

**First Amended and Restated Bylaws of  
SECOND TO NONE YOUTH SPORTS, INC.  
a California Non-profit Public Benefit Corporation DBA as EAGLES OF EL SEGUNDO YOUTH  
FOOTBALL.**

**Article 1  
Name**

The name of this Corporation is SECOND TO NONE YOUTH SPORTS INC. a California Non-profit Public Benefit Corporation DBA as EAGLES OF EL SEGUNDO YOUTH FOOTBALL & CHEER.

**Article 2  
Offices**

**2.1 Principal Office**

The principal office for the transaction of the activities and affairs of the Corporation ("principal office") shall be located at the address of the president of the Corporation currently in the office, provided that he or she has an address in El Segundo, California. There shall be 5 principal officers including a President, Vice President, Secretary, Treasurer and Athletic Director that must reside in El Segundo. The President's address will be used as the principal place of business of the Corporation. The Secretary of the Corporation shall be in charge of notifying the Secretary of State as the office address changes. The directors may designate another location for the principal office at any time, provided that it remains within the city limits of El Segundo, County of Los Angeles, State of California. Any change of this location shall be noted by the secretary on these Bylaws opposite this section or this section may be amended to state the new location.

**Article 3  
Purposes and Objectives**

**3.1 Non-profit Corporation**

This Corporation is a non-profit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes.

**3.2 Tax Exempt Status**

This Corporation is organized exclusively for charitable and educational purposes and for the purpose of fostering national or international amateur sports competition and primarily to conduct national or international competition in sports or to support and develop amateur athletes for hta tcompetition, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code or Regulation. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code or regulation, or

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code or regulation.

### **3.3 Specific Purposes**

A. The specific purposes of this Corporation are to support, encourage and enable youth in the South Bay Area (in Los Angeles County) through participation in football and cheer in a safe and structured environment. The purpose of this program is to build character and inspire sportsmanship, fundamentals, teamwork and knowledge that youth may use throughout their lives, under responsible and intelligent volunteer supervision.

B. It is the intention of this Corporation to operate as a local chapter of a national youth football and cheer conference with similar purposes as above. This Corporation is currently an affiliate member of SAN GABRIEL VALLEY JUNIOR ALL AMERICAN YOUTH FOOTBALL AND CHEER collectively "Conference"). All members of this Corporation are automatically members of the Conference and are subject to the bylaws, regulations and rules of the Conference. The Board may determine in the future to be a local chapter a different national youth football and cheer conference, provided that such conference shares similar purposes as stated in this section. Any change in affiliation to a national conference shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state a new national conference.

## **Article 4 Nonpartisan Activities**

This Corporation has been formed under the California Non-profit Public Benefit Corporation Law for the public purposes described above and it shall be non-profit and non-partisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **Article 5 Dedication of Assets**

The properties and assets of this non-profit Corporation are irrevocably dedicated to 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 member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization which is organized and operates exclusively for youth sports purposes, or other exempt purposes, as specified in Internal Revenue Code 501(c)(3).

## **Article 6 Membership**

### **6.1 Qualifications**

(a) There shall be one class of membership in this Corporation consisting of:

- (i) the parents or legal guardians of each child who is an active participant of the Corporation's current football or cheer program. Each parent or legal guardian shall be entitled to one vote, up to a maximum of two votes per family, and
- (ii) those persons who, although they do not have children in the Corporation's football or cheer program, have made significant contributions to the success of the Corporation's

programs, e.g., Coaches, Directors, Auxiliary Members. The membership in this category shall be granted by the Board of Directors, and may be entitled to one vote each.

(b) Members shall be of good character, without criminal background and who evidence willingness and intention to participate in the activities of this Corporation for the betterment of the residential youth in the community.

(c) No membership will be granted by the Board of Directors during the months of October, November and December.

(c) Duration of membership shall be from Conference Certification of a child's assignment to the Corporation's team until June 1 of the following year.

### **6.2 Fees and Dues**

Each member whose child is an active participant of the Corporation's current football or cheer program must pay, as determined by and within the time and on the conditions set by, the Board of Directors, annual dues to be determined and in amounts to be fixed from time to time by the Board of Directors.

### **6.3 Termination of Membership**

(a) *Causes of termination.* The membership of a member shall terminate upon occurrence of any of the following events:

- (i) the resignation of the member,
- (ii) the failure of the member to pay dues or assessments, if required, within the times set forth by the Board of Directors,
- (iii) the determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the Bylaws or Rules of Conduct of the Corporation and/or Conference, or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Corporation and/or Conference.

(b) *Procedure for expulsion.* Evidence of misconduct prejudicial to the interests and purposes of the Corporation and/or Conference, or failure to comply with the Bylaws or rules of conduct of the Corporation and/or Conference, shall be presented in writing to the Board of Directors and to the member being charged. At the next regular meeting or special meeting, if deemed necessary, the complaint shall be heard by the Board of Directors for a decision, which decision shall require a two-thirds (2/3) vote of the Board of Directors. Following the determination that a member should be expelled by the Board of Directors, the Corporation shall follow the expulsion procedure set forth in California Corporation Code 5341.

### **6.4 Transfer of Membership**

No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

## **Article 7 Meetings of Members**

### **7.1 Place of Meeting**

Meetings of the membership shall be held at any place within the State of California as designated by the Board of Directors, but preferably in the City of El Segundo. If no place is designated, it shall be held at Recreation Park, El Segundo, California.

### **7.2 Annual Meeting**

The annual meeting of members shall be held at the last regular season home football game each year, unless the Board of Directors fixes another date and so notifies the members as provided in Section 7.4. At the annual meeting, members shall be entitled to vote for Board of Directors, including incoming officers, as further described in Article 8.

### **7.3 Special Meeting**

(a) *Authorized persons who may call.* A special meeting of the members for any lawful purpose may be called at any time by any of the following: a majority of the Board of Directors, the President, or five percent or more of the members.

(b) *Calling meetings by members.* If a special meeting is called by members other than the Board of Directors, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally, sent by registered mail or by electronic transmission to the president, vice president or the secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 7.4, that a meeting will be held and the date for such meeting, which date shall be not less than 10 nor more than 90 days following the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

### **7.4 Notice of Members' Meetings**

(a) *General notice contents.* All notices of meetings of members shall be sent or otherwise given in accordance with Section 7.4(c) not less than 10 nor more than 90 days before the date of this meeting. The notice shall specify the place, date and hour of the meeting and:

- (i) in the case of a special meeting, the general nature of the business to be transacted and no other business may in that case be transacted, or
- (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

(b) *Notice of certain agenda items.* If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) removing a director without cause;
- (ii) filling vacancies on the Board of Directors by the members;
- (iii) amending the Articles of Incorporation; or
- (iv) voluntarily dissolving the Corporation.

(c) *Manner of giving notice.* Notice of any meeting of members shall be given either personally or by first-class mail, electronic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. Notices given by electronic transmission shall be valid only if it complies with Section 20 of the Corporations Code and if it is approved by the Board. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the Corporation to a member if the Corporation is unable to deliver two consecutive notices to the member by that means.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic transmission or other means of written communication.

(d) *Affidavit of mailing notice.* An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary of the Corporation giving the notice and, if so executed, shall be filed and maintained in the minutes book of the Corporation.

### **7.5 Quorum**

(a) *Percentage required.* Ten percent (10%) of the voting members present shall constitute a quorum for the transaction of business at a meeting of the members.

(b) *Loss of quorum.* The voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

### **7.6 Adjourned Meeting**

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting members represented at the meeting, either in person; provided, however, that in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article 7.0. No notice need be given of the adjourned meeting if the time and place are announced at the meeting to be adjourned. No meeting may be adjourned for more than 45 days.

### **7.7 Voting**

(a) *Eligibility to vote.* The members eligible to vote shall be those members defined in Section 6.1(a)(i) and (ii). No proxy shall be allowed.

(b) If a quorum is present, the affirmative vote of the majority of the voting members represented by the meeting, entitled to vote and voting on any matter (other than the election of directors), shall be the act of the members, unless the vote of a greater number is required by California Non-profit Corporation Law or by the Bylaws or Articles of Incorporation.

### **7.8 Waiver of Notice or Consent by Absent Voting Members**

(a) *Written waiver or consent.* The transaction of any meeting of members, either annual or special, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person and, if either before or after the meeting, each member entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 7.4(b), the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) *Waiver by attendance.* Attendance by a voting member at a meeting shall constitute a waiver of notice of that meeting, except when the voting member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

### **7.9 Action by Written Consent without a Meeting**

(a) *General.* Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) *Solicitation of written ballots.* The Corporation shall distribute one written ballot to each voting member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 7.4 for giving notice of special meetings. All solicitations of votes by ballot shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
- (ii) with respect to ballots other than for the election of directors, state the percentage of approvals necessary to pass the measure(s); and
- (iii) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall: (1) set forth the proposed action; and (2) provide the voting members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Directors and officers may be elected by written ballot.

(c) *Quorum; majority.* Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.

(d) *Revocation.* No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever first occurs.

(e) *Filing.* All such written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records.

#### **7.10 Record Date for Member Notice, Voting, Giving Consents and Other Actions**

(a) *For annual meeting for election of Board of Directors.* The record date shall be October 1 of each year, as the Conference fixes the roster of the members as of October 1 of each year. In the event that the Conference amends this date for fixing the roster of the members, the record date for this purpose shall also be amended to correspond to the Conference record date. In the event that the election will be held more than 90 days after October 1, the Board shall fix a record date in accordance with Corporations Code Section 5611.

(b) *For special meetings.* For any special meeting of members which will be held more than 90 days after October 1, the Board shall fix a record date in accordance with Corporations Code 5611.

### **Article 8 Number and Composition of Board of Directors**

#### **8.1 Number of Directors; Minimum Residency Requirement**

(a) *Number of Directors.* The Board of Directors of the Corporation shall consist of twelve (12) directors all of whom must be members of the Corporation in good standing, of which six (9) directors shall be elected during the even numbered years and five (5) during the odd numbered years, for a term of two (2) years. The Board of Directors shall include officers as defined in Section 8.6 below, and the term director referenced in the Bylaws shall also refer to officer, unless otherwise specifically excluded.

(b) *Minimum Residency Requirement.* At least nine (9) of the twelve (12) directors shall be residents of El Segundo, California ("Minimum Residency Requirement"), which meets the minimum seventy-percent (75%) residency requirement for the Board in accordance with the requirements established by a El Segundo Council resolution with regards to the rental policy of the city facilities. In the event that this requirement by the City of El Segundo is amended, the Minimum Residency Requirement for the Board in this section shall also be amended by the Board to comply with such amendment.

## **8.2 Even Numbered Years Directors**

The following directors and officers shall be elected in the even numbered years: President, Secretary, Athletic Director, Equipment Manager, Ways and Means Director and City Cheer Director.

## **8.3 Odd Numbered Years Directors**

The following directors and officers shall be elected in odd numbered years: Treasurer, Vice President, Players Agent, Publicity Director and Auxiliary President.

## **8.4 No Dual Positions**

No one individual may hold more than one position or office on the Board of Directors.

## **8.5 Related Directors**

A director may be related to any other director by marriage or otherwise. However, no two related directors, by marriage or otherwise, may be authorized to sign the Corporation's checks at any given time.

## **8.6 Officers**

The officers of the Corporation shall be a president, vice president, a secretary, treasurer and athletic director.

### **8.6.1 President**

- (a) The President shall be the Chief Executive Officer of the Corporation, and subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the Corporation.
- (b) The President shall preside at all meetings of the Board of Directors as well as all meetings of the members.
- (c) Except as otherwise stated in the Bylaws, the President shall appoint, or cause to be appointed, all special committees.
- (d) The President, or the President's appointee, shall represent the Corporation at all Conference meetings.
- (e) In order to qualify to be elected as the President, such candidate must have served at least one term on the Board immediately prior to such election.
- (f) The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- (g) The President must be a resident of El Segundo, California.

### **8.6.2 Vice President**

- (a) In the absence of the President, the Vice President shall perform all the duties of the President and when so acting, shall have all power of, and be subject to all the restrictions upon the President.
- (b) The Vice President shall handle all public relations pertaining to the business administration of the Corporation.
- (c) The Vice President shall have such other powers and perform such other duties as from time to time which may be prescribed by the President or the Board of Directors. In case of a vacancy in the office of the President, the Vice President shall automatically succeed to that office.
- (d) The Vice President must be a resident of El Segundo, California.

### **8.6.2 Secretary**

- (a) Book of Minutes. The Secretary shall keep or cause to be kept, a book of minutes at the principal office, or such other place the President may direct, of all meetings of the Board of Directors, committees, members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings.

(b) Register of Directors. The Secretary shall keep, or cause to be kept, at the principal office, or at such other place as the Board of Directors may direct, a register of directors, showing the names of the directors, their contact information, including the address, telephone number and e-mail address, and the date of their election and/or appointment to the office.

(c) Notices. The Secretary shall give, and cause to be given, notice to all meetings of the members and of the Board of Directors as required by the Bylaws.

(d) Custodian. The Secretary shall be the custodian of the Articles of Incorporation and the Bylaws at all meetings of the Board of Directors.

(e) Membership Roster. The Secretary shall keep, or cause to be kept, a current roster of the membership of the Corporation.

(f) Delivery of the Minutes. The Secretary shall deliver, by either first class mail, or electronic transmission, a copy of the minutes of each meeting within two weeks after the meeting, to the Board of Directors.

(g) The Secretary shall have such other powers and perform such other duties from time to time which may be prescribed by the President or Board of Directors.

(h) The Secretary must be a resident of El Segundo, California.

### **8.6.3 Treasurer**

(a) 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, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times, and shall be available within five (5) days from such demand.

(b) 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 depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and directors, whenever they request it, an account of all of the transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(c) Returns. The Treasurer shall file, or cause to be filed, all the tax returns that are required for the Corporation, with both the state and federal agencies.

(d) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties 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 control on his/her death, resignation, retirement or removal from office.

(e) The Treasurer need not be a resident of El Segundo, California.

### **8.6.4 Athletic Director**

(a) The Athletic Director ("AD") shall solicit, collect and review all applications of Head Coaches, Assistant Coaches, Managers and Player Administrators and shall give recommendations for approval or disapproval to the Board of Directors for final selection.

(b) AD shall confirm, or cause to be confirmed, all athletic scheduled arrangements one week prior to each event.

(c) AD shall contact, or cause to be contacted, each visiting team's Head Coach or Team Manager at least 48 hours before game time and advise said visiting team official as to the exact time and place of the game. AD shall also determine if there is a color clash between the two teams for each game, and if so, arrange for one team to change jerseys for that contest only.

(d) AD shall set up and maintain scorekeeper records of all games, and shall submit those records to the Conference designate as outlined in the current Conference rule book for that year.



(e) Any athlete suspension shall be submitted in writing by a Head Coach for investigation by AD, and AD shall present the case to the Board for ruling within 72 hours of the written notification.

(f) The Athletic Director must be a resident of El Segundo, California.

## **8.7 Other Directors**

### **8.7.1 Publicity Director**

(a) The Publicity Director ("PD") shall handle all publicity and keep the public informed of the Corporation's activities, by means of newsletter or other media during the football season.

(b) PD shall be responsible for the Corporation's banners and for obtaining the necessary permissions from appropriate entities for their display.

(c) PD shall be responsible for all flyers, posters, assemblies and other methods required to promote the Corporation.

(d) PD must be a resident of El Segundo, California.

### **8.7.2 Equipment Manager**

(a) The Equipment Manager ("EM") shall handle all purchases of athletic equipment and shall be in charge of uniforms and all club equipment, subject to the approval of the Board of Directors.

(b) EM shall maintain a complete and up-to-date record of all equipment, including but not limited to, exact count of all equipment issued and where it is stored when not in use, and shall ensure that the Corporation has in place adequate insurance coverage for the equipment. A copy of this record shall be submitted to the Secretary of the Corporation for recordkeeping. EM shall notify the Secretary of any revision to this record.

(c) EM must be a resident of El Segundo, California.

### **8.7.3 Ways and Means Director**

(a) The Ways and Means Director shall be responsible for raising funds for the Corporation, which includes, but are not limited to, organizing and coordinating fundraisers, ensuring that each fundraising activity or event is in compliance with all the laws and regulations and obtaining any and all necessary permits. All fundraising activities are subject to the approval of the Board of Directors.

(b) All monies collected from all fundraising activities or events, along with all the financial information and documents, shall be turned over to the Treasurer for deposits and proper accounting and recordkeeping.

(c) The Ways and Means Director need not be a resident of El Segundo, California.

### **8.7.4 Parliamentarian (Ex-Officio Position)**

(a) The outgoing President shall remain as a voting member of the Board of Directors for 10 years following the term of Presidency, to advise the incoming President(S) in any area the President shall designate and shall serve in any capacity that will ensure a harmonious transition. In the event that there is no outgoing President, the President elect may appoint a Parliamentarian to serve a one-year term, subject to the approval of the Board of Directors. As this is an ex-officio position, there shall be no election for this position.

(b) The Parliamentarian must be a resident of El Segundo, California.

### **8.7.5 Players Agent**

(a) The Players Agent ("PA") shall be in charge of all sign-ups of players, including but not limited to, proper applications, verifications of birth date, payment of fees and medical approval. PA shall maintain a complete record of each player and the team assignment. Such record shall be available to anyone who has a need to know such information, and shall be turned over to the successor PA.

(b) PA shall be responsible for collecting registration fees and shall keep a complete record of such collections by use of receipts, such as receipt book with carbon duplicates. PA shall submit a report of collections and non-payments to the Board of Directors after the start of the season, at each general meeting, as necessary. All monies collected shall be turned over to the Treasurer for deposit. The Treasurer shall issue a receipt for such funds, which receipts shall become a permanent part of the PA's records.

(c) PA must be a resident of El Segundo, California.

### **8.7.6 Auxiliary President**

(a) The Auxiliary President shall act as liaison officer between the Auxiliary and the Executive Board of Directors.

(b) The Auxiliary President shall work with the Ways and Means Director.

(c) The President of the Auxiliary shall install or cause to be installed all officers of the Auxiliary no later than the end of April for that calendar year. These officers should consist of the following: Vice President, Secretary, Team Manager Representative and Purchasing Agent. All officers of the Auxiliary must be approved by the Executive Board of Directors.

(d) On vacating office the Auxiliary President shall turn over all records, books, keys, papers files, etc. to the newly elected Board of Directors by no later than the first regular January meeting.

(e) The Auxiliary President must be a resident of El Segundo, California.

### **8.7.7 Cheer Director**

(a) The Cheer Director ("CD") shall be responsible for all cheer squads for the Corporation. CD shall ensure that all cheer squads and Cheer Coaches adhere to all applicable rules and Bylaws of the Conference.

(b) CD shall be responsible for sign-ups, collection and accounting of monies and certification to the Conference. All monies so collected shall be turned over to the Treasurer for deposit.

(c) CD shall be responsible for the coordination of all uniforms to be worn by cheerleaders, subject to the approval by the Board of Directors.

(d) CD shall also be responsible for ensuring that each cheer squad is properly supervised by appointing a Cheer Coach, if necessary, subject to the approval by the Board of Directors.

(e) CD shall work in conjunction with PA to maintain the roster of the members of all cheer squads.

(f) The Cheer Director need not be a resident of El Segundo, California.

## **Article 9 Election of Directors**

### **9.1 Nominations and Solicitations for Votes**

(a) *Nominating & Election committee.* The President shall appoint a nominating and election committee ("NE Committee") from the voting members to select qualified candidates for election to the Board of Directors and to conduct the election, and submit the appointment for such committee for ratification by the Board, at the Board meeting in August. The NE Committee shall make its report of the nominees at the Board meeting in September. The NE Committee shall not include any persons who are running as officers or directors of the Corporation in the election to be held. The NE Committee shall also be responsible for:

1. Sending out the notice of the election and a list of candidates nominated, to all members at least 10 days before the election and in accordance with Section 7.4;
2. Preparation of ballots;
3. Preparation of any election rules, which are in compliance with the Bylaws and Corporations Code;
4. Supervision of election;
5. Counting and recounting of ballots;
6. Preparation of certificate of inspectors of election; and
7. Notification of election results to the Board and Members

(b) *Time of election.* The election shall be held in accordance with Section 7.2 of the Bylaws.

(c) *Use of corporate funds to support nominee.* No corporate funds may be expended to support a nominee for director.

### **9.2 Vote Required to Elect Director**

Candidates receiving the highest number of votes shall be elected as directors.

### **9.3 No Cumulative Voting or Proxy**

Vote by proxy or cumulative voting are expressly prohibited.

## **Article 10 Directors**

### **10.1 Powers**

Subject to the provisions of the California Non-profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, 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 of Directors. All appropriations of funds must be approved by the Board. All contracts binding the Corporation shall be signed by one or two officers who are specifically authorized by the Board to enter into such contracts. The Board of Directors shall have power to provide for and maintain offices for the use of the Corporation; provide for and employ such employees as may in its discretion seem proper; or institute and maintain on behalf of the Corporation all necessary judicial, administrative or other actions and the proceedings directed by the Corporation or which in the discretion of the Board may be necessary or proper to carry out the will or objectives of the Corporation; and perform such other duties as may be prescribed by these Bylaws or resolutions of the Corporation.

### **10.2 Election and Term of Office of Directors**

Directors shall be elected at the annual meeting of the members of the Corporation and shall hold office from January 1 following the election for two years until December 31, or the successors have been elected and qualified in accordance with Article 8 of the Bylaws. If any annual meeting is not held or the directors are not elected thereat, they may be elected at any special members'

meeting held for that purpose. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

### **10.3 Vacancies**

(a) *Events causing vacancy.* A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

- (i) the death, resignation or removal of any director;
- (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who fails or ceases to meet the required qualifications as prescribed in the Bylaws, who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Corporations Code;
- (iii) the declaration by resolution of the Board of Directors to remove a director for missing two (2) consecutive meetings of the Board of Directors, if such absences were not excused by the President or any other person presiding at such meetings;
- (iii) the vote of the voting members (by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present) or, if the Corporation has fewer than 50 voting members, the vote of a majority of the voting members, to remove a director;
- (iv) the increase of the authorized number of directors;
- (v) the failure of the voting members at any meeting of members at which any director or directors are to be elected to elect the number of directors to be elected at such meeting.

(b) *Resignations.* Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president or the secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) *Vacancies filled by directors or members.* Except for a vacancy created by the removal of a director, vacancies on the Board of Directors may be filled by a majority of directors then in office or by a sole remaining director. The voting members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors and vacancies created by the removal of a director, but any such election shall require the consent of a majority of the voting power.

(d) *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) *Restriction on interested directors.* Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:

- (i) any person being compensated by the Corporation for services rendered to it, or otherwise deriving financial benefits from a transaction with the Corporation, within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, and
- (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

However, any violation of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

#### **10.4 Place of Meetings; Meetings by Telephone**

Regular meetings of the Board of Directors shall be held at Recreation Park / El Segundo High School, El Segundo California or at any place within the State of California that has been designated from time to time by resolution of the Board, preferably in El Segundo, California or its vicinity. There shall be no less than ten (10) regular meetings of the Board in a calendar year. Special meetings of the Board shall be held at any place within the State of California that has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 10.4, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone or video conference or similar communication equipment, so long as all directors participating in the meeting can hear one another and all such directors shall be deemed to be present in person at such meeting.

#### **10.5 Regular Meetings**

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

#### **10.6 Special Meetings**

(a) *Authority to call.* Special meetings of the Board of Directors for any purpose may be called at any time by the president, the vice president, the secretary or any three directors.

(b) *Notice*

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by electronic transmission. All such notices shall be given or sent to the director's address, telephone number or e-mail address as shown on the records of the Corporation.

(ii) Time requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or e-mailed at least 48 hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting as well as the general nature of the business to be conducted.

#### **10.7 Quorum**

Except as otherwise provided herein, a one-third (1/3) of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10.9. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Corporations Code, particularly those provisions relating to:

- (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest,
- (b) appointment of committees, and
- (c) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### **10.8 Waiver of Notice**

The transactions of any meeting of the Board of Directors, however called and noticed or 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 the meeting or any 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 the lack of adequate notice.

### **10.9 Adjournment**

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

### **10.10 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 24 hours, in which case personal 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.

### **10.11 Action without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

### **10.12 Fees and Compensation**

Directors and members of committees shall receive:

- (a) no compensation for their services and
- (b) such reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

## **Article 11 Committees**

### **11.1 Committees**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which, under the California Corporations Code also requires members' approval or approval of a majority of all the members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend or repeal bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;

(f) expend corporate funds to support a nominee for director; or

(g) approve any transaction:

(i) to which the Corporation is a party and one or more directors have a material financial interest; or

(ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

### **11.2 Meetings and Action of Committees**

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article 10 of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## **Article 12 Head Coaches**

### **12.1 Head Coaches**

Head Coaches ("HC") shall be elected annually by public ballot by the Board of Directors. Head coaches will be subject to annual evaluation and assessment protocols including parent and player surveys established and approved by the Board of Directors. The Head Coaching position will be limited and must be renewed through the Board of Directors on an annual basis.

### **12.2 Head Coaches' Staff**

(a) Each Football Head Coach shall select, subject to the applicable Conference rules, and submit to the Athletic Director, his/her staff, including Assistant Coaches, Coach Trainee, Team Manager, Equipment Manager and Trainer, who will submit the selection to the the Board of Directors' approval.

(b) Each Cheer Head Coach shall select, subject to the applicable Conference rules, and submit to the Cheer Director, his/her staff, including Assistant Coaches, Team Manager, Coach Trainees, and Student Demonstrators, who will submit the selection to the Board of Directors' approval.

### **12.3 Head Coaches' Responsibilities**

(a) HC shall abide by all the Bylaws, Rules, Regulations and Standing Rules of the Conference and the Corporation.

(b) Each Football HC shall be in charge of, and responsible for, all practice sessions and games that are held during the season. Football HC shall be the head of his/her team and responsible for its conduct at all times, including, but not limited to, having the final authority as to each player's position and determining type of offense defense utilized.

(c) Each Cheer HC shall be in charge of, and responsible for, all practice sessions, games and competitions that are held. Cheer HC shall be the head of her team and responsible for its conduct at all times.

(d) HC shall have full disciplinary and means of disciplinary action over his/her team at all times. HC shall notify in writing, prior to the game, the Athletic Director and/or the President of any suspension of a player for a game including the name of the player and the reason for such suspension.

**Article 13**  
**Indemnification of Directors, Officers and Other Agents**

**13.1 Definitions**

For the purpose of this article:

(a) "agent" means any person who is or was a director, officer, or other agent of this Corporation, or is or was serving at the request of this Corporation;

(b) "proceeding" means any threatened, pending, or completed action or proceeding to which the Corporation or its agent is a party, whether civil, criminal, administrative or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

**13.2 Successful Defense by Agent**

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article 13 or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 13.3 through 13.5 hereof shall determine whether the agent is entitled to indemnification.

**13.3 Action Brought by Persons Other than the Corporation**

Subject to the required findings to be made pursuant to Section 13.5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

**13.4 Action Brought by or on Behalf of the Corporation**

(a) *Claims settled out of court.* If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) *Claims and suits awarded against agent.* This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) the determination of good faith conduct required by Section 13.5, below, must be made in the manner provided for in that section; and



(ii) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

### **13.5 Determination of Agent's Good Faith Conduct**

The indemnification granted to an agent in Sections 13.3 and 13.4 above is conditioned on the following:

(a) *Required standard of conduct.* The agent seeking reimbursement must be found in the manner provided below to have acted in good faith, in a manner he/she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in the best interest of this Corporation or that he/she had reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his/her conduct was unlawful.

(b) *Manner of determination of good faith conduct.* The determination that the agent did act in a manner complying with subsection (a) above shall be made by:

- (i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii) the voting members by an affirmative vote (or written ballot in accord with Section 7.9) of a majority of the voting members represented and voting at a duly held meeting of members at which a quorum is present, which affirmative vote also constitutes a majority of the required quorum; provided, however, that the person to be indemnified shall not be entitled to vote; or
- (iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the attorney of the agent or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

### **13.6 Limitations**

No indemnification or advance shall be made under this Article 13, except as provided in Sections 13.2 or 13.5(b)(3) hereof, in any circumstance when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **13.7 Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it is determined ultimately that the agent is not entitled to be indemnified as authorized in this Article 13.

### **13.8 Contractual Rights of Non-directors and Non-officers**

Nothing contained in this Article 13 shall affect any right to indemnification to which persons other than directors and officers of this Corporation may be entitled by contract or otherwise.

### **13.9 Insurance**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article 13.

## **Article 14 Records and Reports**

### **14.1 Maintenance of Corporate Records**

The Corporation shall keep:

- (a) adequate and correct books and records of account;
- (b) minutes in written form of the proceedings of its members, Board and committees;
- (c) a record of its members, giving their names and addresses.

All such records shall be kept at the Corporation's principal office or another location designated by the Board of Directors.

### **14.2 Members' Inspection Rights**

- (a) (i) For a purpose reasonably related to such person's interest as a member, any member of the Corporation may inspect and copy the records of members' names and addresses and voting rights at a mutually agreed upon time and place on five days' prior written demand to the Corporation, stating the purpose for which the inspection rights are requested; or  
(ii) obtain from the Secretary of the Corporation, on written demand, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and

(b) Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees, at any reasonable time, for a purpose reasonably related to such member's interest as a member.

(c) Any inspection and copying under this section may be made by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

### **14.3 Maintenance and Inspection of Articles and Bylaws**

The Corporation shall keep the original or a copy of the Articles of Incorporation and bylaws as amended, to date, which shall be open to inspection by the members or other authorized representatives at all reasonable times during office hours.

### **14.4 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. 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.

#### **14.5 Annual Report to Members**

At such time that the Corporation's gross revenues or receipts exceed \$25,000.00, during its fiscal year, it shall, not later than 120 days after the close of the Corporation's fiscal year, cause an annual report to be sent by either mail or electronic transmission, to the members and directors. Such report shall contain the following information in reasonable detail:

- (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 to 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 information required by Section 14.6.

The report required by this section shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

#### **14.6 Annual Statement of Certain Transactions and Indemnifications**

No later than the time the Corporation gives its annual report, if any, to the members, and in any event no later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver by electronic transmission, to each member and director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the Corporation, was a party, and in which either of the following had a direct or indirect financial interest:

- (i) any director or officer of the Corporation; or
- (ii) any holder of more than 10% of the voting power of the Corporation, if such transaction involved over \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, over \$50,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article 13 hereof, unless such indemnification has already been approved by the members pursuant to Section 13.5(b)(ii).

### **Article 15 Amendments**

#### **15.1 Amendment by Directors**

Subject to the rights of members under Section 15.2 and the limitations set forth below, the Board of Directors may adopt, amend or repeal bylaws by a majority vote of the Board of Directors. Such power is subject to the following limitations:

(a) The Board of Directors may not amend a Bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or Bylaws provide for a variable number of directors within specified limits, the directors may, subject to the

other limitations of this Section, adopt, amend or repeal a Bylaw fixing the exact number of directors within those limits.

(b) If any provision of these Bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

(c) The Board of Directors may not adopt or amend Bylaw provisions concerning the following subjects without the approval of the members:

- (i) any provision increasing the terms of directors;
- (ii) any provision allowing one or more directors to hold office by designation or selection rather than election by the members;
- (iii) any provision giving the Board of Directors power to fill vacancies on the Board created by removal of directors; and
- (iv) any provision increasing the quorum for members' meetings.

(d) For the matters which may not be amended by the Board of Directors alone, the proposed Bylaws shall be submitted to the members for vote once they are approved by the Board.

### **15.2 Amendment by Members**

If any proposed amendment contains a subject matter which cannot be solely ratified by the Board of Directors, such proposed amendment shall, in addition to being approved by the Board under said Section 15.1, be submitted upon not less than ten (10) days prior written notice to a meeting of the members of the Corporation, and shall be adopted or rejected by a majority vote of those members present and voting and shall become effective only if adopted.

## **Article 16 Miscellaneous**

### **16.1 Construction.**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both the Corporation and a natural person.

### **16.2 Order of Business**

All meetings shall be conducted following Robert's Rules of Order, provided that if there is a conflict between Robert's Rules of Order and these Bylaws and/or Conference rules, the latter shall take precedence.

### **16.3 Contracts**

(a) Any and all contracts in the name of the Corporation shall first be approved by the Board of Directors before it is executed in the name of the Corporation.

(b) Unless otherwise directed by the Board of Directors, all contracts in the name of the Corporation shall be signed by the President, or in his/her absence, by the Vice President.

### **16.4 Rules of Play**

The Conference Rules shall govern and control all phases of competition under the jurisdiction of this Corporation and are hereby incorporated herein.

### **16.5 Budget**

The President shall submit to the Board of Directors for their approval a proposed budget for the coming year, including breakdown by general categories of estimated income and expenses.

### **16.6 Financial Disbursements**

All payments of the Corporation so authorized by the Board of Directors shall be made on the Corporation's checks requiring any two (2) signatures so authorized by the Board of Directors. No two individuals who are related to each other may be authorized to sign the Corporation's checks simultaneously. No director or officer who is receiving the disbursement may sign the Corporation's check payable to such director or officer.

### **16.6 Dissolution**

(a) *Election*. The Corporation may be dissolved pursuant to Corporations Code Section 6610, except that it shall require a majority of the entire Board of Directors for the Board approval before the issue is submitted to the members for vote.

(b) *Distribution of Assets*. Upon dissolution of the Corporation, the Board of Directors shall elect a non-profit organization which is organized and operated exclusively for youth sports purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code to receive the remaining assets of the Corporation. Prior to such distribution, the Corporation shall obtain from the Attorney General, a written approval or no objection to the chosen entity.

### **Certificate of President**

I, the undersigned, certify that I am the presently elected and acting President of Second To None Youth Sports, Inc., a California Non-profit public benefit Corporation, and the above bylaws, consisting of twenty (21) pages, are the bylaws of this Corporation as adopted by the Board of Directors at its meeting on April 30, 2015.

Date: \_\_\_\_\_

President: \_\_\_\_\_