

**AMENDED AND RESTATED  
BYLAWS  
OF ROSEVILLE YOUTH SOCCER CLUB**  
(a California Nonprofit Public Benefit Corporation)

**ARTICLE I.  
NAME**

**Section 1.01.** The name of the corporation is Roseville Youth Soccer Club (the “Corporation”).

**ARTICLE II.  
OFFICES**

**Section 2.01.** The principal office of the Corporation shall be located at such place within the State of California as shall be fixed from time to time by resolution of the Board of Directors (the “**Board**”), and if no place is fixed by the Board, such place as shall be fixed by the President. The Corporation may also have such other offices within or outside the State of California as the Board may from time to time determine.

**ARTICLE III.  
PURPOSE**

**Section 3.01.** The purposes of the Corporation shall be those set forth in the Articles of Incorporation of the Corporation, as may be amended from time to time (the “**Articles of Incorporation**”).

**ARTICLE IV.  
NO MEMBERS**

**Section 4.01. No Members.** The Corporation shall have no members. Any action that would otherwise require the approval of the members shall only require approval by the Board.

**Section 4.02. Non-Voting Members.** The Board may refer to persons associated with the Corporation who have no voting rights as “members” and adopt policies and procedures for the admission or exclusion of such persons. For avoidance of doubt, such persons that are identified as members from time to time as provided in this Section 4.02 shall not be “members” within the meaning of Section 5056 of the California Nonprofit Corporation Law.

**ARTICLE V.  
BOARD OF DIRECTORS**

**Section 5.01. Powers.**

A. Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

B. The Board may delegate the management of the Corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 5.02. Number.** The authorized number of directors of the Corporation shall be not less than eleven (11) nor more than twenty-one (21); provided that the minimum number or maximum number, or both, may be increased or decreased from time to time by resolution of the Board and, provided further, that no decrease in the authorized number of directors of the Corporation shall shorten the term of any director then in office. The exact number of authorized directors shall be fixed, within the limits set forth in this Section, by resolution of the Board.

**Section 5.03. Director Requirements.** Each director shall be at least twenty-one (21) years of age. The Board may establish such additional director requirements as it deems necessary or appropriate from time to time by resolution of the Board.

**Section 5.04. Nominations; Election; Term of Office.**

A. **Nominations; Election Procedures.**

(1) **Nominations.** The following individuals ("Nominating Individuals") may nominate candidates for consideration by the Board at the annual meeting of the Board:

- (i) A current director; and
- (ii) A parent or legal guardian of a player who is fully registered to participate as a player for the season commencing with or after the applicable annual meeting of the Board.

(2) **Submission of Nominations.** A Nominating Individual other than a director may deliver a written nomination signed by the Nominating Individual at any time prior to the annual meeting. A director may nominate a candidate for director by submitting a written nomination before the annual meeting in the same manner, or may nominate a candidate

from the floor during the annual meeting. A written nomination from a Nominating Person shall include the candidate's full name, phone number, e-mail address, and relationship to a player (if any). A Nominating Individual may nominate himself or herself so long as he or she meets the director requirements set forth in Section 5.03.

(3) **Preparation of Slate of Directors.** The President shall collect the written nominations received from Nominating Individuals and prepare a list of qualified nominees for consideration by the Board at the annual meeting. The list shall be augmented with the names of nominees received from directors before or during the annual meeting.

(4) **Election.** Each candidate for director shall be elected to the Board by a majority vote at each annual meeting of the Board at which a quorum is present.

(5) **Confirmation.** The President or the Secretary shall maintain a record of the voting and shall compile a complete list of those persons who were elected to serve as directors at the annual meeting. Following the meeting, the President shall cause each person that is elected to serve as a director and deliver to each such person a copy of the policies and procedures approved by the Board and in effect at the time.

B. **Term of Office.** Each director shall serve a term of one (1) year or until the election and qualification of a successor, or until such director's earlier death, resignation, or removal.

**Section 5.05. Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the authorized number of directors or vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected and qualified, or until such director's earlier death, resignation, or removal.

**Section 5.06. Removal.** Any director may be removed at any time with or without cause by a majority of the directors then in office.

**Section 5.07. Resignation.** Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation; provided, however, that except upon notice to the Attorney General, no director may resign where the Corporation would then be left without a duly elected director or directors in charge of its affairs. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

**Section 5.08. Annual and Regular Meetings.** The Board shall hold an annual meeting each year at such time as the Board shall determine, at which meeting the Board shall nominate and elect directors, appoint officers, and transact any other business as shall come before the

meeting. Regular meetings of the Board shall be held throughout the year, at such times and places as may be fixed by the Board, or as specified in the notice of the meeting.

**Section 5.09. Special Meetings.** Special meetings of the Board may be held at any time upon the call of an officer or any two (2) directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

**Section 5.10. Place of Meetings.** Meetings of the Board may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

**Section 5.11. Notice of Meetings.**

A. **No Notice Required.** No notice of a regular meeting shall be required where the time and place of the meetings are fixed by Board resolution, as permitted under Section 5.08. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to the director.

B. **Notice Required.** Notice of any special meeting, and of any regular meeting if the time and place are not so fixed by Board resolution, shall be given to each director.

C. **Delivery of Notice.** Notice, when required, shall be given to each director by one of the following methods:

- (i) First-class mail, with prepaid postage thereon;
- (ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- (iii) Facsimile transmission, email, or other electronic means, if the director has consented to accept notices in this manner; or
- (iv) Personal delivery of oral or written notice, including by courier service.

Such notice shall be addressed or delivered to each director at the director's address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon.

D. **Timing of Notice.** Notice must be given to each director at least four (4) days before the time set for the meeting if by first-class mail and at least forty-eight (48) hours before the time set for the meeting if given personally, by telephone, by facsimile transmission, or by email or other electronic means.

E. **Content of Notice.** The notice of a Board meeting, if notice is required, shall state the time and place where the meeting is to be held. The notice need not specify the purpose of the meeting unless expressly required by these bylaws.

**Section 5.12. Quorum and Action of the Board.** The presence of a majority of the authorized number of directors shall constitute a quorum for the transaction of business. Any act approved by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the directors who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

**Section 5.13. Meeting by Remote Communication.** Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person if all directors participating in the meeting are able to hear one another. Participation by electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person if each director participating in the meeting can communicate with all of the other directors concurrently and each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

**Section 5.14. Adjournment of Meeting.** A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

**Section 5.15. Action Without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the directors or committee members consent to the action in writing and the number of directors or committee members then serving constitutes a quorum. For purposes of this Section 5.15 only, "all of the directors or committee members" shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law who abstains in writing from providing consent if the requirements of Section 5211(b) of the California Nonprofit Corporation Law are satisfied. The written consents shall be filed with the minutes of the proceedings of the Board or

committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

**Section 5.16. Compensation.** The Corporation shall not pay compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from the director's responsibilities as a director when so authorized by a majority of the directors then in office, and as long as no more than 49% of the directors are interested persons within the meaning of Section 5227 of the California Nonprofit Corporation Law.

**Section 5.17. Nonprofit Integrity Act.** In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

- A. Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the "CPA") in conformity with generally accepted auditing standards;
- B. Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;
- C. Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and
- D. Appoint an audit committee.

## **ARTICLE VI. COMMITTEES**

**Section 6.01. Executive Committee and Other Committees of the Board.** The Board, by resolution adopted by a majority of the authorized number of directors, may designate one or more committees, including an executive committee, each consisting of two (2) or more directors, to serve at the pleasure of the Board and to exercise the authority of the Board to the extent provided in the resolution establishing the committee, except that no such committee shall have authority to:

- A. Approve any action for which the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws requires approval by the Board.
- B. Fill vacancies on the Board or in any committee which has the authority of the Board.

- C. Approve the payment of compensation of the directors for serving on the Board or any committee of the Board.
- D. Amend or repeal the bylaws or adopt new bylaws.
- E. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.
- F. Appoint committees of the Board or the members thereof.
- G. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- H. Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

The designation of a committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

**Section 6.02. Quorum and Action by Committee.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and the other committees of the Board shall be subject at all times to the direction of the Board.

**Section 6.03. Alternate Members.** The Board, by vote of a majority of the authorized number of directors, may designate one (1) or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.

**Section 6.04. Audit Committee.** If the Board is required to appoint an audit committee pursuant to Section 5.17(D) of these bylaws, the audit committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or Chief Executive Officer, or the Treasurer or Chief Financial Officer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the audit committee shall not be a member of the finance committee. Subject to the supervision of the Board, the audit committee shall:

- A. Make recommendations to the Board on the retention and termination of the CPA;
- B. Negotiate the CPA's compensation, on behalf of the Board;
- C. Confer with the CPA to satisfy the audit committee members that the financial affairs of the Corporation are in order;

D. Review and determine whether to accept the audit; and

E. Approve non-audit services by the CPA and ensure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the Attorney General.

**Section 6.05. Advisory Committees.** The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees may, but need not, be directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

## **ARTICLE VII. OFFICERS**

**Section 7.01. Officers.** The officers of the Corporation shall consist of at least a Board Chair or a President or both, a Secretary, and a Treasurer or a Chief Financial Officer or both. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of President or Board Chair and Secretary, Treasurer or Chief Financial Officer.

**Section 7.02. Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office for a one (1) year term, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold such office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Officers may be elected for consecutive terms. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. All officers shall be subject to the supervision and direction of the Board.

**Section 7.03. Removal.** Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the authorized number of directors, subject to the rights, if any, of an officer under any contract of employment.

**Section 7.04. Resignation.** Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**Section 7.05. Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board at the next regular or special meeting of the Board.



**Section 7.06. Board Chair.** The Board Chair, if any, shall be a director and preside at all meetings of the Board, and exercise and perform such other powers and duties as may from time to time be assigned to the Board Chair by the Board. If the Corporation has both a Board Chair and a President, the Board shall, by resolution, establish the specific duties carried by each position.

**Section 7.07. President.** The President shall preside at all meetings of the Board if there is no Board Chair or in the Board Chair's absence. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain such office and shall perform all such other duties as are properly required of the President by the Board. The President shall, in addition, be the Chief Executive Officer with the power to hire, supervise, and fire all of the Corporation's employees, subject to the terms of any employment contract.

**Section 7.08. Vice President.** Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such other powers and perform such duties as usually pertain to such office or as are properly required of the Vice President by the Board.

**Section 7.09. Secretary.** The Secretary shall have the following powers and duties, and such other powers and duties as usually pertain to such office or as are properly required of the Secretary by the Board:

A. **Articles and Bylaws.** The Secretary shall keep or cause to be kept the original or a copy of the Corporation's articles of incorporation and these bylaws, as amended, at its principal office in the State of California.

B. **Minutes and Resolutions.** The Secretary shall record, certify, and keep, or cause to be kept, the original or a copy of the minutes of all meetings and resolutions of the Board and its committees. The minutes may also be kept in a form that is readily convertible into a clearly legible tangible form. These bylaws and the minute book shall be open to review by any director at all reasonable times.

C. **Notices and Reports.** The Secretary shall give and serve all notices and reports as required by law and these bylaws.

D. **Corporate Seal.** The Secretary shall keep the corporate seal, if any, to sign such instruments as require the seal and the Secretary's signature.

**Section 7.10. Treasurer.** The Treasurer shall have the following powers and duties, and such other powers and duties as usually pertain to such office or as are properly required of the Treasurer by the Board:

A. **Books of Account.** The Treasurer shall have the custody of all the funds and securities of the Corporation and shall keep and maintain full and accurate accounts of all deposits, disbursements, properties, and business transactions of the Corporation. The books of account shall be open to inspection by any director at all reasonable times.

B. **Deposits and Disbursements.** The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board and shall disburse the funds of the Corporation as may be ordered by the Board.

C. **Financial Report.** The Treasurer shall render to the President and any of the directors of the Corporation, at the annual meeting of the Board and upon request, an account of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation.

D. **Inspection.** The Corporation's books of account and records shall be open to inspection at all reasonable times to the President and any of the directors of the Corporation upon request at the office of the Corporation.

**Section 7.11. Additional Officers.** The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer a respective title, term of office, authority, and duties.

**Section 7.12. Compensation.** The salaries of the Corporation's officers shall be fixed from time to time by the Board or by such committee to which the Board has delegated such authority. No officer shall be prohibited from receiving compensation because the officer is also a director of the Corporation as long as such compensation is permitted under Section 5.17 of these bylaws. The salaries of all officers shall be just and reasonable and given in return for services actually rendered for the Corporation.

**Section 7.13. Compensation of Certain Officers.** The Board, or an authorized committee of the Board shall review and approve the compensation, including benefits, of every person, regardless of title, with the powers, duties, or responsibilities of the President, Chief Executive Officer, Treasurer, and Chief Financial Officer to assure that it is just and reasonable. This review and approval shall occur:

- A. Initially upon the hiring of the officer.
- B. Whenever the term of employment, if any, of the officer is renewed or extended.
- C. Whenever the officer's compensation is modified (unless a similar modification of compensation is applied to all other employees).

**ARTICLE VIII.  
EXECUTION OF INSTRUMENTS; DEPOSITS**

**Section 8.01. Contracts and Instruments.** The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 8.02. Deposits.** The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

**ARTICLE IX.  
INDEMNIFICATION AND INSURANCE**

**Section 9.01. Definitions.** For purposes of this Article IX, capitalized terms used herein shall have the meanings set forth in this Section 9.01:

A. **“Agent”** means any person who (i) is or was a director, officer, employee, or other agent of the Corporation; (ii) is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or (iii) was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

B. **“Proceeding”** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

C. **“Expenses”** includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article IX or Section 5238(d) or 5238(e)(3) of the California Nonprofit Corporation Law.

D. **“Third-Party Actions”** means any action or proceeding other than those:

- (1) by or in the right of the Corporation to procure judgment in its favor;
- (2) brought under Section 5233 of the California Nonprofit Corporation Law regarding self-dealing transactions; or
- (3) brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

**Section 9.02. Indemnification in Third-Party Actions.** The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any Agent of the Corporation made, or threatened to be made, a party to any Third-Party Action by reason of the fact that the Agent was an Agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, including reasonable attorneys' fees, if the Agent:

- A. Acted in good faith.
- B. In a manner the Agent reasonably believed to be in the best interests of the Corporation.
- C. In the case of a criminal proceeding, had no reasonable cause to believe the Agent's conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful.

**Section 9.03. Indemnification in Other Actions.** The Corporation may indemnify any Agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Corporation Law regarding self-dealing transactions, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, against expenses actually and reasonably incurred by the Agent in connection with the defense or settlement of the action if the Agent acted:

- A. In good faith.
- B. In a manner the Agent believed to be in the best interests of the Corporation.
- C. With such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**Section 9.04. Limitation on Indemnification in Other Actions.** No indemnification shall be made under Section 9.03:

- A. In respect of any claim, issue, or matter as to which the Agent has been adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

B. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

C. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

**Section 9.05. Mandatory Indemnification.** The Corporation shall indemnify any Agent against expenses actually and reasonably incurred where the Agent has been successful on the merits in defense of any proceeding described in Sections 9.02 and 9.03 of these bylaws, or in defense of any claim, issues, or matter therein.

**Section 9.06. Insurance.** The Corporation may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent's status as an Agent, whether or not the Corporation would have the power to indemnify the Agent against that liability under Section 5238 of the California Nonprofit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of Section 5233 of the California Nonprofit Corporation Law.

**Section 9.07. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the 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 shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article IX or under Section 5238 of the California Nonprofit Corporation Law.

## **ARTICLE X. GENERAL PROVISIONS**

**Section 10.01. Fiscal Year.** Unless otherwise changed by the Board, the fiscal year of the Corporation shall be from January 1 to December 31.

**Section 10.02. Books and Records.** The Corporation shall keep at the principal office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws as amended to date, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

**Section 10.03. Annual Returns.** The Board shall review the Corporation's annual filing with the Internal Revenue Service before it is filed.

**Section 10.04. Annual Report; Statements of Transactions and Indemnification.** The Board must send an annual report to each director not later than 120 days after the close of the Corporation's fiscal year. If approved by a majority of the Board, the annual report and any accompanying material sent pursuant to this Section 10.04 may be sent by electronic transmission by the Corporation. The report must be accompanied by either a report of an

independent accountant or, if there is no such report, the certificate of Treasurer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain in appropriate detail the following:

- 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. A statement describing any transaction during the previous fiscal year that involved more than fifty thousand dollars (\$50,000), or a series of transactions with the same person that in the aggregate involved more than fifty thousand dollars (\$50,000) and in which:
  - (i) The Corporation, its parent, or its subsidiary was a party; and
  - (ii) Any director or officer of the Corporation, its parent, or its subsidiary had a direct or indirect material financial interest (not including a mere common directorship).

The statement shall include:

- (i) The names of the directors or officers involved in such transactions;
  - (ii) The person's relationship to the Corporation;
  - (iii) The nature of the person's interest in the transaction; and
  - (iv) Where practicable, the amount of such interest.
- F. A statement of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Corporation pursuant to Section 5238 of the California Nonprofit Corporation Law.

**Section 10.05. Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

**ARTICLE XI.  
CONFLICT OF INTEREST TRANSACTIONS**

**Section 11.01.** In any instance where the Corporation proposes to enter into a conflict of interest transaction, including a “self-dealing transaction” as defined in Section 5233 of the California Nonprofit Corporation Law, the Corporation shall comply with the provisions of Section 5233 of the California Nonprofit Corporation Law.

**ARTICLE XII.  
AMENDMENTS**

**Section 12.01.** The Board may adopt, amend, or repeal these bylaws by the affirmative vote of the Board except that:

A. Where any corporate action requires a greater vote in these bylaws, any amendment or repeal of such provision must be approved by the same greater vote.

B. No amendment may extend the term of a director beyond that for which the director was elected.

C. Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

**ARTICLE II  
NON-DISCRIMINATION**

**Section 12.02.** In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

**ARTICLE XIII.  
REFERENCE TO ARTICLES OF INCORPORATION**

**Section 13.01.** References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically expected by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

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