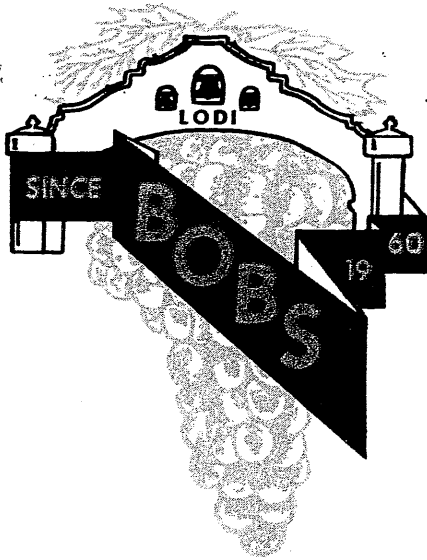




# **Boosters of Boys/Girls Sports Organization**

Parks & Recreation Department: 125 N. Stockton Street / Lodi, California 95240  
Telephone (209) 333-6742



## **RESTATED BYLAWS**

**OF**

## **BOOSTERS OF BOYS/GIRLS SPORTS**

**A California Nonprofit Public Benefit Corporation  
CO908721**

Revised August 11, 1999

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**RESTATED BYLAWS  
OF  
BOOSTERS OF BOYS/GIRLS SPORTS**

**A California Nonprofit Public Benefit Corporation  
CO908721**

**I. NAME**

The name of this corporation is BOOSTERS OF BOYS/GIRLS SPORTS (B.O.B.S.)

**II. PRINCIPAL OFFICE**

**A. Principal Office.** The principal office for the transaction of the activities, affairs and business of the corporation (hereinafter "principal office") is located at 125 North Stockton Street, Lodi, San Joaquin County, California. The Board of Directors (hereinafter "Board") may change the principal office. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section or this section may be amended to state the new location.

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

**III. PURPOSE AND LIMITATIONS**

**A. General Purposes.** This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

**B. Specific Purposes.**

1. To serve as an advisor to and coordinate with the Lodi Parks and Recreation Department in all matters pertaining to joint program sponsorship, general program policies, and rules and regulations.

2. To serve in mutual cooperation with the Lodi Parks and Recreation Department in promoting and encouraging participation in competitive athletics by youths from ages 6 through 18.

3. To increase interest and support in competitive athletics by involving a great number of adults, directly or indirectly, as volunteers in athletics at all levels and various program areas.

4. To honor the outstanding volunteer personalities of the corporation and of the Lodi area.

5. To serve as a social and recreational outlet for adults sharing a common interest in sports.

6. To assist the Lodi Recreation and Parks Department in financing various programs for youth by participating in fund-raising activities.

7. To bring to youth a deeper realization of the importance of sportsmanship and fellowship through participation in athletics.

**C. Formation and Policies.** This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the above-described purposes and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**D. Dedication of Assets.** The property and assets of this nonprofit public benefit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, property or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, any property and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **IV. MEMBERS**

##### **A. Qualification and Rights of Membership.**

**1. Classes and Qualifications.** This corporation shall have 2 classes of memberships: general membership and sponsor membership. Any person dedicated to the purposes of this corporation, 18 years of age, or older and of good character shall be eligible for individual membership upon acceptance of the applicant's application by the Board and payment of such dues and initiation fees as may from time to time be fixed by the Board. The classes of membership shall be defined as follows:

**a. General Membership.** This class shall consist of any individual who is dedicated to the purposes of this corporation. Members of this class shall be given a voice in matters pertaining to the corporation as provided in these Bylaws. Members of this class shall have the right to participate in all social, recreational activities and other privileges as authorized by the Board. General members shall be admitted upon approval of the application

by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

**b. Sponsor Membership.** The members of this class shall have all the privileges of the general members. This classification shall include all organizations, companies or individuals that sponsor a corporate activity to the extent of \$125.00 or more. Each organization or company shall designate an individual to be its representative and exercise its vote.

**2. Voting Members.** General members and sponsor members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms and on election to dissolve the corporation. In addition, all members in good standing shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

**B. Dues, Fees and Assessments.** Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The Board may, in its discretion, set different dues, fees and assessments for each class.

**C. Members in Good Standing.** Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended, expelled or terminated shall be members in good standing.

**D. Termination and Suspension of Membership.**

**1. Causes of Termination.** A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member, on reasonable notice to the corporation;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- c. Failure of a member to pay dues, fees, or assessments as set by the Board within 30 days after they become due and payable;
- d. The death of a member or dissolution or insolvency of a corporation or organization who holds a sponsor membership;
- e. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications; or

f. Expulsion of the member under these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

**2. Suspension of Membership.** A member may be suspended pursuant to these Bylaws, based upon the good faith determination by the Board or a committee or person authorized by the Board to make such a determination, that the member has failed to observe the corporation's rules of conduct or has engaged in conduct prejudicial to the purposes and interest of the corporation.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

**3. Procedures for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member under these Bylaws, the procedure set forth below shall be followed:

a. Except as otherwise provided in these Bylaws for immediate suspension pursuant to section V, I, 6, below the member shall be given 15 days prior notice of the proposed expulsion or suspension and the reason for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.

b. Upon written request of the member, the member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed expulsion.

c. The hearing shall be held or the written statement of the member considered by the Board, committee or person authorized by the Board, in the Board's sole discretion, to determine whether the expulsion or suspension should take place.

d. The decision of the Board, committee or person authorized by the Board conducting the hearing shall be final unless appealed pursuant to section V, I, 7 below.

e. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension or termination.

**4. Non-Liability of Members.** No member of this corporation shall be responsible or liable for the debts, liabilities or obligations of the corporation.

**E. Transfer of Membership.** No membership or right arising from membership shall be transferred. All membership rights cease upon a member's death or in the event of a corporate member on its dissolution.

**F. Meetings of Members.**

**1. Place of Meeting.** Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In absence of any such designation, members' meetings shall be held at the corporation's principal office.

**2. Annual Meeting.** An annual members' meeting shall be held on the second Wednesday in December at 7:30 p.m., each year, unless the Board fixes another date or time and so notifies members as provided by these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held the next business day. At this meeting, directors shall be elected and any other proper business may be transacted subject to any limitations contained in these Bylaws.

**3. Special Meeting.**

**a. Persons Authorized to Call.** A special meeting of the members for any lawful purpose may be called at any time by the Board, the President, or 5% or more of the members.

**b. Calling Meetings.** A special meeting called by any persons (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president, any vice president, treasurer or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 10 but not more than 90 days after receipt of the request. If notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

**c. Proper Business of Special Meeting.** No business, other than the business, the general nature of which was set forth in the notice of the meeting, shall be transacted at a special meeting.

**4. Notice Requirement for Members' Meetings.**

**a. General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at that meeting. The notice

shall specify the place, date and hours of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and shall state that no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

**b. Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation; or
- (4) Electing to wind up and dissolve the corporation.

**c. Manner of Giving Notice.** Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, or facsimile, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first class mail, or facsimile or telegraphic or other written communication to the corporation's principal office, or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

**d. Affidavit of Mailing Notice.** An affidavit of mailing of any notice of any members' meetings, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent or officer of the corporation, and if so executed, shall be filed and maintained in the corporation's minute books or files.

**5. Quorum.** One-third (1/3) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

## **6. Voting.**

**a. Eligibility to Vote.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall

have one vote for each membership in good standing as of the record date determined by these Bylaws.

**b. Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

**c. Number of Votes.** Voting shall be non-cumulative. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Those candidates receiving the highest number of votes, up to the number of directors to be elected, shall be the winner of the election.

**d. Approval by Majority Vote.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the member, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

**e. Waiver of Notice or Consent by Absent Members.**

**(1) Written Waiver or Consent.** The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held under regular call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section IV, F, 4, b above, the waiver of notice, consent or approval 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.

**(2) Waiver of Attendance.** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not properly called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

## **7. Action Without a Meeting.**

**a. Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the Minutes of the

proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

**b. Action by Written Ballot Without a Meeting.** Any action that may be taken at any meeting of members may also be taken without a meeting by complying with the succeeding sections of these Bylaws.

**(1) Solicitation of Written Ballots.** The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by these Bylaws. All solicitations of votes by written ballot shall (a) include the number of responses needed to meet the quorum requirements; (b) with respect to ballots other than for election of directors, state the percentage of approval necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) provide the members with an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more members, any written ballot distributed to 10 or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

**(2) Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (a) 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 (b) the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

**(3) Revoking Ballots.** A written ballot may not be revoked.

**(4) Filing Ballots.** All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least one year.

## **8. Record Date for Notice, Voting, Written Ballots and Other Actions.**

**a. Record Date Fixed by Board.** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed (1) for sending notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting; (2) for voting at a meeting shall not be more than 60 days before the date of the meeting; (3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and (4) for taking any other action shall not be more than 60 days before that action.



**b. Record Date not Determined by Board.**

**(1) Record Date for Notice or Voting.** If not otherwise fixed by the Board, the record date for determining members entitled (a) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the date on which the meeting is held and (b) to vote at the meeting shall be the day on which the meeting is held.

**(2) Record Date for Action by Written Ballot.** If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be on the day on which the first written ballot is mailed or solicited.

**(3) Record Date for Other Actions.** If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

**(4) Members of Record.** For purposes of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

**9. Proxies.**

**a. Members' Proxy Rights.** Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

**b. Form of Solicited Proxies.** If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford the member an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time proxy is distributed, to be acted upon at the meeting for which the proxy is solicited and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold" or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

**c. Requirement that General Nature of Subject of Proxy be Stated.** Any proxy covering the matters for which a vote of the members is required, including amendments to the Articles of Incorporation or Bylaws changing any proxy rights; certain other amendments to the Articles of Incorporation; removal of directors without cause; filing vacancies on the Board; the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular

course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted upon or in an election of directors the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members.

**d. Revocability.** A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until, (1) revoked by the member executing it before the vote is cast under that proxy, (a) by a writing delivered to the corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by that member and presented to the meeting; or, (c) as to any meeting, by the member's personal attendance and voting at the meeting, or (2) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

**10. Adjournment and Notice of Adjourned Meeting.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting shall be adjourned for more than 45 days. When a member's meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

**11. Conduct of Meetings.** Except as otherwise provided by the Articles of Incorporation or these Bylaws, all meetings of the members shall be conducted under Robert's Rules of Order, Revised.

## **V. Directors**

### **A. Powers.**

**1. General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the Board's direction.

**2. Specific Powers.** Without prejudice to the general powers set forth above, but subject to the same limitations, the directors shall have the power to:

a. Appoint and remove at the pleasure of the Board all of the corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation and with these Bylaws; and fix their compensation, if any and require from them security for faithful performance of their duties.

b. Change the principal office or principal business office in California from one location to another.

c. Cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; designate any place within or outside California for holding of any meeting of members.

d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

**B. Number and Qualification of Directors.** The Board of Directors shall consist of 25 directors until changed by amendment to these Bylaws. The qualifications for directors are that directors must be members in good standing of the corporation and be 18 years of age or older. One Board member shall be a staff advisor appointed by the Lodi Parks and Recreation Department.

### **C. Election of Directors**

**1. Nominations by Committee.** The president and/or Board shall appoint a committee to seek out, screen and nominate qualified candidates for election to the Board at least 90 days before the date of any election of directors. If a committee is not appointed, the Board shall screen and nominate the slate of proposed directors. This nominating committee/Board shall approve the slate of candidates no later than at the November Board meeting, or at such other time as the Board may set, and the Secretary shall forward to each member, with a notice of meeting required by these Bylaws, the slate of nominees proposed by the Board.

The Committee may take into account, in their discretion, a questionnaire which may be mailed to all members no later than September 10th of each year inquiring as to each member's interest in being a candidate for election to the Board.

**2. Nominations from the Floor.** If there is a meeting of members held to elect directors, any member present at the meeting in person or proxy may place names in nomination.

**3. Use of Corporate Funds to Support Nominee.** Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

**D. Election, Designation and Term of Office.** Eight directors shall be elected at each annual meeting of members to hold office for a term of three years; however, if any such directors are not elected at any annual meeting, they may be elected at any special members meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The staff advisor member of the Board of Directors from the Lodi Parks and Recreation Department shall be appointed by the Director of Parks and Recreation of the City of Lodi.

**E. Vacancies on Board.**

**1. Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- a. The death or resignation of any director;
- b. The declaration by resolution of the Board of the vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or, if the corporation holds assets in charitable trusts, has been found by a final order or judgement of any court to have breached a duty pursuant to Chapter 2, Article 3 commencing with Corporations Code Section 5230 of the California Nonprofit Public Benefit Corporation Law;
- c. The vote of the members to remove any directors';
- d. The increase of the authorized number of directors; or
- e. The failure of the members, at any meeting of members at which any director or directors are to be elected, to elect a number of directors required to be elected at that meeting;
- f. The absenteeism of a director from 3 consecutive Board meetings without an excuse.

**2. Resignations.** Except as provided below, any director may resign by giving written notice to the president or to the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

**3. Filling Vacancies.** Except for vacancies created by removal of a director by the members, vacancies on the Board may be nominated by the President or if not, by any

other Board member subject to approval of a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the Board.

**4. 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 the director's term of office expires.

**F. Meetings of Board of Directors.**

**1. Place of meetings.** The meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

**2. Meetings by Telephone.** Any meeting may be held by conference telephone, video screen communication or other communication equipment as long as all directors participating in the meeting can hear one another. The director participating in this manner shall be deemed present in person at such meeting.

**3. Annual Meeting.** Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers and the transaction of other business. Notice of this meeting is not required.

**4. Other Regular Meetings.** Other regular meetings of the Board shall be held without call on the second Wednesday of each month, at 7:30 p.m. The hour of such meeting may be changed by three days written notice to all directors. Notice of all such regular meetings of the Board is hereby dispensed with.

**5. Special Meetings.**

**a. Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the president, any vice president, the secretary, treasurer or any two directors.

**b. Notice.**

**(1) Manner of Giving Notice for Special Meetings.** 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 prepaid;
- (c) By telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director;
- (d) By telegram, charges prepaid;

- (e) Facsimile;
- (f) Electronic mail; or
- (g) Other electronic means.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

**(2) Time Requirements.** Notices sent by first class mail shall be deposited in the United States mail at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, electronic mail or telegraph shall be delivered, telephoned, sent or given to the telegraph company, respectively at least 48 hours before the time set for the meeting.

**(3) Notice Contents.** The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

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

**7. Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of such notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

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

**9. Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment

to another time or place shall be given, before the time of the adjourned meeting, to the directors who are not present at the time of the adjournment.

**G. Action without a Meeting.** An action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

**H. Compensation and Reimbursement.** Directors, either individually or in their entirety, shall receive no compensation for their services as Board members.

**I. Committees.**

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

- a. Take final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of the majority of all members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- e. Create any other committees of the Board or appoint the members of committees of the Board;
- f. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3); or
- g. Approve any fund-raising, capital expenditures, donations, contracts or transactions, whether or not a director has a financial material interest.

**2. Chairperson of Committees.** All committees shall be chaired by a member of the Board. The president or, if not a majority of the directors of the Board shall appoint the chairperson of each committee.

**3. Meetings and Action of Committee.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolutions, or if there is none, by the committee. The Board may adopt rules for the government of any committee.

**4. Sports Committee.**

a. The Sports Committee shall consist of the vice president (chairperson), coordinators (as assigned annually by the president of the Board) of the various program committees, and the Lodi Parks and Recreation Advisor. If the vice president is also a coordinator, the vice president may assign his or her vote to a member of the vice president/coordinator's program committee who is also a Board member. The vice president/coordinator shall have the tie breaking vote, if necessary.

b. Duties of the Sports Committee include:

- (1) Establish playing rules;
- (2) Establish eligibility rules;
- (3) Evaluate programs;
- (4) Evaluate coaches;
- (5) Evaluate and implement new programs;
- (6) Handle appeals of program committees decisions, if it is the first and only appeal; and
- (7) Discipline and Complaints subject to the limitations of the appeal process.

c. Meetings of the Sports Committee will be called, as needed, by the Sport Committee chairperson. A report of any changes in rules or any other significant actions of the Sports Committee shall be reported to the Board and Lodi Parks and Recreation. The Board shall then have authority to override any changes that it considers detrimental to the particular sports program involved or the corporation.

**5. Program Committees.** Each program committee shall consists of at least 2 Board members, one of whom is appointed by the President as the coordinator and chair of that program committee. Each non-Board member may serve on any other program committee.



The corporation currently has the following program committees which may be changed at any time by the Board without a need to amend this Bylaw provision:

- a. Bambino
- b. Babe Ruth
- c. American Legion Baseball
- d. Basketball
- e. Softball
- f. Competitive Soccer
- g. Soccer
- h. Football

The program committees may have subcommittees such as Bambino (Major/Minor, Jr. League, and T-Ball subcommittees). For purposes of the Bylaws and decision making, the coordinator shall mean the coordinator of the program committees, not the coordinator of any subcommittees.

**6. Complaints at an Event.** Any complaint or protest regarding an event or action(s) of a member or others at an event may be lodged with the coordinator of that event. The coordinator shall rule on the complaint and/or protest at that time. In the event the coordinator is unavailable or unable to make a decision, any officer of the corporation may make the decision. The decision of the coordinator or officer in the coordinator's absence shall take immediate effect including but not limited to a decision to immediately suspend a member. A decision of the coordinator/officer may be appealed one time, only. The appeal shall be heard by the program committee.

**7. Appeal.** A decision made pursuant to these Bylaws may be appealed one time to the next highest level as provided herein. A request for an appeal must comply with these procedures in order to be a valid request:

a. The levels are as follows:

- (1) Coordinator or an officer, if the coordinator is unavailable or unable to make the decision;
- (2) Program Committee;
- (3) Sports Committee; and
- (4) Board of Directors.

b. The request for an appeal must be delivered in writing to the corporation's principal place of business. The request must be received within 15 days of the decision being appealed. This request and the envelope it is sent in must be clearly marked "APPEAL." The request shall include:

- (1) The decision which is being appealed;
- (2) The level at which the decision was originally made;
- (3) The specific grounds for the appeal; and
- (4) Whether the person would like to be heard at the hearing or whether the person is submitting the matter without a hearing.

c. Upon receipt, the appeal request shall be processed by the appropriate appeal level. If a hearing is requested, the person requesting the appeal shall be given an opportunity to be heard. The hearing shall be held within 30 days of receipt of the request.

d. The decision at that appeal level shall be final.

## **VI. OFFICERS**

**A. Officers of the Corporation.** The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the Board's discretion one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be appointed in accordance with these Bylaws.

**B. Election of Officers.** The officers of the corporation, except those appointed pursuant to these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

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

**D. Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any officer on whom the Board may confer the power of removal.

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

**F. Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these

Bylaws for regular appointments, provided, however, that vacancies need not be filled on an annual basis.

### **G. Responsibilities of Officers.**

**1. President.** The president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. The president shall preside at all members' meetings and at all Board meetings. The president shall have such other powers and duties as the Board or the Bylaws may prescribe.

**2. Vice President.** If the president is absent or disabled, the vice president, if any, shall perform all duties of the president. When so acting, the vice president shall have all powers of, and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

#### **3. Secretary.**

**a. Book of Minutes.** The secretary shall keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of member's meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular or special, and, if special, how authorized; the notice given; the names of those present at Board meetings; and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

**b. Membership Records.** The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by the Board, a record of the corporation's members, showing each member's name, address and class of membership.

**c. Notices and other Duties.** The secretary shall give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall also have such other powers and perform such other duties as the Board or the Bylaws may prescribe from time to time.

#### **4. Treasurer.**

**a. Books of Account.** The treasurer, also referred to as the chief financial officer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

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

## **VII. INDEMNIFICATION**

**A. Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as Section 5238(a) of the California Corporations Code.

**B. Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine under Section 5238(e) of the California Corporation Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

**C. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in specific instances, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

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

## VIII. RECORDS AND REPORTS

### A. Maintenance of Corporate Records. The corporation shall keep:

1. Adequate and correct books and records of accounts;
2. Written minutes of the proceedings of its members and Board; and
3. A record of each members' name, address and class of membership.

### B. Member's Inspection Rights.

1. **Membership Records.** Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

a. Inspect and copy the records of member's names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

b. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list was compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

2. **Alternative to Inspection.** The corporation may, within 10 business days after receiving a demand under this Section make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

3. **Denial of Inspection.** If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to the person's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

4. **Person to Inspect and Copy.** Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts, at the expense of the person requesting the copies. Any right of inspection extends to the records of any subsidiary of the corporation.

**C. Accounting Records and Minutes.** On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records in the minutes of the proceedings of the members, the Board and committees of the Board, at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation. Said copies shall be made at the members request and expense.

**D. Maintenance and Inspection of Articles and Bylaws.** The corporation shall keep, at its principal office, or if its principal office is not in California, at its principal business office in this state, 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 at all reasonable times during office hours. If the principal office of the corporation is outside California, and the corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws as amended to date.

**E. Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kinds, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. The copies shall be made at the requesting director's expense.

**F. Annual Report.** The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds;
3. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes;
5. Any information required by paragraph G below;
6. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

**G. Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

1. Any transaction (a) in which the corporation, its parent, or subsidiary was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000. or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an interested person is either of the following: (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or (2) any holder of more than 10% of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the name of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnification or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the corporation pursuant to these Bylaws unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

## **IX. GENERAL ADMINISTRATIVE MATTERS**

**A. Execution of Contracts and Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation any contract or engagement or to make the corporation liable for any purpose or any amount.

### **B. Construction and Definitions.**

1. Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and singular in number includes the plural,

the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

2. "Approved by (or approval of) all members" shall mean approved by the affirmative vote of a majority of all the members entitled to vote. Such approval shall include the affirmative vote of such greater proportion (including all) of the members, if such greater proportion is required by the Articles or the California Nonprofit Public Benefit Corporation Law.

3. "Approved by (or approval of) the members" shall mean approved or ratified by the affirmative vote of a majority of the member entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of such shareholders. It shall also mean approval by the affirmative vote or written consent of such greater proportion (including all) of the members represented at a meeting or giving written consent as may be provided in the Articles or the California Nonprofit Public Benefit Corporation Law for all or any specified member action.

## **X. AMENDMENTS**

### **A. Amended by Board.**

1. **Membership Rights Limitation.** Subject to the rights of members under these Bylaws, the Board may adopt, amend, or repeal Bylaws unless the action would:

- a. Materially and adversely affect the member's rights as to voting, dissolution, redemption, or transfer;
- b. Increase or decrease the number of members authorized in total or for any class;
- c. Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- d. Authorize a new class of membership.

2. **Changes to Number of Directors.** Once members have been admitted to the corporation, the Board may not, without the approval of the members, specify or change any Bylaw provision that would:

- a. Fix or change the authorized number of directors;
- b. Fix or change the minimum or maximum number of directors; or
- c. Change from a fixed number of directors to a variable number of directors or vice versa.



**3. High Vote Requirement.** If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended or repealed except by that greater vote.

**4. Members' Approval Required.** Without the approval of the members, the Board may not adopt, amend or repeal any Bylaw that would:

- a. Increase or extend the terms of directors;
- b. Allow any director to hold office by designation or selection rather than by election by a member or members;
- c. Increase the quorum for members meetings;
- d. Repeal, restrict, create, expand or otherwise change proxy rights; or
- e. Authorize cumulative voting.

**B. Amendment by Members.** New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment or repeal also requires approval of one or more classes of members if that action would:

1. Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
2. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class.
3. Increase or decrease the number of memberships authorized for that class;
4. Increase the number of memberships authorized for another class;
5. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class;
6. Authorize a new class of membership.

Any provision of these Bylaws that requires a vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

**XI. CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of Boosters of Boys/Girls Sports, a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of 26 pages, are the Bylaws of the corporation as adopted by the Board of Directors on August 11, 1999 and approved by the members and that they have not been amended or modified since that date.

Executed on   AUG  31  , 1999, at Lodi, California.

  
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Secretary