

## **BYLAWS OF**

### **Southern California Scholastic Fencing League**

#### **An Unincorporated Association**

#### **Section I.**

##### **Name, Principal Office, and Corporate Seal**

**A. The Name of the Organization.** The name of this unincorporated association of coaches, middle- and high-school fencers and their parents is the Southern California Scholastic Fencing League (the "League").

**B. Principal Office.** The principal office for the transaction of activities and affairs of the League is The Beverly Hills Fencers' Club (3639 Eastham Drive, Culver City, CA 90232) . The board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary in the bylaws, or this section may be amended to state the new location.

**C. Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where the League is qualified to conduct its activities.

#### **Section II.**

##### **Purposes and Limitations**

**Purpose.** The League is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, to promote and conduct fencing tournaments for middle-school- and high-school aged fencers.

No substantial part of the activities of the League shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and the League shall not participate in or intervene in (include publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

**A. Specific Purposes.** Within the context of the general purposes stated above,

the League shall:

1. Organize and conduct fencing tournaments for middle- and high-school aged fencers.
2. Generally promote the sport of fencing to middle school and high school fencers in California, with a focus on Southern California.

### **Section III**

#### **Members**

##### **A. Members.**

1. **Membership:** Fencing coaches, technicians, armorers, parents or guardians of middle-school- and high-school-aged fencers, and high school and middle-school-aged fencers, and volunteers.
2. **Membership Fee:** For schools, the initial annual membership fee shall be \$200 per fiscal year, per Member middle or high school. Such fiscal year shall begin the first (1<sup>st</sup>) day of July and end the thirtieth (30<sup>th</sup>) day of June in the following calendar year. Such membership fee and timing for payment may be changed by resolution of the Board without need for amendment of this section of these bylaws.
3. **Application for Membership:** Any Member or Associate eligible for and desiring admission to membership in the League shall file with the League or agent as the Board may designate, a written application for admission in such form and containing such information as the Board shall prescribe.
4. **Accepting an application for membership by the League in no event shall be deemed to be recognition of a right to membership.**
5. **Admittance to Membership:** The Board shall consider and act on applications for membership and, by a majority vote, admit or deny the applicant for reasons satisfactory to it. The Board may delegate the power to act on and to admit Members and issue memberships.
6. **Conditions for Membership:** The Board may require any and all Members to execute and file with the League an agreement to abide by the bylaws, rules and regulations of the League. Such agreement may contain such other provisions or be in such form as the Board shall

from time to time prescribe.

**7. Transfer of Membership:** Membership, membership rights, or property right of a Member in the League cannot be assigned, transferred, alienated, or encumbered in any manner or by any means whatsoever. Any purported or attempted assignment, transfer, alienation, or encumbrance of the membership, or membership or property rights, shall be wholly void and confer no rights on the purported assignee, transferee, or claimant.

**8. Non-discrimination Statement and Policy:** The League does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, selection of Members, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The League is committed to providing an inclusive and welcoming environment for all Members, staff, clients, volunteers, subcontractors, and vendors.

**9. Termination of Membership:** Membership for Members and Associates shall terminate on the happening of any of the following events:

**I. The loss or omission of qualifications necessary for admission as a Member.**

**ii. The resignation of the Member.**

**iii. The expulsion of the Member, affected in the manner herein provided. Any Member may, for failure to comply with the bylaws, rules or regulations of the League, or nonpayment of membership fee, or for any other just cause, be expelled from the League by a resolution adopted by a two-thirds (2/3) vote of all the members of the Board after reasonable notice and opportunity to be heard has been had by the Member as determined by the Board. Such expulsion shall be effective immediately or at such time after the adoption of the resolution of expulsion as the Board may fix.**

**10. Annual Meeting:** There shall be an annual meeting of Members held in Los Angeles County during the first quarter of the fiscal year, the precise date as set by the Board. During this meeting the mission of the League shall be reexamined, and such other matter or business of

the League as the Board shall schedule to be addressed held.

11. **Notice of Annual Meeting:** Written notice of the time and place of the annual meeting shall be delivered to each Member at least fifteen (15) days, via email, or first class mail before the date of the meeting.

12. **Regular Meetings:** Additional meetings may be scheduled, the precise dates as set by the Board. Written notice of the time, place and general nature of the business to be transacted at such meeting shall be emailed or mailed to each Member or Associate at least fifteen (15) days before the date of the meeting.

13. **Special Meetings:** Special meetings of the Members may be called at any time by a majority of the Board. Written notice of the time, place and general nature of the business to be transacted at such meeting shall be emailed to each Member at least fourteen (14) days before the date of the meeting.

14. **Quorum:** Twenty percent (20%) of total membership or no less than seven (7) Members, in attendance at a duly noticed membership meeting shall constitute a quorum for the transaction of business.

15. **Proxies:** no voting by proxies is permitted.

16. **Voting** shall be defined as individual Members in good standing 18 years of age or older, or duly assigned representatives (18 years of age or older) of Member schools.

#### **Section IV.**

#### **Board of Directors**

##### **A. Power**

##### **1. General Powers.**

The League's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors ("Board").

##### **2. Specific Powers.**

Without prejudice to the general powers set forth in Section IV.A.1 of these bylaws,

but subject to the same limitations, the Board shall have the power to:

- a) Appoint and remove, at the pleasure of the Board, all the League's officers, agents, and employees; prescribe powers and assign and delegate duties for them that are consistent with law and with these bylaws; and fix their compensation (if any) and require from them security for faithful performance of their duties.
- b) To appoint and remove, or suspend such subordinate officers, agents or factors as they may deem necessary, and determine their duties and fix, from time to time, their salaries or remuneration.
- c) Change the principal office or the principal business office in California from one location to another.
- d) To make and change policies not inconsistent with these bylaws, for the management of the League's business and affairs.
- e) Enter into contracts and engage in banking transactions on behalf of the League consistent with these bylaws and the resolutions of the Board.

## **B. Number and Qualification of Directors.**

### **1. Authorized Number and Qualifications**

Between five (5) and eleven (11) Members shall be appointed or elected to the Board of the League. An additional two (2) of the Directors may be elected or appointed to serve on the board who are not Members but whose professional or industry experience or expertise is deemed valuable to the Board or the Nominating Committee (as defined below). The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board.

**C. Election, Designation, and Term of Office.** Directors shall be elected by written ballots mailed or emailed to the Members for Directorships whose terms expire that year; however, vacancies that occur during the year may be filled by election at a special meeting held for that purpose or by written ballot at any time during the year. Each such Director, including a Director elected to fill a vacancy or elected at any other Directors' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Each such Director shall hold office for a one year term.

No less than ninety (90) days prior to an election the President shall appoint at

least five Directors to serve as a nominating committee ("Nominating Committee") to propose a slate of Directors for Directorships whose terms are next scheduled to expire. The Board shall thereafter solicit from the Members either at a meeting of Members or via first-class mail or email additional nominations of qualified candidates for the anticipated election. At the same time as the President appoints the Nominating Committee, the President shall also appoint three (3) Directors serve as an election committee to conduct the upcoming election and archive the results. Ballots shall have no less than two (2) more nominees for Directorships than the anticipated number of vacancies on the board. Voting Members may vote for as many Candidates as there are vacancies but may only cast one vote per vacancy. All nominees must be delegates of current Members in good standing.

D. Vacancies on Board. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (c) the vote of two-thirds (2/3) of all Directors other than the Director being removed; (d) the increase of the authorized number of Directors; (e) the failure of the Voting Members; at any election at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting; or (f) when the Board, by a majority of the Directors who meet all of the required qualifications to be a Director, declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of Director 's current term of office.

A Director may also be removed from office with or without cause if a majority of all the Voting Members so vote.

2. Resignations. Except as provided below, any Director may resign by giving written notice to the chair of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the attorney general of California, no Director may resign if the League would be left without a duly elected Director or Directors.

3. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

E. Directors' Meetings.

**1. Regular and Special Meetings.** Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board.

Directors shall be notified of the time, place and agenda of regular meetings at least ten (10) days prior to such meetings.

All meetings, insofar as possible, should be conducted in accordance with Robert's Rules of Order.

Special meetings of the Board for any purpose may be called at any time by the president or two-thirds (2/3) of the Directors. Written notice of the time, place, and agenda of special meetings shall be mailed or delivered personally to each Director at least (four) 4 days before the time of the holding of the meeting or forty-eight (48) hours' notice via in person, phone, fax, or email notice.

**2. Meetings by Telephone.** Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

**3. Annual Meeting.** The Board shall also regularly meet at the date and place of the Voting Members' annual meeting, to elect officers and transact such other business as the Board determines.

**4. Quorum.** A majority of the duly elected Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transaction in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**5. Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the

meeting. All such waivers, consents, and approval shall be filed with the League records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

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

**F. Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action

provided, however, that the consent of any Director who has a material financial interest in a transaction to which the League is a party and who is an interested Director as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**G. Compensation and Reimbursement.** Directors shall receive no compensation for their services as Directors.

## **Section V. Committees**

**A. Committees of the Board.** There shall be an executive committee of the Board and, by resolution adopted by a majority of the directors of the Board then in office, provided a quorum is present, one or more additional committees each consisting of two or more Directors and no persons who are not Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternates of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

1) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Voting Members or approval of a majority of all Voting Members;

2) Fill vacancies on the Board or on any committee that has the authority of the Board;



- 3) Amend or repeal bylaws or adopt new bylaws;
- 4) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- 5) Create any other committees of the Board or appoint the Members of committees of the Board;
- 6) Approve any contract or transaction to which the League is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code.
- 7) No Board committee, committee Member or committee chairperson, except the executive committee, shall have the authority to bind the League for payment of moneys or incur liability or debt without the approval of the Board.

**B. Other Committees.** The League shall have such other committees as may from time to time be designated by resolution of a majority vote of the Board. Such other committees shall be appointed as advisory committees and may have as members persons who are not Directors. Such committees shall have at least one Board Director who shall serve as chairperson of the committee. In addition to the limitation of powers detailed in section V.A., such advisory committees shall not be empowered to take an action other than to advise and make recommendations to the Board. Such committees shall be clearly titled as "advisory" committees.

**C. Meetings and Actions of Committees.** Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of each meeting of any committee shall be kept and shall be filed with the League's records. The Board may also adopt rules and regulations, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

**D. Manner of Acting.** Any committee may take vote action by majority vote except advisory committees that may only make recommendations to the Board, for which such recommendations must be by majority vote of the advisory

**E. Resignation and Removal.** Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the chair of the

Board. Such resignation shall take effect upon the date of receipt or at any later time specified in the notice. Any member of a committee may be removed by his/her appointing authority.

## **Section VI.**

### **Executive Committee of the Board**

A. **Composition.** The executive committee of the Board shall be composed of the chairperson of the board/president (who shall serve as chairperson of the executive committee), the vice chair/vice president, the treasurer/chief financial officer, the secretary; and one (1) additional Director appointed by the chairperson who may serve for a one-year term and whose appointment must be affirmed by the Board.

B. **Powers.** Except as to the extent limited by the California Nonprofit Public Benefit Corporation Law and these bylaws, the executive committee shall have the powers of the Board during the periods when the Board is not in session and such other powers as shall lawfully be delegated to it from time to time by the Board. All matters acted on by the executive committee that are usually acted on by the Board shall be reported to the Board at its next meeting.

C. **Quorum.** Fifty-one percent (51%) of the members of the executive committee shall constitute a quorum.

## **Section VII.**

### **Officers**

A. **Officers of the League.** The officer positions of the League shall be a chair/president, vice-chair/vice president, secretary, and a treasurer. Officers must be Voting Members of the Board. Each officer shall have, in addition to the duties and powers hereinafter set forth, such additional duties and powers as may be prescribed from time to time by the Board.

B. **Election.** The Board shall elect all officers for terms of one (1) year or until their successors are elected.

C. **Other Officers.** The Board may appoint any other officers that the League may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

D. **Removal of Officers.** Without prejudice to any rights of an Officer under

any contract of employment, any Officer may be removed with or without cause by a majority vote of the Board.

**E. Resignation of Officers.** Any officer may resign at any time by giving written notice to the League. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the League under any contract to which the officer is a party.

**F. Vacancies in Office.** A vacancy in any office shall be filled by the President subject to the approval by a majority vote of the Board, provided, however, that vacancies need not be filled on an annual basis. A vacancy in the office of president shall be filled by the vice president.

Failure of an officer to be re-elected as a Director, or his/her termination due to, e.g., loss of qualifications such as loss of Directorship, shall be treated as a vacancy.

**G. Responsibilities of Officers.**

1. **Chair of the Board/President.** The chair of the Board shall create the agenda, preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. The chair of the Board shall be the chief executive officer and shall supervise, direct, and control the League's activities and affairs.

2. **Vice Chair/Vice-President.** A vice chair/vice president shall be elected who shall, in the absence of the chair/president, carry out that officer's duties.

3. **Secretary.** The Secretary shall certify and keep at the principal office of the League the original or a copy of these bylaws as amended or otherwise altered to date; keep or cause to be kept, at the League's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Voting Members' meetings, if any. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the bylaws, as amended to date; give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given; and be custodian of the records of the League. The Secretary shall have such other powers and perform such other duties as the

Board or the bylaws may prescribe.

**4. Treasurer/Chief Financial Officer.**

a) **Books of Account.** The treasurer/chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the League's properties and transactions. The treasurer/chief financial officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

b) **Deposit and Disbursement of Money and Valuables.** The treasurer/chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the League with such depositories as the Board may designate, shall disburse the League's funds as the Board may order, shall render to the president, chair of the Board, if any, and the Board, when requested, an account of all transactions as treasurer/chief financial officer and of the financial condition of the League, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

**Section VIII.**

**(Reserve)**

**Section IX.**

**Insurance**

The League shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

**Section X.**

**Records and Reports**

**A. Maintenance of Records.** The League shall keep:

1. Adequate and correct books and records of account; and
2. Written minutes of the proceedings of its Board and committees of the Board.

B. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the League's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### Section XI.

#### Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### Section XII.

#### Amendments

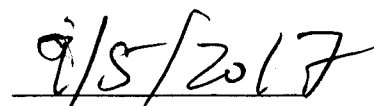
A. General. Subject to any limitations set forth in these bylaws, the Board may adopt, amend, or repeal bylaws. In order to amend these bylaws, the Board must first announce to the membership the change(s) at a membership meeting, and then vote on said change(s) at a second meeting. The Board may not extend the term of a Director beyond that for which the Director was elected.

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Southern California Scholastic Fencing League, that the above bylaws, consisting of ~~fourteen (14)~~ <sup>thirteen (13)</sup> pages, are the bylaws of the League as adopted by the Board on September 4, 2017.

Executed on September 5, 2017, 2017 at Burbank, California.

  
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Greg Schiller, SECRETARY

  
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DATE