

**BYLAWS
OF
THE AMATEUR SOFTBALL ASSOCIATION OF AMERICA**

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ARTICLE I - GENERAL PROVISIONS

Section 1. Name. The name of the Corporation is the Amateur Softball Association of America.

Section 2. Purposes. The Corporation is formed exclusively for charitable and educational purposes.

Section 3. Policy Against Discrimination. No person, corporation, or organization shall, on the basis of race, color, national origin, religion, sex or physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to the discrimination under any program or activity sponsored or conducted by the Corporation.

Section 4. ASA Code. Except as may be inconsistent with these Bylaws, the Corporation's Certificate of Incorporation and applicable law, the activities of the Corporation and the related rights of any members of the Corporation shall be governed by the ASA Code originally adopted by the Corporation on January 27, 1977, as amended from time to time (the "ASA Code").

ARTICLE II - DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of its board of directors.

Section 2. Number. The number of directors which shall constitute the whole board shall not be less than one (1), and, in a manner consistent with the provisions of the Amateur Sports Act, 36 U.S.C. §§ 371 *et seq.*, as amended from time to time (the "Act"), shall be comprised of those individuals designated in Article 122 of the ASA Code.

Section 3. Vacancies. Vacancies and newly created directorships shall be filled in the manner provided in the ASA Code.

Section 4. Meetings. Meetings of the board of directors shall be held at least annually at such places, within or without the State of Oklahoma, and in such manner as is provided in Article 122 of the ASA Code.

Section 5. Quorum. A majority of the total number of directors excluding any vacancies, shall constitute a quorum for the transaction of business at any meeting of the board. If at any meeting a quorum is not present, a majority of the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present. The act of a majority of directors present in person at a meeting at which a quorum is present shall be the act of the board of directors.

Section 6. Presence at Meeting. Members of the board of directors, or of any committee thereof, may participate in a meeting of such board or committee by means of telephonic conference or similar communications in which all persons participating in the meeting can hear each other, and such participation shall be deemed presence in person at such meeting.

Section 7. Action Without Meeting. Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board or such committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the board or such committee.

Section 8. Committees of the Board. There shall be designated those permanent committees of the board of directors as are described in Article 124 of the ASA Code. The President may designate additional ad hoc committees for any purpose deemed necessary by the President, which ad hoc committees shall have a duration of one (1) year and may be renewed for additional periods of one (1) year. The President may dissolve any ad hoc committee at any time, but no permanent committee shall be dissolved except as provided by the ASA Code. Each ad hoc and permanent committee shall consist of one (1) or more of the directors of the Corporation. To the extent provided in Article 124 of the ASA Code, each permanent committee (and to the extent provided by the President, each ad hoc committee) shall generally perform such duties and exercise such powers as may be directed or delegated to such committee by the board of directors from time to time. In the absence or disqualification of any member of a committee, a proxy may be appointed to act in place of such absent or disqualified member only as provided in the ASA Code. Each committee shall keep regular minutes of its proceedings and report the same to the board of directors as and when required.

Section 9. Compensation. Except to the extent otherwise provided in the ASA Code, directors as such shall not receive any stated salary for their services. To the extent provided in the ASA Code, directors may be reimbursed for reasonable expenses incurred in attending any meeting of the board or of any committee.

Section 10. Advisory Directors. The board of directors may appoint individuals (who may but need not be directors, officers or employees of the Corporation) to serve as members of an advisory board of directors of the Corporation. The members of any such advisory board may adopt and from time to time may amend rules and regulations for the conduct of their meetings and shall keep minutes which shall be submitted to the board of directors of the Corporation. The term of office of any member of the advisory board of directors shall be at the pleasure of the board of directors. The function of any such advisory board of directors shall be to advise the board of directors with respect to the affairs of the Corporation.

Section 11. Parliamentary Authority. At all meetings of the board and all committees, the parliamentary authority shall be Roberts Rules of Order (Revised), as amended from time to time.

ARTICLE III - OFFICERS AND EMPLOYEES

Section 1. Election. Officers of the corporation shall be elected to the extent and in the manner provided in the ASA Code. To the extent provided in this Article III, certain additional officers may be nominated and elected at any time by a majority vote of the board of directors. No officer need be a director. Two (2) or more offices may be held by the same person.

Section 2. Term, Removal and Vacancies. Officers shall serve and be subject to removal in the manner provided in the ASA Code. To the extent not inconsistent with the foregoing, any officer elected or appointed by the board may be removed at any time by the board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 3. Secretary. The board of directors may nominate and elect a person to act as Secretary of the Corporation. The Secretary shall be the keeper of the corporate seal and corporate records, and shall give notice of, attend and record minutes of meetings of members and directors. The Secretary shall see that the seal is affixed to all documents on which the seal is required by law to be affixed, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws. The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the board, by the President or by the Executive Director. The Secretary shall have the power and discretion to appoint assistant secretaries. The assistant secretaries, if any, shall have such duties as shall be delegated to them by the Secretary and, in the absence of the Secretary, the senior one of them present shall discharge the duties of the Secretary. If at any time a Secretary has not been nominated and duly elected by the board of directors or if the Secretary is unable to act for any reason, the Executive Director may perform any or all of the functions of the Secretary.

Section 4. Chief Financial Officer. The board of directors may nominate and elect a person to act as Chief Financial Officer/Treasurer of the Corporation. The Chief Financial Officer/Treasurer shall be responsible for (i) the custody and safekeeping of all of the funds and securities of the Corporation, (ii) the receipt and deposit of all moneys paid to the Corporation, (iii) where necessary or appropriate, the endorsement for collection on behalf of the Corporation of all checks, drafts, notes and other obligations payable to the Corporation, (iv) the disbursement of funds of the Corporation under such rules as the board may from time to time adopt, (v) maintaining the general books of account of the Corporation, and (vi) the performance of such further duties as are incident to the office of a treasurer or as may be assigned to the Chief Financial Officer/Treasurer by the board, by the President, or by the Executive Director. The Chief Financial Officer/Treasurer shall have the power and discretion to appoint assistant treasurers. The assistant treasurers, if any, shall have such duties as shall be delegated to them by the Chief Financial Officer, and in the absence of the Chief Financial Officer, the senior one of them present shall discharge the duties of the Chief Financial Officer. If at any time a Chief Financial Officer/Treasurer has not been nominated and duly elected by the board of directors or if the Chief Financial Officer/Treasurer is unable to act for any reason, the Executive Director may perform any or all of the functions of the Chief Financial Officer/Treasurer.

Section 5. Compensation. The compensation, if any, of the officers shall be fixed by the Executive Director subject to approval by the board of directors.

ARTICLE IV - COUNCIL MEMBERS

The Council of the Corporation shall have such powers and authorities, and shall meet and shall be governed, as provided in the ASA Code. The members of the Council of the Corporation shall be as described in Article 121(A) of the ASA Code.

ARTICLE V - OFFICES, SEAL AND NOTICES

Section 1. Offices. The principal office of the Corporation shall be maintained in Oklahoma City, Oklahoma, or at such other place as the board may determine from time to time. The Corporation may have such other offices as the board may determine from time to time.

Section 2. Seal. The Corporation may have a corporate seal inscribed thereon with the name of the Corporation and the words "Corporate Seal" and "Oklahoma" or abbreviation

thereof. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Section 3. Notices. Unless otherwise provided herein, whenever notice is required to be given, it shall not be construed to require personal notice. Rather, such notice shall be deemed to have been given when a written notice is deposited in the United States mail, addressed to the individual to whom notice is being given at such address as appears on the records of the Corporation, with postage prepaid thereon.

Section 4. Waiver of Notice. Whenever any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI - INTERESTED PARTIES

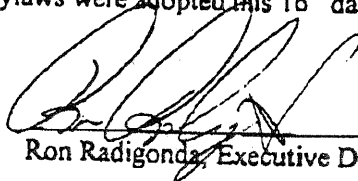
No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are trustees, directors or officers or have a financial interest shall be void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the board which authorizes the contract or transaction or solely because his or their votes are counted for such purpose if

- (a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the board of directors.

ARTICLE VII - AMENDMENTS

These bylaws may be altered, amended or repealed or new bylaws may be adopted in accordance with the Corporation's Articles of Incorporation, as amended from time to time, and the Oklahoma General Corporation Act.

The above and foregoing Bylaws were adopted this 16th day of November, 1998.



Ron Radigonda, Executive Director and Secretary