the BOARD. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the BOARD shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select and remove all the officers, agents and employees of COLORADO SOFTBALL, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service;
- b. To make disbursements from the funds and properties of COLORADO SOFTBALL as are required to fulfill the purposes of COLORADO SOFTBALL as more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of COLORADO SOFTBALL and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best;
- c. To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best;
- d. To borrow money and incur indebtedness for the purposes of COLORADO SOFTBALL and to execute and deliver, in COLORADO SOFTBALL's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities; and
- e. To the extent permitted by the exempt status of COLORADO SOFTBALL, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 3.02 - Number of Directors: The minimum number of Directors for the State of COLORADO filing requirements will be three (3) directors, those being the President, Commissioner, and Junior Olympic (also known as JO) Commissioner. The maximum number of Directors is as established by these Bylaws.

Section 3.03 - Classes of Directors: The BOARD shall consist of four (2) classes of Directors, these being the following:

- a. Class 1 Directors - Commissioner's staff consisting of the Commissioner, Deputy Commissioner, JO Commissioner, Umpire-in-Chief (UIC), Player Representative, and At-Large Player Representative(s) (if applicable), all of whom are appointed by the Commissioner in accordance with the ASA CODE;
- b. Class 2 Directors - ASA recognized "Allied Member(s)" located in the COLORADO SOFTBALL area and who accept a position on the BOARD;

Section 3.04 - Selection and Tenure of Office of Initial Directors: The Class 1 Directors will elect the Class 2 directors.

Section 3.05 - Selection and Tenure of Office: Class 2 Directors shall be elected at each of their respective Annual Meeting of the Board of Directors by the other Classes of Directors, and shall serve until the roll call to establish a quorum at the next Annual Meeting in which their class is to be elected to the BOARD. If any Annual Meeting is not held or the Directors are not elected at that

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meeting, the Directors may be elected at any Special Meeting of the Board of Directors held for that purpose.

Section 3.06 - Qualifications: Each Director must believe without reservations in the purpose of COLORADO SOFTBALL. No person who is an appointed individual and/or officer with an ASA identified competing Softball association or organization is eligible to be a member of the BOARD. The Commissioner shall make the final determination as to an ASA identified competing softball association.

Section 3.07 - Vacancies: Any Director may resign effective upon giving written notice to the President or Secretary of the BOARD.

Vacancies in the BOARD shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director at a Special Meeting of the BOARD. Each Director so elected shall hold office until the expiration of the term of the replaced Director.

A vacancy or vacancies in the BOARD shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased. The BOARD may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 3.08 - Removal of Director: A Class 2 Director may be removed from office if any of the following has been found to occur:

- a. The Director misses three (3) or more consecutive BOARD meetings without cause;
- b. The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the BOARD;
- c. A conflict of interest is found to exist between the Director and COLORADO SOFTBALL;
- d. The Director is found to have engaged in activities that are directly contrary to the interests of COLORADO SOFTBALL; or
- e. The Director is found to have engaged in the misrepresentation of COLORADO SOFTBALL and its policies to outside third parties, either willfully, or on a repeated basis.

Before any removal occurs, the Director will be advised of the allegation(s) and the basis for the allegation(s), and will be given an opportunity to present to the BOARD any contrary evidence, or explanation he or she may have. Removal must be by two-thirds (2/3) vote of the remaining Directors.

Section 3.09 - Place of Meeting: Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether Annual, Special, or Adjourned) of the BOARD may be held at any place within or without the COLORADO SOFTBALL area that has been designated for that purpose by resolution of the BOARD, or by written consent of all the members of the BOARD.

Section 3.10 - Annual BOARD Meeting:

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- a. The Annual BOARD Meeting will be held during the month of January.
- b. The BOARD will be notified by first class mail and/or electronic communication as to the location and date of the Annual BOARD Meeting no later than ten (10) days prior to the date of the annual meeting.
- c. A quorum of the Annual BOARD Meeting will be the Commissioner (or member from the Commissioner's staff) and three (3) members of the BOARD as of the date of notification of the Annual BOARD Meeting.
- d. The Annual BOARD Meeting shall be for the purposes of: (1) election of Directors; (2) election of Officers; (3) reviewing reports of any standing committee(s); (4) the adoption of the budget; and (5) any other business that comes before the BOARD.
- e. A majority vote of the BOARD present at the Annual BOARD Meeting is needed to pass any vote taken.

Section 3.11 - Special BOARD Meeting:

- a. A Special BOARD Meeting may be called at any time by order of the President, or of three (3) or more of the Directors upon written notification to the Secretary of COLORADO SOFTBALL via certified mail.
- b. The BOARD will be notified by first class mail and/or electronic communication no later than five (5) days prior to the meeting as to the location and date of the Special BOARD Meeting within two (2) days of receipt of the notification for a Special BOARD Meeting.
- c. A quorum of the BOARD at the Special BOARD Meeting will be the Commissioner (or member from the Commissioner's staff) and three (3) members of the BOARD as of the date of notification of the Special BOARD Meeting.
- d. The Special BOARD Meeting shall be only for the purpose for which the Special BOARD Meeting is called.
- e. A majority vote of the BOARD present at the Special BOARD Meeting is needed to pass any vote taken.

Section 3.12- Action Without Meeting: Any action(s) required or permitted to be taken by the BOARD may be taken without a meeting if all members of the BOARD individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the BOARD and shall be filed with the minutes of proceedings of the BOARD.

Section 3.13 - Official BOARD Committees: Committees of the BOARD may be appointed by resolution passed by a majority of the BOARD. Committees shall be composed of two (2) or more members of the BOARD, and shall have the powers of the BOARD as may be expressly delegated to it by resolution of the BOARD, except with respect to:

- a. The approval of any action which requires the entire BOARD;
- b. The filling of vacancies on the BOARD or on any committee;
- c. The fixing of compensation of the Directors for serving on the BOARD or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the BOARD which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the BOARD or the members thereof; or
- g. The expenditure of COLORADO SOFTBALL funds to support a nominee for Director after there are more people nominated for Director than can be elected.

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Section 3.14 - Fees and Compensation: Directors (as such) shall not receive compensation for their services as Directors. Class 1 Directors may receive compensation for personal services actually rendered in accordance with the ASA CODE and pursuant to resolution passed by a majority vote of all classes of Directors at an Annual or Special Meeting of the BOARD.

ARTICLE IV OFFICERS

Section 4.01 - Officers: The officers of COLORADO SOFTBALL shall be the President, Vice President, Secretary, and Treasurer. The President and Commissioner shall be the same officer.

Section 4.02 - Election: The President, Vice President, and Secretary shall be chosen annually by, and shall serve at the pleasure of the BOARD, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected.

Section 4.03 - Subordinate Officers: The BOARD may appoint, and may empower the President to appoint, other officers as the business of COLORADO SOFTBALL may require, each of whom shall hold office for the period, have the authority, and perform those duties as are provided in the Bylaws or as the BOARD may from time to time determine.

Section 4.04 - Removal and Resignation: Any BOARD elected and/or appointed officer may be removed, either with or without cause, by a majority vote of the BOARD, at any Annual or Special Meeting of the BOARD. Any subordinate officer, if appointed by the President, may be removed, either with or without cause, by the President.

Any officer may resign at any time, without prejudice to the rights, if any, of COLORADO SOFTBALL under any contract to which the officer is a party, by giving written notice to the BOARD, or to the President, or to the Secretary, of COLORADO SOFTBALL. Any resignation shall take effect at the date of the receipt of the notice.

Section 4.05 - Vacancies: A vacancy in any office because of death, resignation, removal, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 4.06 - Inability to Act: In the case of absence or inability to act of any officer of COLORADO SOFTBALL and of any person authorized by these Bylaws to act in his or her place, the BOARD may from time to time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the BOARD may select.

Section 4.07 - President: Subject to that supervisory powers, if any, as may be given by the BOARD, the President shall be the Chief Executive Officer of COLORADO SOFTBALL and shall, subject to the control of the BOARD, have general supervision, direction and control of the activities and Officers of COLORADO SOFTBALL. The President shall preside at all meetings of the BOARD. The President shall be ex-officio a member of all committees, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and the BOARD or Bylaws may prescribe duties as.

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Section 4.08 - Vice President: In the absence or disability of the President, the Vice President as elected by the BOARD shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other duties as from time to time may be prescribed by the BOARD or Bylaws.

Section 4.09 - Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the office of COLORADO SOFTBALL, of all meetings of the BOARD and its committees, with the time and place of holding, whether Annual or Special, how authorized, the notice of the meeting given, the names of those present at the BOARD and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the office of COLORADO SOFTBALL, the original Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the BOARD and any committees of the BOARD required by these Bylaws or by law to be given, shall keep the seal of COLORADO SOFTBALL (if any) in safe custody, and shall have other powers and perform other duties as prescribed by the BOARD.

Section 4.10 - Treasurer: The Treasurer shall be the appointed COLORADO SOFTBALL Commissioner, and shall be ex-officio a member of all committees. The Treasurer shall be the Chief Financial Officer of COLORADO SOFTBALL and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of COLORADO SOFTBALL. The books of account shall be at all times open to inspection by any Director.

The Treasurer shall maintain the books of account using the cash method of accounting. The accounting period shall be the calendar year. Any other financial reporting will be in accordance with the ASA, State of Colorado, and the Internal Revenue Service.

The Treasurer shall make an annual report to the BOARD at each year's Annual Board Meeting.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of COLORADO SOFTBALL with a bank designated by the BOARD. The Treasurer shall disburse the funds of COLORADO SOFTBALL as may be ordered by the BOARD, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of COLORADO SOFTBALL, and shall have other powers and perform other duties as may be prescribed by the BOARD.

Only the Treasurer and two (2) other Class 1 Directors shall have signature authority over any and all business accounts.

Section 4.11 -Salaries: The BOARD shall fix the salary of the Officers from time to time, and no Officer shall be prevented from receiving this salary because the Officer is also a Director of

ARTICLE V TOURNAMENTS

Section 5.01 - Sanctioned Tournaments: COLORADO SOFTBALL will conduct sanctioned ASA

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tournaments, when feasible. Organizations, individuals, or governmental entities if sanctioned by the COLORADO SOFTBALL Commissioner and after paying the appropriate COLORADO SOFTBALL sanctioning fee, may sponsor the tournaments. Tournaments that fall into this category, but not limited to, are as follows:

- a. Those identified within the ASA CODE for Championship Play.
- b. ASA Special Events.
- c. ISF Events.
- d. Non-Championship Play.

Section 5.02 - COLORADO SOFTBALL Local Championship Play Tournament:

- a. Any COLORADO SOFTBALL registered team is eligible to participate in the COLORADO SOFTBALL Local Championship Play Tournament.
- b. Any COLORADO SOFTBALL Local Championship Tournament for the "A" classification will be completed on or by the second (2nd) Sunday in the month of June.
- c. Any COLORADO SOFTBALL Local Championship Tournament for the "B" classification will be completed on or by the fourth (4th) Sunday in the month of July.
- d. If a COLORADO SOFTBALL registered team has already secured a berth into the current year's National Championship Finals Tournament by way of where the team placed in the previous year's National Championship Finals Tournament and/or National Tournament, that team will be allowed to participate in the COLORADO SOFTBALL Local Championship Play Tournament without forfeiting its berth.
- e. If the team that wins the COLORADO SOFTBALL Local Championship Play Tournament had already secured a berth into the current year's National Championship Finals Tournament, then the next placed team(s) (depending upon how many berths are available) will be provided with the berth into the current year's National Championship Finals Tournament.
- f. Only teams that participate in the COLORADO SOFTBALL Local Championship Play Tournament (if conducted) will be allowed to advance to the next level (State Championship, Regional Championship, National Qualifier, Area Qualifier, Hall of Fame Tournament, etc.) of Championship Play, unless the team already has a berth as noted above.

Section 5.03 - COLORADO SOFTBALL Championship Play Tournament Bids: Bids for COLORADO SOFTBALL Championship Play tournaments will be submitted to the COLORADO SOFTBALL Championship Play Tournament committee in accordance with their procedures. Procedures will be provided to each member on a yearly basis during the month of December. The site(s) of the COLORADO SOFTBALL Championship Play Tournament(s) will be decided by the committee during the month of January.

Section 5.04 - Tournament Insurance: All COLORADO SOFTBALL sanctioned tournaments must be properly insured by the ASA's recognized insurance company, must include at minimum liability insurance, is the responsibility of the tournament host organization, and must list COLORADO SOFTBALL as additional insured. In situations where organizations are self-insured, tournament insurance will still be required.

Section 5.05 - ASA Representative: An ASA tournament representative shall be assigned by the Commissioner to be on-site during the entire Championship Play tournament. The tournament representative will be included in all meetings/ceremonies during the course of the tournament. The

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tournament host organization will supply the representative with the following: lodging if the event is held in a county other than the county of residents of the representative, and a per diem rate established by the COLORADO SOFTBALL Championship Play Tournament committee.

Section 5.06 - Tournament UIC: A tournament UIC will be assigned by the COLORADO SOFTBALL UIC to be on-site during the entire Championship Play tournament. The tournament UIC will be included in all meetings/ceremonies during the course of the tournament. The tournament host organization will supply the UIC with the following: lodging if the event is held in a county other than the county of residents of the UIC, and a per diem rate established by the COLORADO SOFTBALL Championship Play Tournament committee.

Section 5.07 - Sanctioning Fees: All sanctioning fees for Non-Championship Play tournaments will be established by the COLORADO SOFTBALL, and will be published on the COLORADO SOFTBALL website.

Section 5.08 - Tournament Report: Upon completion of a Championship Play tournament, the tournament host organization must submit to the Commissioner no later than ten (10) days following the completion of the Championship Play tournament, on a form to be provided by COLORADO SOFTBALL, a final tournament report to include the following:

- a. A complete copy of the Championship Play tournament brackets showing final standings of all participating teams.
- b. All monies due COLORADO SOFTBALL.

In cases where the ASA requires a completed report, a copy of that report will be acceptable.

Section 5.09 - Umpires: Only registered ASA umpires, in good standing with COLORADO SOFTBALL or any other affiliated ASA Association, may be assigned to all COLORADO SOFTBALL sanctioned tournaments. Such tournaments shall include, but not limited to, COLORADO SOFTBALL Championship/Non-Championship Play, Regional Championship Play, and Sector Championship Play. The host organization will supply the Umpires with the following: lodging if the event is held in a county other than the county of residents of the umpire, and per game fee established by the COLORADO SOFTBALL Championship Play Tournament committee.

ARTICLE VI

ELIGIBILITY

For Championship Play, the eligibility requirements will be of that of the ASA CODE, except as modified below. It will be the responsibility of the team manager/coach and/or players to understand the eligibility requirements of the ASA CODE.

Section 6.01 -Roster: A completed roster, including roster changes, must be presented to the Commissioner (01 individual(s) delegated by the Commissioner) for approval no later than seven (7) calendar days prior to the start of Championship Play. For rosters submitted within the seven (7) calendar days prior to the start of Championship Play, an additional fee will be assessed and paid in cash or money order prior to approval of the roster.

Section 6.02 - Roster Change Date: COLORADO SOFTBALL roster change date is July 15th of the calendar year.

BYLAWS OF COLORADO SOFTBALL, INC.

ARTICLE VII DISQUALIFICATIONS

COLORADO SOFTBALL will follow the disqualification provisions of the ASA CODE for both Championship and Non-Championship Play. Non-Championship Play shall also include local league play. Any team, team member, manager or team official disqualified by the ASA and/or COLORADO SOFTBALL shall have said disqualification posted on the COLORADO SOFTBALL website.

ARTICLE VIII PERIODIC REVIEW

To ensure COLORADO SOFTBALL operates in a manner consistent with 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:

- * Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- * Whether partnerships, joint ventures, and arrangements with management organizations conform to COLORADO SOFTBALL 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 IV USE OF OUTSIDE EXPERTS

While conducting the periodic reviews as provided for in Article VII, COLORADO SOFTBALL 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.

BYLAWS OF COLORADO SOFTBALL, INC.

ARTICLE V

RECORDS OF PROCEEDINGS

the members of the governing board and all committees with board delegated powers shall contain:

- * 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 01 committee's decision as to whether a conflict of interest in fact exists.
- * 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 VI

COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from COLORADO SOFTBALL for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from COLORADO SOFTBALL for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from COLORADO SOFTBALL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VII

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:

- Has received a copy of the conflicts of interest policy;
- * Has read and understands the policy;
- * Has agreed to comply with the policy; and
- * Understands COLORADO SOFTBALL is charitable 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.