



**AMENDED AND RESTATED
BYLAWS OF
Royal Football Booster Club
a California Nonprofit Public Benefit Corporation**

The Royal Football Booster Club, a California Public Benefit Corporation (the “Corporation”), adopts these Amended and Restated Bylaws (the “Bylaws”), which restate, amend, and supersede, in its entirety, the existing bylaws of the Corporation and its amendments, if any, with reference to the following facts:

WHEREAS, the Corporation incorporated as a California nonprofit public benefit corporation under the Nonprofit Public Benefit Corporations Law. The Articles of Incorporation (the “Articles”) were filed with the California Secretary of State on August 26, 2022, as document no. 5219634.

WHEREAS, the Corporation adopted its amended bylaws on November 27, 2018, and now desire to restate, amend, and supersede the existing bylaws of the Corporation in their entirety by these Bylaws.

NOW THEREFORE, the Corporation adopts the below:

**ARTICLE I
OFFICES AND PURPOSE**

Section 1.01 *Corporate Name.* The name of the Corporation is **Royal Football Booster Club**.

Section 1.02 *Principal Office.* The principal office for the transaction of the business of the Corporation shall be located at 1402 Royal Avenue, Simi Valley, in the County of Ventura, in the State of California. The board of directors of the Corporation (the “Board”) may change the principal office from one location to another. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 1.03 *Other Offices.* The Board may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.

Section 1.04 *General Purpose.* The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation law primarily for charitable purposes, including supporting and enhancing the Royal High School Football Program. The Corporation shall raise funds, promote community involvement, and provide volunteer support to help with the purchasing of equipment, uniforms, and other expenses related to the football team’s activities. The Corporation is dedicated to fostering school spirit, sportsmanship, and the overall success of the Royal High School Football program.

**ARTICLE II
MEMBERS**

Section 2.01 *Membership.* Members will consist of individuals who sign up a child for a Football Season and any persons who pay the membership registration fee set by the booster club. Members will be allowed to vote only at the annual meeting in January each year, however, members can attend any open Football Booster Club meeting, and are encouraged to do so.

Section 2.02 *Membership Fee.* The annual cost for membership will be determined annually and voted on by the Board of Directors. In the event membership is included in a “spirit package” offered to the families and players



participating in the Royal High School Football program, the Board of Directors shall establish the portion the cost of the package to be allocated to membership dues on its books and records. These dues shall not be prorated for individuals seeking admission to the membership during a fiscal year already in progress. Membership fees for registered players will be included in the online registration process. Other family members or outside persons wishing to be a member will need to fill out a form through our Membership and Registration Chair.

Section 2.03 Membership Duration and Renewal. Membership to the Royal Football Booster Club will expire each year in May. Membership renewal will take place with the annual registration process.

ARTICLE III DIRECTORS

Section 3.01 Powers and Duties.

(a) **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) **Specific Powers.** Without prejudice to their general powers, the Directors of the Board (the “Directors”) shall have the power to:

(i) Select and remove the Officers of the Corporation (“Officers”); prescribe any powers and duties for them that are consistent with the law, with the Articles, and with these Bylaws; and fix their compensation, if any.

(ii) Conduct, manage, and control the affairs and activities of the Corporation, and make such rules and regulations consistent with the law, the Articles, and with these Bylaws.

(iii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iv) Adopt, make, and use a corporate seal and alter the form of the seal.

(v) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation’s purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

(vi) Solicit, accept, or decline to accept, on behalf of the Corporation, gifts, grants, loans, or contributions from the public, private, and governmental sectors, both financial and in-kind. Notwithstanding the foregoing, any non-monetary gift, grant, or contribution will require the approval of a majority of the Board.

(vii) Determine organizational policy, set and develop the Corporation’s program goals and approve the Corporation’s plans to effectuate the foregoing, and take on an active role in carrying out the plans, as needed.

(viii) Approve all Board Committees (as defined in Article IV) and Advisory Committees (as defined in Article IV), in accordance with Article IV hereinbelow.

(a) **Duties.** The Directors shall have the following duties and obligations to and in connection with the Corporation:

(i) Ensure that the Corporation is true to its Mission and thus achieves its stated purposes and objectives, as stated in Article 1 hereinabove.



(ii) Meet at such times and places as determined by vote by the Board of Directors required by these Bylaws.

(iii) Ensure that the Corporation has enough resources to achieve its purpose and provide the primary leadership and oversight in raising the necessary funds.

(iv) Ensure the use of the Corporation's funds are prudently and properly managed for their specific purposes, including, but not limited to, operating, capital, or endowment purposes.

(v) Identify and guarantee that the Corporation will have the required number of qualified candidates for the roles of Directors, Officers, and any other role that the Board is required to fill on behalf of the Corporation.

(vi) Directors are to serve as "goodwill ambassadors" of the Corporation by informing people throughout the community about the excellent work being accomplished by the Corporation.

(vii) Identifying issues pertinent to the operation of the Board.

Section 3.02 *Authorized Number of Directors.* The number of Directors shall not be less than four (4) nor more than twenty-one (21), with the exact authorized number of Directors to be determined by the Board from time to time. Within these limits, the Board may increase or decrease the number of Directors serving on the Board as the needs of the Corporation require. Any increase in the number of Directors shall be subject to and in accordance with Section 3.03 hereunder. Notwithstanding any of the foregoing, no reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

The corporation may also have, as determined by the Board, additional director positions such as, spirit wear, membership and registration, webmaster, or other directors as needed for the operation of the Corporation. Job duties for focused director positions will be maintained by the board and stored with the Secretary where official records are kept.

Section 3.03 *Appointment and Term of Office of Directors.*

(a) ***Nomination of Directors.*** Directors shall be elected by a majority vote of the Members including Directors at each annual meeting where a Director's term is set to expire, including the vote(s) of any Director whose term of office expires with that meeting. Directors will be listed on Exhibit "A", attached hereto, and shall be updated from time to time, to reflect the current Directors.

(b) ***Term.*** A Director's term shall begin on the date of the annual meeting in which they are elected and expire at the annual meeting one (1) years thereafter. In the event that a successor is not elected, and the number of Directors will be below four (4) as a result of a successor not being elected, then such Director's term which would otherwise terminate shall be extended for one (1) additional year. Directors' terms may be staggered in a manner so that approximately one-half (1/2) of the Directors will be elected each year, to the best of the board's ability, the number of returning board members will be looked at and considered to try and accommodate the one half rule.

Section 3.04 *Qualifications of Board Members.* Any individual who is (a) eighteen (18) years of age, and older, and is not currently enrolled in Royal High School may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

Section 3.05 *Vacancies.*

(a) ***Events Causing Vacancy.*** A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.



(ii) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under §5231 of the California Corporation Code and following of the California Nonprofit Corporation Law.

(iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at that meeting pursuant to the provisions of Section 3.03(a).

(iv) The increase of the authorized number of Directors.

(b) **Resignation.** Except as provided in this Section, any Director may resign by delivering written notice to the Chairperson/President or the Secretary, and such resignation is reviewed and accepted by the Board. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

(c) **Removal.**

(i) Any Director may be removed with cause by the vote of the majority of the Directors of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 3.09. Any vacancy caused by the removal of a Director shall be filled as provided in Section 3.05(d).

(ii) Any Director may be removed without cause by the vote of at least two-thirds (2/3) of the Directors of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 3.09. Any vacancy caused by the removal of a Director shall be filled as provided in Section 3.05(d).

(iii) Any Director who does not attend three (3) successive Board meetings (either regular or special) will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents the Director from attending meetings and the Board by resolution waives the automatic removal procedure of this Section 3.05(c)(ii).

(C) The Board, by resolution of the majority of the Directors, agrees to reinstate the Director who has missed three (3) meetings.

(d) **Filling of Vacancies.** Any vacancy caused by the death, resignation, or removal of a Director shall be filled by the election of a replacement Director with a vote of a majority of Directors then still serving. If there is six (6) months or more left in the term of the Director who has left a vacancy, and the number of Directors is not below four (4), then the Board shall have the right, but not obligation, to vote on whether or not a special election should be held in to fill such vacancy.

Section 3.06 Place of Meeting; Meeting by Electronic Transmission; Recording of Meeting. Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 3.06, a regular or special meeting of the Board may be



held at any place consented to in writing by all Directors, either before or after the meeting. The Board will meet minimally eleven (11) times per year, the schedule to be determined and agreed and voted upon by the board as needed.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, whether now or hereafter known and/or devised, so long as all of the following apply: (a) each Director has submitted a signed consent to electronic communications (“E-Consent”) to the Corporation (refer to Exhibit B); (b) each Director participating in the meeting can communicate with all the other Board members concurrently; (c) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and (d) the Corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Director entitled to participate in the Board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Board of Directors meetings may be recorded via audio. The purpose of any recording is to assist the Secretary in capturing accurate meeting minutes for official record-keeping purposes. Should a meeting need to be recorded, all parties present (directors, members, outside committee individuals, coaches, etc) must consent before the recording may begin, each time a meeting occurs. Any recordings via audio will be destroyed after the meeting minutes are approved at the next scheduled board of director meeting. This allows time for the meeting minutes to be prepared and makes the meeting minutes the official record for the corporation.

Section 3.07 Regular and Annual Meetings. The Board shall have the right, but not obligation, to hold Regular meetings of the Board at such times as may be fixed by the Board, from time to time, including, but not limited to, at the annual meeting. The Board shall hold an annual meeting in January of each year at a time and place designated by the Board for purposes of electing Directors, if applicable, Officers, if applicable, designating committees, review the Corporation’s goals, strategies, and tasks, transacting regular business, and conducting and voting on any other matters on behalf of the Corporation. Notwithstanding the foregoing, the Board may fix another date and time for the holding of its annual meeting or any regular meeting for any reason. Notice of these meetings shall be in accordance with Section 3.09.

Nominations for officers may also be made from the floor by any member in good standing, provided that any member exercising such right may not nominate more than one (1) such candidate. Good standing is defined as an individual who has paid their membership dues (if applicable), has a positive reputation, and has not broken a parent/director Code of Conduct rule(s). Any questions on good standing will be brought to the board for review and discussion.

During the month of February, the regular meeting shall be attended by both the incoming board member(s) for the upcoming year and the outgoing board member(s) for the upcoming year. This meeting shall be referred to herein as the “In-and-out Meeting”.

Meetings shall be ruled by order and respect amongst all in accordance with the code of conduct signed by the directors. Additionally, all meetings shall be conducted in accordance with Robert’s Rules of Order, Newly Revised, which shall serve as the parliamentary authority for the Booster Club. These rules are intended to ensure fairness, equity, and order in all deliberations. While the Bylaws of the Booster Club take precedence, Robert’s Rules shall guide all procedural matters not otherwise covered. Board members are expected to familiarize themselves with these rules and adhere to them in the conduct of all meetings, discussions, and votes.

Section 3.08 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson/President or a majority of the Directors. Notice of these meetings shall be in accordance with Section 3.09.

Section 3.09 Notice. Notice of any meeting of the Board shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with the E-Consent, provided such notice may be waived by any



Director as set forth below in Section 3.10. All notices shall be given or sent to the Board member's address, telephone number, or email as shown on the Corporation's books and records (e.g., Director's E-consent). Notice shall not be given by electronic transmission if the Corporation is unable to deliver two (2) consecutive notices to a Director by that means or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. The notice shall state the time of the meeting and the place if the place is other than the principal office of the Corporation. The notice need not specify the purpose of a regular meeting. The notices shall state the purpose of a special meeting.

Section 3.10 *Waiver of Notice.* The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 3.11 *Quorum.* A majority of the Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

Section 3.12 *Adjournment.* A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.13 *Notice of Adjournment.* Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 3.10.

Section 3.14 *Action Without Meeting.* Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to California Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 3.14 only, "all Directors" shall not include Directors who are an interested person in accordance with Section 3.16 or common directorship in accordance with Section 8.01.

Section 3.15 *Compensation of Directors.* The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out such Director's duties. Reimbursement requests should be handled with the Treasurer and follow applicable board policies for processing. Directors shall not otherwise be compensated for services rendered to the Corporation as Directors, except that Directors may be reimbursed for their expenses in accordance with the proceeding sentence. Directors and members of committees may receive compensation incurred as agents, independent contractors or employees of or for other services performed for the Corporation as approved by the Board, subject to Section 3.16 hereunder.

Section 3.16 *Restriction on Interested Directors.* Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse/domestic partner, brother-in-law, sister-in-law,



mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Additionally, no more than thirty percent (30%) of Directors can be made up of Coaches and/or their spouse/domestic partner. The Head Coach is considered an interested party and may only serve on the board as an advisor. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

Any person serving on the board who is an interested party may not contribute to the conversation and/or be part of any decision(s) involving any compensation to be paid to said interested parties. At the times of these discussions and voting, the board will handle the decision process confidentially as needed.

ARTICLE IV

OFFICERS

Section 4.01 *Officers.* The Corporation shall have the following Officers: Chairperson/President, Secretary, Treasurer, Vice Chairperson/ Vice President, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 4.03. Officers need not be Directors. One person may hold two (2) or more offices, except no person serving as Secretary, Treasurer, or Chief Financial Officer may serve concurrently as Chairperson (or President). Notwithstanding the foregoing, no Director may hold two (2) or more offices at the same time. The Officers as of the Effective Date shall be those persons whose names are attached to these Bylaws as Exhibit “A”. Exhibit “A” shall be revised to reflect the current Officers each year in accordance with the terms of this Article V.

Section 4.02 *Election of Officers.* Subject to the remainder of this Article V, the Officers, except those appointed in accordance with the provisions of Section 4.03 of this Article, shall be chosen by the Board and Members at each annual meeting of the Corporation and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment. The term of each Officer (“Officer Term”) shall be one (1) year, and no Director that is concurrently an Officer may serve in the same office for more than three (3) consecutive terms, subject to the following sentence. If a successor is not appointed by the Board at the end of an Officer’s term, then such Officer may hold that office for an additional year.

Section 4.03 *Subordinate Officers.* The Board may appoint any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

Section 4.04 *Removal of Officers.* Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

Section 4.05 *Resignation of Officers.* Any Officer may resign at any time by giving written notice to the Board, the Chairperson/President, or the Secretary and such resignation is reviewed and accepted by the Board. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 4.06 *Vacancies in Office.* A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office. In the event of a vacancy in any office other than that of the Chairperson/President, such vacancy may be filled temporarily by appointment by the Chairperson/President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine at such time, in the Board’s sole and absolute discretion.

Section 4.07 *Responsibilities of Officers.*



(a) **Chairperson/President.** The Chairperson of the Corporation (“Chairperson”) shall also be the President and the Chief Executive Officer (CEO) of the Corporation. The Chairperson/President shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chairperson/President shall be responsible to the Board, shall see that the Board is advised on all significant matters of the Corporation’s business, and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson/President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Chairperson/President shall be responsible for keeping the Board informed at all times for anything related to the Corporation’s objectives, and for implementing any policies adopted by the Board. The Chairperson/President shall preside at all meetings of the Board. The Chairperson/President may appoint chairpersons of committees, determine the duties of each committee and is an ex-officio member of all committees, however will include feedback from the Board on these matters. Except as otherwise expressly provided by law, by the Articles or by these Bylaws, the Chairperson/President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board. The Chairperson/President position can NOT be filled by any Coach or interested party who receives compensation from either the Simi Valley Unified School District or the Royal High School Football Booster Club for their role.

(b) **Vice Chairperson/Vice President.** In the absence or disability of the Chairperson/President, the Chairperson’s duties and responsibilities shall be carried out by the Vice Chairperson/President. When acting, a Vice Chairperson/President shall have all the powers of and be subject to all the restrictions on the Chairperson/President. The Vice Chairperson/President shall have such other powers and perform such other duties as prescribed from time to time by the Board, the Bylaws, or the Chairperson/President.

(c) **Secretary.** The Secretary shall attend to the following:

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees, as applicable, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) **Preparation of Agendas and Minutes.** Prepare Board meeting agendas, and prepare and distribute the Board Minutes for review and approval in accordance with these Bylaws.

(iii) **Bylaws.** Certify and keep at the principal office and/or in electronic format the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(iv) **Corporate Records and Seal.** Be custodian of the records and of the seal of the Corporation (if applicable) and see that the seal is affixed to all duly executed documents (where applicable), the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

(v) **Notices and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary will ensure any current copies of by laws are provided to the ASB office of Royal High School as well as to the California Secretary of State. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and is responsible for overseeing the financial health of the Corporation while identifying and escalating areas of concern to the Board and shall collaborate with the Corporation’s CPA and/or Auditor to ensure the financial success of the Corporation. The Treasurer and shall attend to the following:

(i) **Books of Account.** The Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation,



including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) ***Deposit and Disbursement of Money and Valuables.*** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositors as may be designated by the Board; shall disburse funds of the Corporation as may be ordered by the Board; and shall render to the Chairperson and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation.

(iii) ***Bond.*** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under their control on their death, resignation, retirement, or removal from office.

(iv) ***Other Duties.*** Subject to the provisions and limitations as stated in these Bylaws or as otherwise provided by law, provide Annual Fiscal Budget for review/approval to the Board; arrange and oversee the conduct and completion of the annual audit of the Corporations' finances by an independent CPA; Chair the Finance Committee and report financial health and any concerns to the Board; render to the Chairperson/President and Directors, whenever requested, an account of any or all of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; prepare the annual report, in accordance with Article VI hereinbelow; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE V

CONFLICT OF INTEREST AND ETHICAL CONDUCT

Section 5.01 Purpose

To preserve the integrity of the Royal Football Booster Club and to ensure decisions are made in the best interest of the student-athletes and community, all members of the Board are expected to avoid conflicts of interest and uphold the highest standards of ethical conduct.

Section 5.02 Disclosure

Any Board member who has a direct or indirect personal, financial, or other beneficial interest in any matter under discussion shall disclose the full nature of the interest to the Board prior to deliberation or decision. This disclosure must be recorded in the meeting minutes.

Section 5.03 Recusal

When a conflict of interest is determined to exist, the Board member must recuse themselves from discussion and voting on the matter. They may be asked to leave the room during discussions to preserve impartiality.

Section 5.04 Ethical Conduct

Board members shall:

- Treat fellow members, volunteers, staff, and community members with respect and professionalism.
- Refrain from aggressive, hostile, or intimidating language or behavior.
- Promote collaboration, transparency, and trust within the organization.
- Use their position solely to support the Booster Club's mission.

Section 5.05 Violations

Concerns regarding violations of this policy should be submitted in writing to the President. Should the conflict be with the serving president, the member should go to the vice president. If warranted, the Board will review the issue and determine appropriate action, which may include censure or removal from the Board in accordance with Section 3.05.



ARTICLE VI COMMITTEES

Section 6.01 Committees. The corporation shall have committees and may form committees from time to time to be designated the board of directors. Such committees may consist of persons who are not also members of the board. Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws. Committee Chairs can be appointed by the Chairperson/President and/or may be voted on by the Board of Directors. The Chairperson/President also serves as an ex-officio member of all committees. Committee purpose and duties will be defined at the time of the committee's creation and voting on of the committee and by the appointed/elected Chairperson of the committee, as well as it may be included in board position duties.

ARTICLE VII RECORDS AND REPORTS

Section 7.01 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

Section 7.02 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board and any committee(s) shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form. The Corporation shall keep a membership book containing the name and address (contact information) of each member of the Corporation. Expiration of the membership of any non-statutory member shall be recorded in the book, together with the date of expiration of such membership. The record of names and addresses of the non-members of the Corporation shall constitute the membership list of the Corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a non-statutory member's interest as a non-statutory member.

Section 7.03 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations, if applicable. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 7.04 Annual Report. Except as provided under California Corporations Code §§6321(c) and (f), within one hundred twenty days (120) days after the end of the Corporation's fiscal year, the Board shall furnish or cause to be furnished a written report to all Directors containing the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000.00) in which the Corporation was a party and in which any Director or Officer of the Corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000.00); and,



(f) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any Director or Officer of the Corporation pursuant to Article 7 of these Bylaws, unless such indemnification has already been approved pursuant to Section 7.01.

For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation. Such a report may be furnished to the Directors by electronic transmission in accordance with the E-Consent.

Section 7.05 *Financial Audit.* The Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of Two Million Dollars (\$2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation's website.

ARTICLE VIII

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 8.01 *Contracts with Directors and Officers.*

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors, officers or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 8.02 *Loans to Directors and Officers.* The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.



ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE X AMENDMENTS

Section 10.01 *Bylaws.* These Bylaws may be adopted, amended, or repealed by a seventy-five percent (75%) vote of the entire Board; provided, however, that amendment or repeal of Section 3.03, Section 3.05, or this ARTICLE X shall require unanimous approval of the Board, and that no amendment would cause the Corporation to cease to qualify as an exempt corporation under §501(c)(3) of the Code.

Section 10.02 *Articles of Incorporation.* Any amendment of the Articles may be adopted by approval of the Board.

Section 10.03 *Certain Amendments.* This Corporation shall not amend its Articles to alter any statement which appears in the original Articles and of the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a “Statement by a Domestic Nonprofit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XI EMERGENCY PROVISIONS

Section 11.01 *Emergency Bylaws.* The emergency bylaw provisions of this Section are adopted in accordance with California Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements as stated in these Bylaws:

(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;

(b) An attack on this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

(c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations; or

(d) A state of emergency proclaimed by the Governor of this state, including any person serving as Governor in accordance with the California Constitution and Government Code, or by the President of the United States.

Section 11.02 *Emergency Actions.* In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation’s ordinary business operations and affairs:

(a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency.



(b) Relocate the principal office or authorize the Officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

(y) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in accordance with the terms of these Bylaws.

(z) Deem that one or more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency, the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this Section may not be used to impose liability on a Director, Officer, employee, or agent. All provisions of the regular Bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE XII

DEDICATION AND DISSOLUTION

Section 12.01 *Dedication of Assets.* The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its exempt status under Internal Revenue Code §501(c)(3).

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of The Royal Football Booster Club, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing restated Bylaws consisting of thirteen (13) pages were adopted as the restated Bylaws of the Corporation by the Directors of the Corporation on June 26, 2025, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____.

Crystal Beard, Secretary



Exhibit “A”
Directors and Officers
as of June 26, 2025

Name	Role	Term Start	Term Expiration
1) Bobby Calderon	Officer - Chairperson/President/CEO	2/10/2025	
2) David Green	Officer - Vice Chairperson/ Vice President Director – Web Master	2/10/2025	
3) Crystal Beard	Officer - Secretary	2/10/2025	
4) Robert Martins	Officer - Treasurer	2/10/2025	
5) Rhonda Tonderum	Director – Membership/Registration	2/10/2025	
6) OPEN	Director – Ways and Means	OPEN	
7) Melissa Thomas	Director – Parliamentarian	2/10/2025	
8) OPEN	Director – Auditor	OPEN	
9) Nicole Schafer	Director – Head Team Parent	2/10/2025	
10) Ashleigh Patrick	Director – Spirit Wear/Shack	2/10/2025	
11) OPEN	Director – Food Trucks	OPEN	
12) OPEN	Director – Concessions	OPEN	
13) Whitney Eum	Director – Member at Large	2/10/2025	
14) Meenal Sharma	Director – Member at Large	2/10/2025	
15) Meghan McArthur	Director – Member at Large	2/10/2025	
16) Stephanie Toole	Director – Member at Large	2/10/2025	
17) OPEN	Director – Member at Large	OPEN	
18) OPEN	Director – Member at Large	OPEN	
19) OPEN	Director – Member at Large	OPEN	
20) OPEN	Director – Member at Large	OPEN	
21) OPEN	Director – Member at Large	OPEN	
22) Adam Brubaker	Advisor Only - Head Coach	12/4/2024	



Exhibit "B"

Consent to Electronic Communications

This consent form (the "Consent Form") is being provided to you as an Officer, Director or agent of The Royal Football Booster Club, a California Nonprofit Public Benefit Corporation (the "Corporation"). You must provide an unrevoked consent in order to receive official communications from the Corporation by way of electronic means, in accordance with the applicable provisions of the Corporation's bylaws (the "Bylaws"), and §20, §21, §5510, and §5511 of the California Corporations Code. This Consent Form will allow the Corporation to send you notices, including, but not limited to, meeting notices (general and special), as well as transact other official business of the Corporation which may require approval by Officers, and/or Directors via electronic means, including, but not limited to, ballots and related materials. In addition, this Consent Form will allow for meetings, both general and special, to be conducted by electronic transmission, including, but not limited electronic video screen communication (e.g., Zoom, Skype, iChat, Google Meet, Microsoft Teams, etc.) or any other electronic means whether now or hereafter after devised.

By signing this Consent Form you are consenting and acknowledging the following:

1. You have the right to request and to receive written communications from the Corporation, including notices of meetings and all other matters of official business, by way of written, non-electronic means, such as regular mail, telephone, or any other method permitted by the Bylaws.
2. You have the right to withdraw the consent at any time after signing and submitting this Consent Form to the Corporation. To withdraw the consent provided in this Consent Form, you may mail your withdrawal of consent as provided in this Consent Form to the current Secretary of the Corporation, at 1402 Royal Avenue, Simi Valley, California 93065.
3. You are consenting to receive **ALL** communications to and from the Corporation by way of electronic means, whether now or hereafter devised, which forms of communications include notices from the Corporation, voting, and conducting meetings of the Corporation.
4. This Consent Form represents consent as required by §20 of the California Corporations Code.
5. By consenting to receive communications by way of electronic mail, you have a valid email account and email address in your name, have access to such email account, and have provided the Corporation with your email address as listed below.
6. You will keep the Corporation informed of any changes to the email address provided to the Corporation and ensure that the Corporation will have an up-to-date email address for you at all times.
7. In compliance with §§20 and 21 of the California Corporations Code, a record of the communication that is transmitted by way of electronic transmission will be recorded in a manner capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form. You have the right to have any such record provided or made available on paper or in a non-electronic form.
8. By consenting to participating to meetings of the Corporation by way of electronic transmission, such as electronic video screen communication, you have access to a device which will allow you to participate in any such meeting by way of electronic means (e.g., computer, tablet, or smartphone with video correspondence capabilities), including the ability to keep updated necessary software on any such device. The meetings of the Corporation may, but are not required to, be conducted by electronic transmission.
9. This Consent will be applicable to you with regard to any role or position you may hold with the Corporation at the time of your signing of this Consent Form and any future role or position you may hold with the Corporation.

Name (printed): _____

Email Address: _____

Phone Number: _____

Physical Address: _____

Other Contact Information: _____

Signature – I acknowledge and agree to the above terms and conditions for electronic communication(s).

Signature

Date