

**AMENDED AND RESTATED
BYLAWS**

SENIOR WOMEN'S BASKETBALL ASSOCIATION

A Nonprofit Public Benefit Corporation

July 15, 2018

ARTICLE I

NAME AND OFFICE

1.1 Name of Corporation: The name of the Corporation shall be: SENIOR WOMEN'S BASKETBALL ASSOCIATION (abbrev. SWBA)

1.2 Principal Office: The principal office of the Corporation is not fixed but shall be located in San Diego County in the state of California. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another within the said county.

ARTICLE II

PURPOSE AND ACTIVITIES

2.1 Purposes: This Corporation is a nonprofit public benefit corporation organized for charitable and educational purposes and not for the private gain of any person. The charitable purposes shall include:

2.1.1 To provide for the development of senior women's (age fifty (50) and over) basketball; and

2.1.2 To provide scholarships for deserving young women under the age of eighteen (18) to advance their education and basketball skills; and

2.1.3 To provide information and education for women on the importance of mental and physical fitness in their senior years, as well as other related activities which improve the quality of life for senior citizens.

2.2 Limitations: Such purposes for which this Corporation is organized are exclusively charitable, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. Notwithstanding any other provision of the Articles of Incorporation of this Corporation or of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal

Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended from time to time (the "Internal Revenue Code") (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

BOARD OF DIRECTORS

3.1 Powers: The activities, affairs and property of the Corporation shall be managed, directed and controlled by the Board of Directors, except as otherwise provided for in these By-laws.

The Board shall also set general policy, determine the corporation's mission and purpose, approve an annual budget and provide financial oversight, select and retain the President, establish organizational plans, approve of the number and type of employee job classifications, and oversee programs and services.

It shall also be the responsibility of the Board of Directors to establish goals and objectives for the organization and review those goals at least on an annual basis; and communicate this vision to the community in an annual report.

3.2 Number of Directors: The Board of Directors shall consist of not less than seven (7) and no more than fifteen (15) members, as the Board of Directors may decide by resolution.

3.3 Terms of Office: All Directors shall have a regular term of two (2) years. The terms of office shall be staggered so one half of the Board is elected yearly at the Annual Meeting of the Corporation. There shall be no limitation on the number of consecutive terms a Director may serve although the Corporation recognizes the value in having a regular turnover in the Board membership.

3.4 Qualifications: Any female person who is an active member of the Corporation shall be qualified to be a member of the Board of Directors if she is fifty (50) years of age or older.

3.5 Ex-Officio Members: Board of Directors by a two-thirds (2/3) majority vote, may appoint Ex-Officio members to the Board of Directors. Each of the said Ex-Officio members shall be entitled to participate in the deliberations of the Board of Directors but shall have no vote.

3.6: Resignations: Any Director may resign at any time by delivering a written resignation letter to the Board of Directors or the President of the Corporation.

3.7 Removal: Any Director may be removed at any time for cause, including continued gross or willful neglect of her duties or conduct derogatory to the best interest of the

Corporation. The affirmative vote of two-thirds (2/3) majority of the entire Board of Directors shall be necessary to remove a member for cause. Any Director proposed for removal shall be notified by mail at least five (5) days prior to the time and place at which the meeting is to take place and shall be entitled to appear at such meeting and be heard.

3.8 Vacancies: Vacancies, whether caused by death, illness, resignation or removal of a Director shall be filled by a majority vote of the remaining Board of Directors then in office.

3.9 Nomination and Elections: The President, with the approval of the Board of Directors, shall appoint, not later than thirty (30) days before each Annual Meeting, a Nominating Committee of at least three (3) Board members, one (1) of whom shall be designated Chairperson of the Committee. Such Nominating Committee shall prepare and submit to the Board of Directors at its Annual Meeting a list of nominees for the Board of Directors. With prior consent to the person so being nominated, any Director may make additional nominations for such offices from the floor at the Annual Meeting.

3.10 Annual Meeting: The Annual Meeting of the Board of Directors and general membership shall be held in April of each year at a time and place determined by the Board of Directors for the purpose of electing Directors and Officers of the Corporation, and for the transaction of such other business as may come before the Board.

3.11 Regular Meetings: Regular meetings of the Board of Directors shall be held at least every other month unless otherwise set, at such time and place as are determined by a resolution of the Board of Directors.

3.12 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or of any three (3) members of the Board of Directors. The authority calling a special meeting shall fix the time and place of the meeting.

3.13 Notice and Agenda: Notice and Agenda of each meeting of the Board of Directors must be given to each Director at least two (2) but not more than fifteen (15) days prior thereto by: oral notice given directly, or by telephone to the Director, by mail or e-mail as provided herein, except that any notice given by mail shall be deemed to have been given two (2) days after the postmarked date.

3.14 Quorum: The presence at the meeting of a majority (50% plus one) of the Board of Directors, in person, shall be necessary and sufficient to conduct business, except to adjourn as hereinafter provided. 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 unless a greater number be required by law or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting without further notice.

3.15 Manner of Acting and Voting: The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by law or by the By-laws. Each Director (excluding Ex-officio Directors) shall be entitled to one (1) vote to be cast in person or by proxy. A proxy vote must be cast through another Director in writing.

3.16 Fees and Compensation: The Board of Directors and committee members shall not be compensated for serving on the Board or on any committee, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors.

3.17 Annual Reports: The Board of Directors shall present at each Annual Meeting an Annual Report of the Corporation's activities during the preceding fiscal year.

3.18 Conduct of Meetings: All meetings of the Board of Directors shall be in accordance with customary rules of order.

3.19 No liability of Directors: Subject to compliance with the provisions of these Bylaws, no Director shall be personally liable for the debts, liabilities or other obligations of this corporation.

3.20 Indemnity for Litigation: The Corporation shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in Section 317 of the California Corporations Code) of the Corporation, to the full extent allowed under the provisions of Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California relating to the power of a corporation to indemnify any such person.

ARTICLE IV

OFFICERS

4.1 Officers: The principal officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and other such officers as may be elected in accordance with the provision of the Articles as may be deemed necessary by the Board of Directors. Any two (2) or more offices may be held by the same person, except for the offices of President and Secretary.

4.2 Election and Term of Office: The Officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting. The term of office for all Officers shall be two (2) years. There shall be no limitation on the number of consecutive terms an officer may serve although the Corporation recognizes the value in having a regular turnover in Board membership.

4.3 Qualifications: Any member of the Board of Directors (excluding ex-officio members) shall be eligible to serve as an Officer of the Corporation.

4.4 Removal of Officers: Any Officer elected or appointed by the Board of Directors may be removed, either with or without cause, upon an affirmative vote of two-thirds (2/3) of the Board of Directors whenever the Board determines it would be in the best interest of the Corporation. Upon removal of an Officer, her successor may not be elected until all Directors have been notified in writing not less than two (2) nor more than fifteen (15) days prior to the election of the new Officer.

4.5 Vacancies: A vacancy in an office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.6 Duties of The President: The Director shall be the Chief Executive Officer (CEO) of the Corporation. She shall preside at all meetings of the Board and shall be an ex-officio member of all Committees of the Board, unless otherwise delegated. She shall perform all duties incidental to the office of the President including the appointment of members to all standing and ad hoc Committees of the Board.

4.7 Duties of the Vice President: In the absence of the President or in the event of her inability or refusal to act, the Vice President shall perform the duties of the President and when acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors.

4.8 Duties of the Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and shall perform all duties incidental to the office of the Secretary unless otherwise delegated. The Secretary shall have custody of such books, documents and papers as the Board of Directors may determine.

4.9 Duties of the Treasurer: The Treasurer shall have the responsibility for Corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements belonging to the Corporation and shall file all necessary tax reports required of the Corporation, unless otherwise delegated. The Treasurer shall do and perform such other duties as may be assigned to her by the Board of Directors of the Corporation.

ARTICLE V

CONFLICT OF INTEREST

5.1 Definition of Conflict of Interest: Any Board Member who is an owner, trustee, officer, director, or employee of, or who has a proprietary interest in, or who receives or has expectations of receiving compensation for services to any organization, program or project under consideration by the Corporation shall be deemed to have a conflict of

interest. Any member of the Board and its Committees who will significantly monetarily gain or lose from the results of the Board of Director's action upon the matter under consideration shall be deemed to have a conflict of interest. Persons having a conflict of interest shall so declare, and shall abstain from discussion and debate upon the matter under consideration, unless requested by the Board of Directors to provide technical information for purposes of clarification. Persons having such a conflict of interest shall abstain from voting upon the matter under consideration.

5.2 Declaration: When a real or apparent conflict of interest arises for any Board or Committee member in the course of corporate business, that person shall declare the conflict immediately for the record. Conflict may be declared at any point in the meeting.

5.3 Request for Guidance: In the event that a Board member is in doubt as to whether she may have a conflict of interest in a matter to be voted upon, that individual shall request guidance from the Chair. The Chair shall rule either directly or upon the vote of the members of the Board on the member's status of conflict.

5.4 Challenge: Any person or any Board or Committee Member may inquire as to whether any individual on the Board or its Committees has a conflict of interest. Upon challenge of the conflict of interest status of such individual, the Chair shall rule either directly or upon the vote of the Members on the matter.

5.5 Concealment: Willful concealment of conflict of interest on the part of any Member in a matter before the Board or its Committees shall be grounds for removal for cause.

5.6 Basketball Camp Grants Eligibility: Relatives of Board Members or Scholarship Committee Members are not eligible to receive scholarships from the Senior Women's Basketball Association.

ARTICLE VI

COMMITTEES OF THE BOARD

6.1 Appointment of Committees: The President shall appoint the members of such Committees as may be authorized by the Board of Directors for such periods as may be necessary. It shall be the responsibility of the Board to establish the duties of said Committees. Any formation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

6.2 Membership: Membership to Committees shall be open to any active Member and shall be subject to the approval of the Board of Directors.

6.3 Committee Charges: The Board shall issue Committee Charges to each Committee established by the Board of Directors. Such Charge shall specify the tasks of the Committee,

the membership of the Committee, and the time period for which the Committee shall be in existence.

6.4 Vacancies: Vacancies on the Committees of the Board shall be filled by the President of the Board of Directors subject to the approval of the Board.

6.5 Quorum: Unless otherwise provided in the Committee Charge, a majority of the whole Committee shall constitute a quorum and the act of a majority of the Members present at the meeting at which a quorum is present shall be the act of the Committee.

6.6 Rules: Each Committee may adopt rules for its own government not inconsistent with the By-laws or with the rules adopted by the Board of Directors and set forth in the Committee Charge.

6.7 Standing Committees: The following shall be the Committees of the Corporation:

- a. Executive Committee shall be composed of the Officers of the Corporation and shall be responsible for overseeing the fiscal, personnel, administrative, and programmatic matters of the Corporation.
- b. Planning Committee shall be responsible for planning all activities related to the activities and purposes of the Senior Women's Basketball Association.
- c. Publicity Committee shall be responsible for the preparation and dissemination of information about the activities and the history of the Corporation.
- d. Scholarship Committee shall be responsible for initiating the criteria for scholarships and evaluating the scholarship applications.
- e. Membership Committee shall be responsible for all tasks and activities relating to the obtaining of new members and the renewing of memberships.
- f. Nominating Committee shall be an ad hoc Committee chaired by a member of the Board of Directors having responsibility for viewing the composition of the Board and nominating prospective members of the Board of Directors.

ARTICLE VII

MEMBERS

7.1 Membership Defined: The Corporation may have regular members other than those on the Board of Directors. Each active Member shall have one (1) vote on the items submitted to the Membership by the Board of Directors. The duties and responsibilities as well as benefits of such membership in the Corporation shall be established by the Board of Directors.

7.2 Types of Membership and Qualifications:

- a. Active – any female fifty (50) years of age or older who is playing basketball at a recreational and/or competitive level
- b. Associate – any person with an interest in basketball and the goals of the Corporation
- c. Corporate – any organization with an interest in basketball and the goals of the Corporation

7.3 Dues: Dues for membership shall be set by the Board of Directors and shall be collected on an annual basis.

7.4 Term of Membership: Members shall remain in the Corporation as long as they continue to meet the membership qualifications and pay dues on an annual basis.

7.5 Removal: A membership may be revoked by a two-thirds (2/3) vote of the entire Board of Directors for any behavior that is detrimental to a member, a team, or the Corporation.

ARTICLE VIII

MISCELLANEOUS

8.1 Fiscal Year Defined: The fiscal year of the Corporation shall begin on January 1 of each year.

8.2 Deposit of Funds: All funds of the Corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.

8.2 Checks, Drafts, Etc.: All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation and all endorsements for deposits to the credit of the Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Board.

8.3 Loans: No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by a two-thirds (2/3) majority vote of the entire Board of Directors.

8.4: Gifts: The Board of Directors may accept on behalf of the Corporation any gifts,

bequests or devices for the general benefit or purpose of the Corporation or for any special purpose of the Corporation.

8.5 Contracts: The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Without such authorization of the Board, no Officer or other Agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and/or on the behalf of the Corporation.

8.6 Books and Records: The Corporation shall keep complete and accurate books and records of accounting and also shall keep minutes of the proceedings of all its meetings and any meetings of the Committees and Councils having any authority of the Board of Directors and shall keep a record of the names and addresses of all members of the Board of Directors.

8.7 Inspection of Corporate Records: The books of account and minutes of the proceedings of members and Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

8.8 Waiver of Notice: Whenever any Notice is required to be given under the provisions of the laws of the state of California pertaining to non-profit corporations, or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a Waiver of Notice in writing signed by the person or persons entitled to such Notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such Notice.

ARTICLE IX

EFFECTIVE DATE AND AMENDMENTS

9.1 Effective Date: These Amended and Restated Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws become effective immediately upon their adoption unless the Board of Directors of the Corporation in adopting them provide that they are to become effective at a later date.

9.2 Amendments: These By-laws may be amended, altered, restated, changed, added to, or repealed by the affirmative vote of not less than two-thirds (2/3) of the entire Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the fully elected and acting Secretary of the SENIOR WOMEN'S BASKETBALL ASSOCIATION
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation adopted on _____ by resolution of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this _____ day of _____, 2018 in San Diego, California.

[Name of Secretary], Secretary