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# FAIRFIELD BOCCE FEDERATION CURRENT BY LAWS

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AMENDED APRIL 13, 2023



APRIL 13, 2023  
FAIRFIELD SENIOR CENTER  
John Magnetti Memorial Bocce Courts Complex

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**FAIRFIELD BOCCE FEDERATION**

**[ORIGINAL BYLAWS ADOPTED FEBRUARY 12, 2002] [BYLAWS AMENDED  
FEBRUARY 10, 2005] [BYLAWS AMENDED FEBRUARY 14, 2008]**

**CURRENT BY LAWS AMENDED APRIL 13, 2023**

**ARTICLE I: NAME AND PRINCIPAL OFFICE LOCATION**

The name of this California Nonprofit Public Benefit Corporation is Fairfield Bocce Federation The principal office will be in the City of Fairfield, County of Solano, State of California. The corporation may have offices and places of business at such other places, within or without the State of California as determined by the directors.

**ARTICLE II: OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation are set forth in the ~~Article~~ Incorporation on file with the California Secretary of State.

**ARTICLE III: MEMBERS**

**A. ANTIDISCRIMINATION CLAUSE**

This corporation does not discriminate against any person on the basis of age, religion, gender, sexual orientation, or ethnicity.

**B. QUALIFICATION, FEES AND DUES.**

1. Any person of good character, who is 16 years of age or older, dedicated to the purposes of the corporation, who participates in authorized functions, will be eligible, upon payment and within the time and on the conditions and in the amounts set forth, of dues and fees as may be recommended by the board and approved by the general membership. Such dues and fees will be equal for all members.
2. However, the board shall implement pro-rata reduced annual membership dues for a person who seeks membership after the first half (April 1 through September 30) of the corporation's fiscal year; pro-rata membership shall be fifty percent (50%) of the annual membership dues applicable for the full year. If a person has been a member in good standing for the immediate past year, then the fifty percent (50%) provision does not apply.

**C. CODE OF CONDUCT**

Members will exhibit good sportsmanship at all times and will refrain from profanity and other exhibition of unsportsmanlike behavior.

**D. VOTNG RIGHTS**

Each member in good standing will be entitled to one vote on each item submitted to a vote.

## **E. CLASS OF MEMBERS**

1. The corporation will have one class of members. Persons in good standing with voting rights.
2. Members in good standing and eligible to cast a vote must be current in payment of their annual membership fees. If a person pays the membership dues, the person is only entitled to cast one vote on any item of corporate business,
3. The board may nominate a person for an honorary membership. The nominee must be approved by the general membership at the annual April meeting or a legally constituted members' special meeting. A person approved for honorary membership shall have all of the rights of a member in good standing, except the person shall not be eligible to vote on any corporate items of business. A person who receives an honorary membership shall be exempt from the annual membership dues.
4. Any person who has been A member in good standing for at least one year and attains the age of eighty-five (85) on or before March 31 , the person shall be awarded a Life Membership as of April 1 of that year The Life Membership shall entitle the person to be a member in good standing with full membership rights and the person shall be exempt from annual membership dues.

## **F. TERMINATION OF MEMBERSHIP**

1. By two-thirds vote, the board may suspend, expel, or sanction a member for cause after an appropriate hearing, and, by a majority vote of those present and voting at any regularly constituted board meeting , may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default of payment of dues for the period. The process will be carried out in good faith.
2. The membership of any member will terminate upon occurrence of any of the following events" a) resignation or death of the member; b) expired membership (unless the member renews for a subsequent period prior to expiration); c) determination by the board, or a designated Committee member that he has failed in a material and serious degree to obey or act on or has engaged in conflict materially and seriously prejudicial to the interests of corporation,

## **G. PROCEDURE FOR SUSPENSION, TERMINATION OR SANCTION**

- H. Following the preliminary determination of the board, or a designated committee, the following will be implemented: a) notice will be sent by mail, prepaid, first-class, or registered to the most recent address of the member as shown on the corporation's records, setting forth the proposed action and the reasons. It will be sent at least thirty (30) days before the next regularly scheduled board meeting at which time a hearing on the proposed action will take place. It will state the date, time, and place of the hearing;
  - b) after being notified, the member will have the opportunity to send a written response to the board before the hearing scheduled for the next board meeting, so as to allow the board sufficient time to decide whether the action will take place; c) the member will be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than ten (10) days before the effective date of the proposed action. The hearing will be held by special-members disciplinary committee of not fewer than three (3) directors appointed by the President, and two (2) directors chosen by the defendant and confirmed by the board; d) all documentary evidence to be used at the hearing will be provided to the member no later than thirty (30) days before the board hearing. The board may not consider any

evidence not provided in writing to the member or not presented at the hearing; e) the issue will be placed on the agenda for the next board meeting; f) the member will have the opportunity to review, confront, examine, and cross-examine all evidence before the board; g) following the hearing, the board will decide what disciplinary action to consider, if any. The decision of the board is final. The member will be notified in writing by certified mail within ten (10) days of the decision of the board; h) any member expelled or suspended will not receive a refund of dues or fees already paid; any member suspended or terminated will cease representing any affiliation with the corporation, including the use of the name of the corporation in connection with that member's business or advertising.

## **I. REINSTATEMENT AND NON-TRANSFERABILITY OF MEMBERS**

1. On written request by a former member filed with the Secretary, the board, by a majority vote, may reinstate the member to membership on such terms as the board may deem appropriate.
2. Membership is not transferable.

## **ARTICLE IV: MEETINGS OF MEMBERS**

### **A. PLACE OF MEETINGS**

Meetings will be held within the County of Solano, California, at any place designated by the board. The business of this corporation, conducted at such designated place, is subject to the Corporations Code of the State of California, as may be amended from time to time.

### **B. MEETINGS**

1. The first meeting of members, for the purpose of nominating and electing directors, or for the transaction of such other business, will be held within one (1) year of endorsement of the Articles of Incorporation, by the Secretary of State. Immediately after the meeting has been adjourned the newly elected board will conduct a director's meeting to elect board officers,
2. Thereafter, the annual meeting to elect directors may take place in the month of April at the Bocce Awards Banquet at a place within the County of Solano, California, to be determined by the governing board. This date may be changed by the board, or a committee designated for such purpose.
3. If the annual meeting is not held in the month designated, the then existing board will, after giving the required notice to the members, cause such meeting to be conducted as soon thereafter as conveniently possible. In no event will the meeting be later than thirty (30) days after the end of April.
4. Special Members ' Meeting: Twenty percent (20%) of the members in good standing of the corporation, who have paid membership dues for the current fiscal year, may submit a signed petition to the Board of Directors requesting a special meeting of the general membership. The petition shall state the topic and purpose of the meeting, and the meeting shall be appropriately noticed, in the same mode as used for the annual meeting, and scheduled within forty-five (45) days of the Board's receipt of a valid petition The Secretary

shall determine the validity of the petition and the date of receipt by the Board. The meeting shall not be scheduled sooner than fifteen (15) days after the Board's receipt of the petition unless the date is acceptable to the petition organizers.

5. All provisions of these bylaws applicable to the corporation's annual April meeting shall be applicable to any special meeting of the general membership.
6. The President, chairperson of the Nomination Committee or any other person designated by the board, will- preside at all meetings of the general membership.

### **C. ORDER OF BUSINESS**

Election of directors will occur as the first item of business at the annual member's meeting. The names of voting members, duly nominated, will be voted upon at the annual meeting. Thereafter, the board will enter into a process which will result in the designation of the name and place of the next annual meeting.

### **D. NOTICE**

Annual General membership notice will be sent via e-mail instead of postal service; individuals with no email address will receive hard copy notice via postal service, at the last known address as it appears in the corporation's records, no later than thirty (30) days before the date of the meeting. Notice will be deemed delivered if emailed or sent by U.S. mail with postage prepaid and deposited in the U.S. mail. An e-mail will be sent to all members one-week prior reminding them of the meeting. The notice will contain the place, date, and hour of the proposed meeting and an agenda putting forth all matters to be discussed or acted upon by the board.

### **E. WAIVER OF NOTICE**

Any director may waive notice of any meeting, Attendance of a director will constitute a waiver of notice, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **F. RULES GOVERNING MEETINGS**

Meetings of members will be governed by Robert's Rules of Order Newly Revised (1990) or the current latest revision.

### **G. PROXES**

No voting by proxy will be permitted.

### **H. QUORUM**

The members present at any time will constitute a quorum for the transaction of business at a meeting of the members, if the total in attendance equals at least twenty percent (20%) of the general membership in good standing who have paid membership dues for the current fiscal year.

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## **ARTICLE V, NOMINATING AND ELECTING DIRECTORS**

### **A. ELIGIBLE VOTERS' LIST**

The Treasurer will prepare a complete list of the members entitled to vote\* arranged in alphabetical order, with the address of each. The list will note if the member is in good standing by (1) payment of current fiscal year membership dues, or (2) is a Life Member pursuant to Article III, E4

The list will be kept open at the time and place of the meeting and will be subject to the inspection of any member during the whole of the meeting and will be in possession of and under the direction of the Treasurer at all times\*

### **B. NOTIFICATIONS**

The Nominating Committee will present its list of nominees for the positions to be filled, to the chairperson presiding. The chairperson will ask voting members present, who are on the voting list of qualified members, for nominations from the floor. Nominations from the floor require a second.

### **C. VOTING**

In the election of directors, cumulative voting, wherein each member is given as many votes as there are positions to be filled and allowed to cast those votes for one candidate or distributed in any manner among the candidates, will not be permitted. Each member may cast only one vote for any position to be filled. Candidates receiving the highest number of individual votes, by secret ballot, will be elected as directors.

## **ARTICLE VI: DIRECTORS**

### **A. CONFLICT OF INTEREST AND CODE OF CONDUCT**

Directors must declare potential and actual conflicts of interest, which include the potential for personal profit in money, goods, or tangible assets. Directors must refrain from influencing or voting on any matters relating to such conflicts.

### **B. DUTIES AND POWERS**

1. A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such



director believes to be in the best interest of the corporation and with such care, including a reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

2. Subject to California Law and any limitation in the Articles of Incorporation and these bylaws ultimate management of the corporation will be vested in the board, which has full power and authority to carry out the affairs of the corporation and to exercise leadership in raising and exploring issues of policy. The board performs any and all duties assigned whether collectively or individually by law, by the Articles of Incorporation, or by these bylaws. Directors will leave their addresses with the Secretary of the corporation.
3. Without prejudice to its general powers, and subject to any limitations provided through management agreement or contract approved by the board, the board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees, however composed, provided that all activities and affairs of the corporation will be managed, and all corporate powers will be exercised under the ultimate direction of the board. The board has the sole authority to:
  - a. Hire, review the performance of and fix the terms of compensation, tenure and responsibilities of any person or persons, management company, or committees however composed
  - b. Have final approval of the appointment of Committee Chairpersons.
  - c. Recommend to the general membership, the adoption, amendment or repeal of the Articles of Incorporation or bylaws.
  - d. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, Articles of Incorporation, and these bylaws; and recommend to the general membership persons to fill vacancies on the board
  - e. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates and alter the form of the seal and certificate.
  - f. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered, for the corporation's purpose and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debts and securities.

4. The board does not have the sole authority to:

- a. Change, modify or add to the Fairfield Bocce Federation Rules of Play without the approval/vote of the general membership.

### **C. RESOLUTIONS**

All resolutions offered for the consideration of the members will be presented in writing to the membership, prior to discussion. No resolution, or motion to commit this corporation on any matter, will be acted upon until it has been considered by the board at a duly noticed meeting.

Such resolutions or motions, if offered at any facilitated meeting, mediation, or arbitration, will be referred to the board without discussion to be put on the agenda for the next regularly scheduled meeting

#### **D. TENURE AND COMPENSATION**

All directors will serve a three-year term, commencing on the first of May, , following their election to the board Or at the time of election if they are filling a vacancy, and they are eligible for re-election to an unlimited number of three-year terms. A member of the board shall receive no compensation other than reasonable expenses. However, at the discretion of the board, officers and alternates shall be entitled to reimbursement of reasonable expenses incurred and paid by such members, while conducting the business of the corporation, including attending annual meetings, wherever held. Such expenses shall be presented to the Treasurer, in the form and manner as he or she shall determine, for presentation to the board as soon as possible,

#### **E. NUMBER**

1. The authorized number of directors will be nine (9), and a director must be a person in good standing by payment of membership dues for the fiscal year in which the election is held. A director must pay membership dues each year they serve as a director.
2. At least two-thirds of all directors, at any instance, shall be residents of Solano County, State of California. The board of directors will include the officers of the corporation, who shall be duly elected directors.
3. The corporation's first board of directors shall consist of nine (9) members, at least six (6) whom shall be residents of Solano County.  
Directors elected to the first board shall serve staggered terms of one, two, or three ears, as determined by the directors shall be elected to a one-year term, directors shall be elected to a two-year term), and three directors shall be elected to a three-year term. Persons serving as directors for an original one-year or two-year term may be elected to full three-year terms upon completion of their original term of office.

#### **F. REMOVAL, RESIGNATION AND LEAVES OF ABSENCE**

4. Any director may be removed from the board as permitted by and in accordance with the laws of the State Of California.
- 2 . By appropriate action of the board, the board may recommend to the general membership the removal of a directors The action to remove shall be decided by a vote of the membership at a properly noticed general membership meeting.
3. Any director who is absent from three meetings in one calendar year may be regarded as thereby resigning from the board at the discretion of the board. The member will be so notified, by the Secretary
4. Any director may resign, effective upon giving written notice to the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this State.

5. Any director may request a leave of absence, such request to be submitted to the board at least two (2) months prior to the leave, it possible, so as not to jeopardize that director's tenure or cause a lawful vacancy. An excused absence may be granted by the president for an absence due to illness or another contingency.

### **G. VACANCIES**

1. Any vacancy occurring in the board will be filled by a vote of the general membership at a properly noticed meeting, Any vacancy in any office will be filled by the affirmative vote of a majority of the directors, though NOT less than a quorum. A director elected by the general membership to fill a vacancy, or any other person elected to fill the vacancy in an office, will be elected for the remaining term of his or her predecessor. No reduction of the authorized number of directors will have the effect of removing any director before the director's term of office has expired.
2. Should the office of President become vacant under the terms of these bylaws, the Vice-President will succeed to the presidency and serve the remainder of the unexpired term.

### **H. INDEMNIFICATION AND NON-LIABILILTY OF DRECTORS**

The directors will not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **I. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of directors, officers, employees or other agents of the corporation against liabilities asserted against or incurred by the agent in such capacity or arising of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws or provisions of law.

## **ARTICLE VII: MEETINGS OF DIRECTORS**

### **A. REGULAR MEETNGS**

1. Regular meetings of the board will be held in Solano County, California, on such dates and at such times as may be fixed by the board and by these bylaws. At a minimum, the board will conduct a regular meeting in February, and at least one meeting in each of the following calendar quarters: April-June, July-September, and October-December. The board may provide, by resolution, the time and place, which must be within Solano County, California, for holding additional regular meetings without other notice than such resolution. Such meetings will be held at the principal office of the corporation in the absence of any legislation in the resolutions
2. A director will be deemed present and can be counted for the purposes of . quorum when the director is in attendance and in the presence of the other directors.

## **B. SPECIAL MEETINGS**

1. Special meetings will be held upon at least seven (7) days written notice by e-mail. Notice will state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
2. Special meetings of the board may be called by, or at the request of the President or any four (4) directors, and will be held at the principal office of the corporation or at such other place within Solano County, California, as the board of directors may determine.
3. Special meetings are subject to the establishment of a quorum.
4. A vote must be cast in person; no proxy voting will be permitted,

## **C. ANNUAL MEETING OF THE BOARD**

The board will hold an annual meeting concurrently and at the same place and immediately following the annual members for the transaction of business

## **D. NOTICE**

1. No notice need be given of any regular meeting of the board. A standard meeting date will be determined by the current board
2. Any director may waive notice of any meeting. The attendance of a director at a meeting will constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened Neither the business, nor purpose of any regular or special meeting, need be specified in the notice or waiver or notice of such meeting.

## **E. CONDUCT OF MEETINGS**

Meetings will be presided over by the President or, in the absence of the President, by the Vice-President or chairperson designated as such by the President or by a majority vote of the board. Meetings of the board and of its committees will be open to the members and the public, except when matters to be considered at such meeting would, by the laws governing California Non-profit Public Benefit Corporations, be exempt from the requirement for public meetings or during executive session.

## **F. QUORUM**

1. No business will be considered by the board at any meeting at which the required quorum is not present. The only motion which the chairperson will entertain at such meeting is a motion to adjourn. A quorum will consist of at least six members of the elected board of directors,
2. In order for the business to be lawfully transacted all directors must be in presence of each other, in person, where each can hear each other in the proceedings and discussion.

## **G. ACTIONS WITHOUT MEETINGS**

Any action required or permitted to be taken by the board may NOT be taken without a properly noticed meeting.

## **H. RULES GOVERNING BOARD MEETINGS**

- a. Meetings be governed by Robert's rules of Order, Newly Revised (1990) or the current, latest revision.

## **I. PROXIES**

A director may NOT vote by proxy

## **ARTICLE VIII OFFICERS**

### **A. OFFICERS**

The officers shall be President, Vice-President, Secretary, and Treasurer.

### **B. ELECTIONS**

1. Immediately after the "Call to Order" and the "Roll Call" of the April meeting of the Board of Directors, the Nominating Committee will provide a ballot for each office for which a candidate may be elected. The Chairperson of the Nominating Committee will take nominations for each office from the directors who are present and place the names on the respective ballot. The ballots for President, Vice-President, Secretary and Treasurer will be dispersed to the directors present who will cast their single vote for one candidate for each office. The voting will be by secret ballot. Candidates must receive at least five votes for their respective office to be declared elected.
2. Officers will be elected at regular meetings of the board, held without notice other than these bylaws.

### **C. SUBORDINATE OFFICERS**

The board may empower the President to appoint such other officers as the business of the corporation will require, each of whom will hold office for such, have such authority and perform such duties as are provided in these bylaws or as the board may from time to time prescribe.

### **D. QUALIFICATIONS**

1. A potential officer shall be a duly elected director of the board prior to the placement of the person's name on a ballot for an election to an office.
2. An officer may not serve, or be serving, at the time of his or her election, as an officer on the board of any other group or association affiliated with the sport of bocce.

### **E. TENURE**

1. Each officer will hold office for one calendar year commencing upon their election at the April Board of Directors meeting and hold office until his or her successor has been duly

elected and qualified or until his or her death, resignation, or removal in the manner provided within these bylaws. The office tenure for persons elected to President, Vice-President, Secretary, and Treasurer, will be for a term of one year and there shall be no limit on the number of terms a person may be elected to an office.

2. An officer's term as an officer can only exceed the termination date of their respective term as a director for no more than seventy-five (75) calendar days or until a successor election has been completed.

## **F. POWERS AND RESPONSIBILITIES**

The powers and duties of officers be as provided from time to time by resolution or other directive of the board. In the absence of such provisions, the respective officers will have the powers and will discharge the duties associated with such offices as follows:

1. President serve as a member of the board and ensure the members are duly advised of resignations, leaves of absence, and other significant business of interest, and will perform such other duties as ordinarily pertain to the office, will appoint chairpersons of the Standing Committees, and supervise the activities of the officers. Unless a chairperson is specifically appointed by the board, the president will preside as chairperson at all meetings of the board.
  - a. The President will provide the final decision, when an equal number of votes result in a tie, for any properly presented and motioned item of business.
  - b. Except as otherwise expressly provided by law, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time-to-time be authorized by the board.
2. Vice-President will serve in the absence of the President, or in the event of his or her inability or refusal to act, with all the powers of and subject to, the restrictions on the President As a member of the board, he or she will perform such other duties as ordinarily pertains to the office of Vice President, co-ordinate the activities of the Standing Committees and report to the President and board on such.
3. Secretary will serve as a member of the board and will keep, at the principal executive office or such other place as the board may order, a book of minutes of all meetings Of the board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the board and committee meetings, and the proceedings thereof,
  - a. The Secretary shall cause to be kept at the principal executive office the original or a conformed copy of the corporation's Articles of Incorporation and bylaws, as amended to date, which will be open to inspection by members at all reasonable times during office hours.
  - b. The Secretary will also keep the records of membership, record the attendance at meetings, send out notices of meetings of the corporation, board, and committees. record and preserve the minutes of meetings, make the required reports to the President, including reports of membership, maintain a calendar of significant corporation functions, and perform such other duties as usually pertain to the office of Secretary.

- c. The Secretary will notify the Nominating Committee, or any other person or persons selected by the board\* of the pending expiration of the term of any board member at least ninety (90) days, but no more than one hundred-twenty (120) days prior to the expiration date.
  - d. The Secretary will be custodian of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation-
  - e. Upon retirement from office, the Secretary will turn over, to the incoming Secretary or the President, all books of minutes or any other corporation property.
- 4, Treasurer is the chief financial officer and will cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation. The books of account will, at all times, be open to inspection by any board member,
- a. The Treasurer will cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board. The Treasurer will disburse the funds of the corporation as may be ordered by the board, will render to the President or chairperson of the board or the directors, whenever requested, an account of all transactions as treasurer and of the financial condition of the corporation, serve as a member of the board and shall have such other powers and perform such other duties as the board may
  - b. If required by the board, the Treasurer will give the corporation a bond, in the amount and with the surety or sureties specified by the board, for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and property of every kind, in the possession or under the control of the Treasurer on the death, retiring or removal from office of that officer.
  - c. The Treasurer shall have custody of all fund's accounting to the corporation annually and at any other time upon demand by the board, perform such other duties as usually pertain to the office of Treasurer. Upon retirement from office, the Treasurer will turn over to the incoming Treasurer or the President, all funds, books or accounts or any other corporation property.

## **G. REMOVAL OR RESIGNATION**

Any officer or agent elected or appointed by the board may be removed from office as permitted by and in accordance with the laws of the State of California.

## **H. VACANCIES**

A vacancy in any office, other than that of President, because of death, resignation, removal, disqualification or otherwise, may be filled by the board for the unexpired portion of the term by a majority vote of the remaining directors, although NOT less than a quorum, or by a sole remaining director, in a duly noticed special or regular meeting.

## **ARTICLE IX COMMITTEES**

### **A. EXECUTIVE COMMITTEE**

The board may, by a majority vote of its members, designate an Executive Committee consisting of the officers and additional board members; however, the board may not delegate to such committee the powers and authority of the board in the management of the corporation.

### **B. ADVISORY AND OTHER COMMITTEES**

The corporation will have such other committees as may from time to time be designated by resolution of the board. These committees may consist of persons who are not also members of the board and will act in an advisory capacity to the board

### **C. STANDING COMMITTEES**

Only board members will be designated by resolution of the board, to be the chairpersons of the standing committees as follows: Bylaws, Rules and Government Relations, Finance and Community Development, Membership, Tournament and League Activities, and Equipment and Facilities. Any member of the corporation in good standing may be seated as a member on any standing or advisory committee established by the board, Committee members serve at the pleasure of the board.

### **D MEETINGS, ACTIONS AND MINUTES OF COMMITTEES**

1. Meetings and actions of committees will be governed by, noticed, held, and attended in accordance with the provisions of these bylaws pertaining to meetings of the board. The board, or some of its individual members, may be substituted for the committee and its members.
2. The time for regular and special meetings of committees may be fixed by resolution of the board or by the committees.
3. Minutes of the meetings, and any recommendations from a committee to the board, will be submitted to the Secretary so they may be entered into the minute book and reviewed by the board for possible action, at an appropriately noticed board meeting.

## **ARTICLE X: OTHER PROVISIONS**

### **A. ENDORSEMENT OF DOCUMENTS**

1. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by any officers of the corporation, and the Executive Director or Executive Director pro tempore, if any, shall be valid and binding on the corporation, except in the absence of actual knowledge on the part of the other person that those signing such instrument had no authority to execute it. Any such instrument may



be signed by any other person or persons and in such manner as from time to time shall be determined by the board.

- 2, Unless so authorized by the board, no officer, agent, or employee shall have power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or amount.

## **B. CONSTRUCTION AND DEFINITIONS**

Unless otherwise required by the context, the general provisions, rules of construction and definitions as contained in the General Provisions of the California Nonprofit Corporation Law and in the California Non-Profit Public Benefit Corporation Law shall govern the construction of these bylaws.

## **C. AMENDMENT**

The Articles of Incorporation and these bylaws may be amended or repealed ONLY by a vote of the general membership, assembled in a properly noticed meeting, and as per limitations of the California Nonprofit Corporation Law and the California Nonprofit Public Benefit Corporation Law. The designated place and time governing such reorganization will be at the place within Solano County, California, and time of the annual members' meeting or legally constituted members' special meeting pursuant to the provisions of the bylaws.

## **D. AUDIT**

The board of directors may from time to time initiate an audit procedure to be performed by a qualified auditor.

These corporation Bylaws amended on April 13, 2023, in Fairfield, California, by the General Membership at the Corporation's Annual Membership Meeting.