

**BY-LAWS
OF
MISS VENICE FASTPITCH, INC.**

ARTICLE I – CORPORATION

Section 1.1. CORPORATE NAME The name of the corporation shall be Miss Venice Fastpitch, Inc., a Florida not-for-profit corporation.

Section 1.2. PURPOSE The purpose for which the corporation is organized is to foster and perpetuate wholesome athletic activity and competition by girls and women from five years of age and up, by playing softball in competition, with emphasis on the building of character and molding of personality which transcends the acquisition of athletic skills or the winning of games; to help prepare today's girls and young women for active leadership roles as citizens of tomorrow.

ARTICLE II – POWER OF LIMITATION

Section 2.1. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities prohibited (a) by an organization exempt from federal income tax, under section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III – POLITICAL STATUS

Section 3.1. The corporation shall not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office. The corporation reserves the right to elect at a latter date to come under the provisions allowing certain lobbying expenditures. This may be accomplished by an amendment / additional article to the corporation's Articles of Incorporation and by filing the necessary required documents required for approval by the Internal Revenue Service. This corporation shall not engage in dissemination of propaganda.

ARTICLE IV – MEETING OF MEMBERSHIP

Section 4.1. MEMBERSHIP. The general membership is comprised of any parent or legal guardian of a child registered in any league sponsored by the corporation.

Section 4.2. ANNUAL MEETING. The annual meeting of the membership shall be held at a place to be designated by the President in Sarasota County, Florida, during the month of June each year.

Section 4.3. SPECIAL MEETING. A special meeting of the membership may be called at any time by a majority of the Board of Directors. Notice of such meeting stating the purpose for which it is called shall be given by the Secretary no fewer than two (2) days prior to the date of the meeting by either U.S. mail, electronic mail (e-mail), or by posting such notice at 1300 Ridgewood Drive, Venice, Florida 34292 (Wellfield). The Board of Directors shall also call a special meeting of the membership when requested to do so in writing by a majority of the members of the corporation. No business other than that specified in the call for the special meeting shall be transacted at any such meeting.

Section 4.4. PROXY. No proxy shall be recognized at any meeting of the corporation.

Section 4.5. VOTING. At all meetings of the membership, each member shall be entitled to one vote on each proposal presented. Such voting shall be by raised hand, except that a secret written ballot may be demanded if a majority of the members present concur.

ARTICLE V – DIRECTORS

Section 5.1. NUMBER AND REQUIREMENTS. The affairs and business of the corporation shall be managed by a Board of Directors consisting of no fewer than seven (7) and no more than seventeen (17) members who shall be elected at the annual membership meeting of the corporation. Two (2) members of the same family shall not serve on the Board at the same time, unless waived by a two-thirds (2/3) vote of the Board of Directors.

Section 5.2. ELECTION OF DIRECTORS. Members in good standing shall elect at the corporation's annual meeting the Directors by a plurality of the votes cast.

Section 5.3. TERM OF OFFICE. The term of office of each Director shall be one three-year term, with one-third of the Directors elected each year. Directors may

serve up to two (2) consecutive terms. Thereafter, Directors may be eligible for re-election to the board following a one (1) year absence from the expiration of his or her second consecutive term in office. The one (1) year absence requirement may be waived by a two-thirds (2/3) vote of the Board of Directors.

Section 5.4. DUTIES. The Board of Directors shall have the control and general management of the affairs and business of the corporation. Such Directors shall in all instances act as a board, regularly convened, by majority vote. Management by the board may be, as the majority of the board deems proper and as consistent with these By-Laws and the laws of the State of Florida. Directors and officers must be active in the affairs of the corporation. Failure to attend at least 51% of Board meetings or three (3) consecutive unexcused absences from Board meetings may result in removal from the Board.

Section 5.5. MEETINGS OF THE BOARD OF DIRECTORS. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the membership. In addition, meetings of the Board of Directors may be called by the President at any time, or shall be called by the President or Secretary upon written request of at least 51% of the Directors.

Section 5.6. VACANCIES. Vacancies on the Board of Directors occurring between the annual meetings shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors. The nomination committee will present eligible candidates to the President. The President will then present his selection for board approval.

Section 5.7. REMOVAL OF DIRECTORS. Directors may be removed either with or without cause by a two-thirds (2/3) vote of the entire Board at any meeting where notice is given that such action will be considered.

Section 5.8. WAIVER OF NOTICE. Whenever by statute, the provisions of the Articles of Incorporation or these By-Laws, the membership or the Board of Directors are authorized to take any action after notice, such notice may be waived in writing before or after the holding of the meeting by the person or persons entitled to such notice, by their attorney or authorized legal representative.

Section 5.9. QUORUM. At any meeting of the Board of Directors, the quorum shall be a majority of the Directors then holding office.

Section 5.10. PRESIDENTIAL VOTE. The President will not vote on issues unless such vote is necessary to break a tie.

ARTICLE VI – OFFICERS

Section 6.1. OFFICERS. This corporation shall have a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may by majority vote elect a Director to serve as an Assistant to an officer, upon the request of said officer. No person may hold more than one office at a time. All officers of the corporation shall also be Directors.

Section 6.2. ELECTION OF OFFICERS. Immediately following the annual meeting of the membership, the Board of Directors shall meet for the purpose of electing officers of the corporation. The immediate past President shall preside at the meeting until the election of his/her successor.

Section 6.3. TERM OF OFFICE AND RESTRICTIONS FOR OFFICERS. Officers of the corporation shall hold office for a term of one (1) year, or until their successors are duly elected. Officers will be elected by a plurality of the votes cast by Directors. No Director may serve as an officer without one (1) year of service as a Board member. No officer may hold the same office for more than two (2) consecutive one year terms. These restrictions may be waived by a two-thirds (2/3) vote of the Board of Directors.

Section 6.4. DUTIES OF OFFICERS.

PRESIDENT The President shall be the chief executive officer of the corporation; shall have general and active management of the business and affairs of the corporation, subject to the direction of the Board of Directors; and shall preside at all meetings of the membership and Board of Directors.

VICE PRESIDENT The Vice President shall assume all responsibilities delegated to him by the President. He shall also assume the duties of the President in the absence or inability of the President to perform the duties of office.

SECRETARY The Secretary shall have custody of and maintain all records of the corporation, except the financial records; shall record the minutes of all meetings of the membership and of the Board of Directors; shall send notices of all meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

TREASURER. The Treasurer shall have custody of all corporate funds and financial records; shall keep full and accurate accounts of receipts and disbursements; shall be responsible for seeing that any tax reports or returns, which may be required, are prepared and filed before becoming delinquent; and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6.5. VACANCIES. The Board of Directors shall fill all Corporate Officer vacancies without undue delay at its regular meeting or at a special meeting called for that purpose. The nomination committee will present eligible candidates to the Board for their consideration and vote. Candidates will be elected by a plurality of votes cast or majority vote if only one name is nominated. Any officer elected to fill a vacancy shall serve until the next regular election of officers. The Board of Directors may, by consent of a majority of the Board and except as specifically provided otherwise in these by-laws, temporarily delegate the powers or duties of any absent officer to any other officer or Director.

Section 6.6. END OF TERM / RESIGNATION Upon expiration of the term of office or in case of resignation, each officer shall turn over to the President, without delay, all records, books, and other materials pertaining to the office and/or committees.

Section 6.7. COMPENSATION OF OFFICERS. No officer shall receive a salary or compensation.

Section 6.8. REMOVAL OF OFFICERS. The Board of Directors, by a majority vote, may remove an officer from office at any time, with or without cause.

Section 6.9. EXECUTIVE COMMITTEE. The Executive Committee of the Board of Directors shall be comprised of the officers of the corporation, plus one or more Directors who have been elected by the Board as At-Large Members to the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors for specific tasks as designated by the Board.

No Director may serve as an At-Large Member to the Executive Committee without one (1) year of service as a Board member.

ARTICLE VII – CONFIDENTIALITY

Section 7.1. CONFIDENTIALITY. Players, parents, members of the Board of Directors, and volunteers deserve to have all nonpublic affairs of the corporation kept in the strictest confidence. All nonpublic matters concerning the internal and external conduct of the corporation's business and its relationships shall be kept strictly confidential unless the determination is made by the Board to release the information. Further, it includes the discussions and deliberations of any committee concerning any nonpublic issue or matter. Violation of this provision may lead to removal from the Board.

ARTICLE VIII – SEAL

Section 8.1. The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation and the word "seal" inscribed, and may be a facsimile, engraved, printed or impression seal.

ARTICLE IX – AMENDMENTS

Section 9.1. These By-Laws may be altered, amended, repealed or replaced with the approval of a two-thirds (2/3) majority of the Board of Directors at any meeting called for that purpose.

ARTICLE X – DISTRIBUTION OF ASSETS ON TERMINATION OF THE CORPORATION

Section 10.1. Upon voluntary or involuntary dissolution of the corporation, the then acting Directors, or their survivor or survivors, shall distribute all of the assets of the corporation, including any undistributed income, to one or more charitable organizations as described in Section 170 (c), 2055 (a) and 2522 (a) of the Internal Revenue Code or corresponding sections of any future Internal Revenue Code, or to a federal, state or local governmental body for exclusive public purpose. The selection of such organization or organizations and the amounts to distribute to each shall be the sole discretion of the Directors.

ARTICLE XI - SPECIAL CORPORATE ACTS

Section 11.1. COMMITTEES. The Board of Directors may appoint Committees and Committee Chairpersons as they see fit.

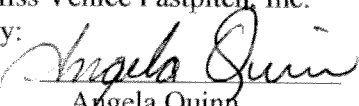
Section 11.2. SIGNING OF CHECKS AND NOTES. All checks and drafts on behalf of the corporation will require two (2) signatures of Directors. Debit (Bank) cards may be issued to Directors as designated by the Board of Directors only for purchases on behalf of the corporation. Purchase orders, request for payments, notes, drafts or demands for money shall be signed only by the Officer(s) from time to time as designated by the Board.

Section 11.3. LOANS. No loans shall be contracted on behalf of the corporation, no guarantee of any obligation shall be made, and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors.

Section 11.4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may authorize.

Miss Venice Fastpitch, Inc.

By:


Angela Quinn
Corporate Secretary

Approved by the Board of Directors on Jan. 13, 2006.

Adopted by the Membership of the Corporation on Feb. 18, 2006.