

**Amended and Restated Bylaws of
Los Gatos United Soccer Club**

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**Amended and Restated Bylaws of
LOS GATOS UNITED SOCCER CLUB
a California Nonprofit Public Benefit Corporation**

**ARTICLE 1
NAME AND PURPOSE**

1.1. NAME AND PURPOSE

- 1.1.1. The name and purpose of this Corporation are as set forth in the Corporation's Articles of Incorporation. The Corporation's name and purpose may be amended only by an amendment to the Articles of Incorporation as set forth in Section 10.3.1.
- 1.1.2. The Corporation may only engage in activity that is in furtherance of the purpose as set forth in its Articles of Incorporation.

**ARTICLE 2
MEMBERS**

2.1. QUALIFICATION AND CLASSES OF MEMBERSHIP

The Corporation shall have one class of voting members ("members") comprised of each family from which a child is a registered player in the Corporation's Recreational Program or Competitive Program (each, a "Program") within the previous 12-month period. One or more parents or legal guardians of each player may represent the Family Member at any membership meeting. Each such family constitutes a single member.

2.2. RIGHTS OF MEMBERSHIP

All members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, the disposition of all or substantially all of the assets of the Corporation, any merger of the Corporation and its principal terms and any amendment of those terms, and any 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 (the "Nonprofit Law").

2.3. MEMBERS' 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.

2.4. MEMBERS IN GOOD STANDING

Members who have paid the required dues, fees and assessments in accordance with these bylaws and are not suspended shall be members in good standing.

2.5. RESIGNATION, EXPIRATION AND SUSPENSION OF MEMBERSHIP

2.5.1. A member may resign from membership at any time; provided, however, that resignation from membership shall not relieve the resigning member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning member to any refund of dues, fees or charges previously paid.

2.5.2. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

2.5.3. A membership may be suspended:

2.5.3.1. If the Board has established terms and conditions for suspension of memberships; and

2.5.3.2. A member has requested suspension of membership under those terms and conditions.

A person whose membership is suspended shall not be a member during the period of suspension, but shall be obligated to pay all dues, fees and assessment coming due during the period of suspension.

2.6. TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

2.6.1. The member's failure to pay dues, fees or assessments as set by the Board within the period specified by the Board after they are due and payable;

2.6.2. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;

2.6.3. Upon a member's death; or

2.6.4. Termination of membership under Section 2.7 of this Article 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 Corporation's purposes and interests.

2.7. PROCEDURES FOR TERMINATION AND SUSPENSION OF MEMBERSHIP

If grounds appear to exist for suspending or terminating a member under Section 2.6 of this Article, the following procedure shall be followed:

2.7.1. The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. 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.

- 2.7.2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- 2.7.3. The Board, committee or person shall decide whether the member should be terminated, expelled, sanctioned, or suspended in any way. The decision of the Board, committee or person shall be final.
- 2.7.4. Any action challenging a suspension, termination, or expulsion of membership, or a sanction, including a claim alleging defective notice, must be commenced within one year after the date of the suspension, termination, expulsion, or sanction.
- 2.7.5. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a member's rights of membership if such member violates the statutory or constitutional rights of members or violates any other rule adopted by the Board necessary for the proper operation of the facility. Following such suspension, the Board shall comply with the notice and hearing provisions of this Section 2.7.

2.8. TRANSFER OF MEMBERSHIP

No membership or right arising from membership shall be transferred.

2.9. MEETINGS OF MEMBERS

An annual members' meeting shall be held in the first quarter of each year at a date, time and place to be determined by the Board. At the annual meeting, directors shall be elected and other proper business may be transacted, subject to Section 2.11 of this Article.

2.10. SPECIAL MEETINGS

- 2.10.1. The Board, the President of the Board, or five percent or more of the voting power of the members, may call a special members' meeting for any lawful purpose at any time.
- 2.10.2. A special members' meeting called by any person entitled to call a meeting (other than the Board) 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 or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, 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 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, 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 members' meeting may be held when the meeting is called by the Board.
- 2.10.3. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

2.11. NOTICE OF MEETINGS

- 2.11.1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. 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.
- 2.11.2. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - 2.11.2.1. Removing a director without cause;
 - 2.11.2.2. Filling vacancies on the Board;
 - 2.11.2.3. Amending the Articles of Incorporation;
 - 2.11.2.4. Electing to wind up and dissolve the Corporation;
 - 2.11.2.5. Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any organization in which a director has a material financial interest; or
 - 2.11.2.6. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles or bylaws, when the Corporation is in the process of winding up.
- 2.11.3. Notice of any members' meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date (except in the case of a special meeting, in which case any contrary provisions specified in Section 2.10.2 of this Article shall prevail). The notice shall be given either personally, or by first-class, registered, or certified mail, electronic transmission (pursuant to Section 2.11.4, below), 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 as it appears 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:
 - 2.11.3.1. Notice is sent to that member by first-class mail or telegraphic or other written communication to the Corporation's principal office, or
 - 2.11.3.2. Notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.
- 2.11.4. Notice may be given by electronic transmission (including, without limitation, by facsimile or electronic mail (e-mail) only if the:
 - 2.11.4.1. Recipient has provided an unrevoked consent to the use of those means of transmission for communications from the Corporation;
 - 2.11.4.2. Posting or delivery of the electronic transmission is made in such a way that it creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into a clearly legible tangible form; and

- 2.11.4.3. Electronic transmission is preceded by or includes a clear written statement to the recipient as to:
 - 2.11.4.3.1. Any right of the recipient to have the record provided or made available on paper or in nonelectronic form,
 - 2.11.4.3.2. Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and
 - 2.11.4.3.3. The procedures the recipient must use to withdraw the consent.
- 2.11.5. An affidavit of mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.
- 2.11.6. Notice may not be given to a member by electronic transmission if either:
 - 2.11.6.1. The Corporation is unable to deliver two consecutive notices to the member by that means, or
 - 2.11.6.2. The inability to so deliver notices to the member becomes known to the Secretary, any Assistant Secretaries, or any other person responsible for giving notice.

2.12. QUORUM

The members present at a duly held meeting of members shall constitute a quorum for the transaction of business.

2.13. VOTING

- 2.13.1. Subject to the Nonprofit Law, all members in good standing on the record date as determined under Section 2.4 of this Article shall be entitled to vote at any members' meeting.
- 2.13.2. Each Family Member shall count as one member. Each Family Member entitled to vote may cast one vote per registered player in the Family Member's immediate family on each matter submitted to a vote of members.
- 2.13.3. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member eligible to vote at the meeting. The Board may provide for members to vote by ballot via facsimile, electronic mail (i.e., e-mail) or electronic message board or network, but only as follows:
 - 2.13.3.1. Members may vote via facsimile or e-mail when their facsimile or email is directed to the facsimile number or e-mail address, respectively, that the Corporation has provided from time-to-time to members for sending such communications to the Corporation.
 - 2.13.3.2. Members may vote via electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting.
 - 2.13.3.3. Voting via facsimile, e-mail, electronic message board and network shall only be permitted and valid if the Corporation has placed in effect reasonable measures to verify that the sender is the member purporting to send the transmission and that

creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

2.13.4. If a quorum is present, the affirmative vote of a majority of the members present at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the Nonprofit Law, these bylaws, or the Articles of Incorporation.

2.13.5. Proxies are not permitted.

2.14. WAIVER OF NOTICE

2.14.1. The transaction of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if:

2.14.1.1. a quorum is present, and

2.14.1.2. either before or after the meeting, each member entitled to vote 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 the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 2.11.2 of this Article, 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 of the meeting.

2.14.2. A member's attendance at a meeting shall constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. 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 the objection is expressly made at the meeting.

2.15. ACTIONS 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 meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

2.16. ACTION BY WRITTEN BALLOT

2.16.1. This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 2.11.3 of this Article. All solicitations of votes by written ballot shall:

2.16.1.1. State the number of responses needed to meet the quorum requirement;

2.16.1.2. State, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and

2.16.1.3. Specify the time by which the ballot must be received in order to counted.

2.16.2. Each ballot so distributed shall:

- 2.16.2.1. Set forth the proposed action;
 - 2.16.2.2. Give the members an opportunity to specify approval or disapproval of each proposal; and
 - 2.16.2.3. Provide a reasonable time in which to return the ballot to the Corporation.
- 2.16.3. If approved by the Board, any ballot that is sent by electronic transmission may be returned to the Corporation by the same means.
- 2.16.4. If the Corporation has 100 or more members, any written ballot distributed to 10 or more members shall afford an opportunity on the written ballot form to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon by such written ballot. In addition, it shall provide (subject to reasonable specified conditions) that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.
- 2.16.5. In any election of directors, a written ballot that a member marks “withhold” or otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
- 2.16.6. Approval by written ballot shall be valid only when:
- 2.16.6.1. The number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - 2.16.6.2. The number of approvals equals or exceeds 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.
- 2.16.7. A written ballot may not be revoked.
- 2.16.8. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least four years.

2.17. RECORD DATE

- 2.17.1. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:
- 2.17.1.1. Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting; provided, however, that in the case of a special meeting, any contrary provisions specified in Section 2.10.2 of this Article shall prevail.
 - 2.17.1.2. Voting at a meeting shall be no more than 60 days before the date of the meeting;
 - 2.17.1.3. Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - 2.17.1.4. Taking any other action shall be no more than 60 days before that action.

2.17.2. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a members' meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

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.

For purposes of Section 2.17 of this Article, a person holding a membership at the close of business on the record date shall be a member of record.

2.18. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

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 present at the meeting. No meeting may be adjourned for more than 45 days. When a members' 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.

ARTICLE 3 DIRECTORS, ELECTION AND REMOVAL

3.1. POWERS

The Corporation shall have a Board of Directors (referred to, in these bylaws, as the "Board"). The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2. NUMBER

The Board shall have not less than six directors nor more than nine directors. The precise number of directors shall be set within these limits by an affirmative vote of a majority of the directors then in office, with such number referred to herein as the "authorized number" of directors.

3.3. ELECTION AND TERM OF OFFICE OF DIRECTORS

- 3.3.1. Directors shall be elected at the annual members' meeting to terms of office of two years, with approximately half of the directors to be elected in even-numbered years and the other half elected in odd-numbered years. The number of directors elected in even- and odd-numbered years shall be equal or as equal as possible if the authorized number of directors is not evenly divisible by two.
- 3.3.2. Directors' terms of office shall commence on the date of the annual members' meeting at which the director was elected and shall terminate on the date of the annual members' meeting two years hence. Directors shall be elected at each annual members' meeting to fill those terms that expire at that annual meeting. If the directors are not elected at an annual meeting at which elections are to be held per these bylaws, they may be elected at any other regular meeting or at any special meeting held for that purpose (which need not be the exclusive purpose of that meeting).
- 3.3.3. No person shall serve as a director of this Corporation for more than two consecutive full terms; provided, however, that a director who has already served one term and who has been elected by the Board to the office of President or Vice President may serve up to two additional consecutive terms while holding such office. A director who has served the maximum number of terms may be eligible to serve as a director after one year has passed since that person was last a director.
- 3.3.4. The Executive Director (or similar), Sporting Director (or similar), and the Director of Coaching/Technical Director (or similar) shall be *ex officio* directors (i.e., directors by virtue of holding a particular office). Sections 3.3.1, 3.3.2 and 3.3.3 shall not apply to *ex officio* directors.

3.4. NOMINATIONS

- 3.4.1. The Board shall appoint a nominations committee consisting of three directors to nominate qualified candidates for election to the Board at least 75 days before the date of any election of directors. The nominating committee shall make its report at least 45 days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.
- 3.4.2. When a meeting is held for the election of directors, any member present at the meeting may place names in nomination.
- 3.4.3. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.
- 3.4.4. No corporate funds may be expended to support a nominee without the Board's authorization.

3.5. REMOVAL OF DIRECTORS

- 3.5.1. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under section 5230 and following of the Nonprofit Law.

- 3.5.2. Any director may be removed without cause by the affirmative vote of a majority of the members present and voting at a duly held members meeting at which a quorum is present, subject to the provisions of Section 3.6, below.

3.6. RECALL PROCESS

- 3.6.1. In the event that the membership wants to remove a director without cause, the members shall submit to the President a recall petition (the "Petition") bearing the signatures of at least twenty-five percent (25%) of the membership.
- 3.6.2. Within two weeks of receipt of the Petition, the President shall cause notice to be given promptly to the members entitled to vote, stating that a special meeting will be held at a specified time and date fixed by the Board for the specific purpose of a recall vote; provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the Petition.

3.7. VACANCIES

- 3.7.1. Vacancies on the Board shall exist:
- 3.7.1.1. On the death or resignation of any director;
 - 3.7.1.2. Whenever the authorized number of directors is increased;
 - 3.7.1.3. Upon a failure of the members, at any members' meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting;
 - 3.7.1.4. On the vote of the members or, if the Corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s); or
 - 3.7.1.5. On the declaration by Board resolution of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 *et seq.* of the Nonprofit Law.
- 3.7.2. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if such resignation will leave the Corporation without at least one duly elected director in charge of its affairs except upon notice to the Attorney General of the State of California.
- 3.7.3. A reduction in the authorized number of directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the Board, unless the reduction or the amendment also provides for the removal of one or more specified directors.
- 3.7.4. Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by:
- 3.7.4.1. The unanimous written consent of the directors then in office;

3.7.4.2. The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article of these bylaws; or

3.7.4.3. A sole remaining director.

3.7.5. A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the Board or until his or her death, resignation or removal from office.

ARTICLE 4

BOARD STANDARD OF CONDUCT

4.1. DIRECTOR FIDUCIARY DUTY

It is the obligation of each director of the Corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a director may serve.

4.2. GENERAL DUTIES

It is the duty of each director to:

- 4.2.1. Perform any and all duties imposed on him or her individually, or collectively upon the Board, by law, by the Articles of Incorporation, or by these bylaws; and
- 4.2.2. Register his or her addresses, phone and facsimile numbers, and primary email address with the Secretary of the Corporation. Notices of meetings delivered or telephoned, including by voice messaging system, to a director at such address shall be valid notices. Notices of meetings delivered by facsimile, e-mail or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the director has given his or her unrevoked consent to receive notice by such means.

4.3. MANAGEMENT OF CORPORATE INVESTMENTS

In the administration of the powers to make and retain investments and to delegate investment management of corporate funds, the Board shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

4.4. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. An "interested person" is:

- 4.4.1. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months excluding any reasonable compensation paid to a director as director.

For purposes of this definition, compensation means any payment as a full or part-time employee, an officer, a contractor, a vendor or otherwise.

- 4.4.2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.5. SELF-DEALING

The Corporation shall not enter into any contract or transaction, directly or indirectly, with any: (i) director of the Corporation (an "interested director"); (ii) officer of the Corporation; (iii) the president or chief executive officer, nor the treasurer or chief financial officer; (iv) any person who during the 5-year period ending on the date of the such transaction was in a position to exercise substantial influence over the affairs of the Corporation; or (v) any person who is a relative by blood or marriage of such a person or who along with such a person owns more than 35 percent of the voting power, profit interest or beneficial interest in an entity, unless:

- 4.5.1. The material facts regarding that person's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board, prior to consideration by the Board of such contract or transaction;
- 4.5.2. Such contract or transaction is authorized in good faith by a vote of the majority of the directors then in office, without counting the votes of any director who has a financial interest in the transaction;
- 4.5.3. Before authorizing or approval the transaction, the Board considers and in good faith determines, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;
- 4.5.4. At the time the transaction is entered into:
- 4.5.4.1. The transaction is fair and reasonable to the Corporation; and
- 4.5.4.2. The Corporation entered into it for its own benefit.

4.6. COMMON DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which one or more of the Corporation's directors is a member of that entity's governing body (such director being a "common director") unless:

- 4.6.1. The material facts as to the transaction and as to such common director's other directorship are fully disclosed or known to the Board, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote or votes of the common director or directors
- 4.6.2. The contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified.

4.7. COMPENSATION

- 4.7.1. Directors shall serve without compensation. Directors and other disqualified persons may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.2 of this Article.
- 4.7.2. Notwithstanding the foregoing, a director who serves the Corporation in any other capacity may be compensated so long as such other compensation is reasonable, allowable and has been authorized under the provisions of Sections 4.4 and 4.5.

4.8. LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by such Corporation, its parent, or any subsidiary.

4.9. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

4.10. NON-LIABILITY OF DIRECTORS

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

4.11. INSURANCE FOR CORPORATE AGENTS

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

4.12. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

4.12.1. For purposes of this Section, the following terms shall have the meanings ascribed:

- 4.12.1.1. "Agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, office employee, or agent of another foreign or domestic corporation, partnership, joint

venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

- 4.12.1.2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
 - 4.12.1.3. "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.
- 4.12.2. Subject to the required findings to be made pursuant to Subsection 4.12.6, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of section 5233 of the Nonprofit Law or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation.
- 4.12.3. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
- 4.12.3.1. The determination of good faith conduct required by Subsection 4.12.6 must be made in the manner provided for in that Subsection; and
 - 4.12.3.2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- 4.12.4. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Subsections 4.12.3 and 4.12.6 shall determine whether the agent is entitled to indemnification.
- 4.12.5. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

- 4.12.6. The indemnification granted to an agent in Subsections 4.12.2 through 4.12.4 is conditioned on the following:
- 4.12.6.1. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful; and
 - 4.12.6.2. The determination that the agent did act in a manner complying with Subsection 4.12.6.1, above, shall be made by:
 - 4.12.6.2.1. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
 - 4.12.6.2.2. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not this Corporation opposes the application by the agent, attorney, or other person.
- 4.12.7. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article. However, no indemnification or advance shall be made under this Section, in any circumstance when it appears:
- 4.12.7.1. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - 4.12.7.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 4.12.8. Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary

may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

4.13. EMERGENCY POWERS

4.13.1. The emergency bylaw provisions of this section are adopted in accordance with Section 5151(g) of the Nonprofit Law. Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 5.5 and 5.8 of these bylaws:

- 4.13.1.1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
- 4.13.1.2. An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- 4.13.1.3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- 4.13.1.4. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

4.13.2. During an emergency, the Board may:

- 4.13.2.1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
- 4.13.2.2. Relocate the principal office or authorize the officers to do so;
- 4.13.2.3. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 5.5 of these bylaws; and
- 4.13.2.4. Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

ARTICLE 5 MEETINGS OF THE BOARD

5.1. REGULAR MEETINGS

Regular meetings of the directors shall be held at least 10 times per year at a place and time to be determined by the Board.

5.2. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

5.3. MINUTES

- 5.3.1. The Board shall be responsible for recording, approving and maintaining minutes of the proceedings of the meeting of the Board, of committees of the Board and, if the Corporation has members, of meetings of the members. The Secretary shall take the minutes of Board and members meetings. In the event the Secretary is not in attendance at a meeting, and at all committee meetings, the chair of such meeting shall designate a person to record the minutes of the meeting.
- 5.3.2. A book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board must be maintained at the Corporation's principal office or at such other place as the Board may direct. The minutes of meetings must include: the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the Board and committee meetings; the actions taken and decisions made by the Board at that meeting, including the number of votes for, against and in abstention of each such action or decision, and may include how each director voted on such action or decision. The book of minutes may be maintained in electronic form provided that they can be printed at any time.

5.4. PLACE OF MEETINGS

- 5.4.1. Meetings of the Board may 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.
- 5.4.2. Any director may participate in a meeting, and any meeting of the Board may be held by, conference telephone, video screen or other transmission, provided the requirements specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.
 - 5.4.2.1. In the case of a meeting held by conference telephone or video screen, all directors participating in the meeting are able to hear one another.
 - 5.4.2.2. In the case of other electronic transmission,

- 5.4.2.2.1. Each director participating in the meeting can communicate with all other members concurrently, and
- 5.4.2.2.2. Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.

5.5. NOTICE OF MEETINGS

5.5.1. Notices of Board meetings are valid if made by:

- (i) First-class mail, postage prepaid;
- (ii) Personal delivery of a written notice;
- (iii) Delivery by overnight courier or private delivery service that can be and is confirmed;
- (iv) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- (v) Facsimile;
- (vi) Email; or
- (vii) Other electronic means;

provided, however, that notice may only be provided by facsimile, e-mail or other electronic means to a director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

5.5.2. Notice of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail which is not valid unless made four days prior to the date of the meetings.

5.5.3. All notices of Board meetings shall be given or sent to the director's address, telephone number, fax number or e-mail address as shown on the Corporation's records.

5.5.4. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

5.6. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the Corporation's principal office), day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

5.7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

5.7.1. Notice of a meeting of the Board need not be given to any director who:

5.7.1.1. Either before or after the meeting:

- 5.7.1.1.1. Signs a waiver of notice;
- 5.7.1.1.2. Signs a written consent to the holding of the meeting;
- 5.7.1.1.3. Approves of the minutes of the meeting; or

5.7.1.2. Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

5.7.2. The waiver of 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.

5.8. QUORUM FOR MEETINGS

5.8.1. A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.

5.8.2. If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the Board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

5.8.3. Except as otherwise provided in these bylaws (including, without limitation, Subsection 5.8.2, above) in the Corporation's Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

5.8.4. Regardless of any other provision of these bylaws, a quorum must consist of no less than one-fifth the number of directors by these bylaws.

5.9. MAJORITY ACTION AS BOARD ACTION

The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these bylaws or the Nonprofit Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointment to committees of the Board, and (iv) indemnification of directors).

5.10. CONDUCT OF MEETINGS

The President of the Corporation shall preside at meetings of the Board or, in his or her absence, the Vice President of the Corporation or, in the absence of each of these persons, a person chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

5.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

5.11.1. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively (i.e., in one or more identically worded documents) consent in writing or electronic transmission (pursuant to Subsection 5.11.3, below) to such 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.

5.11.2. Notwithstanding, the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Section 4.4. above, or section 5233 of the Nonprofit Law or a “common director” as defined in Section 4.6, above, or as described in Section 5234 who abstains in writing from providing consent shall not be required for approval of that transaction if:

5.11.2.1. The facts described in Subsection 4.5.4, above, are established or the provisions of Subsections 4.6.1 and 4.6.2, above, are satisfied, as appropriate, at or prior to execution of the written consent or consents;

5.11.2.2. The establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and

5.11.2.3. The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

5.11.3. Written consent may be made by electronic transmission only if:

5.11.3.1. The Corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission;

5.11.3.2. The transmission creates a record that is capable of retention, retrieval, and review that may thereafter be rendered into clearly legible tangible form; and

5.11.3.3. If the transmission is by:

5.11.3.3.1. Facsimile telecommunication or email, when such transmission is directed to the facsimile number or e-mail address, respectively, that the Corporation has provided from time-to-time to directors for sending communications to the Corporation;

- 5.11.3.3.2. Posting on an electronic message Board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting.

ARTICLE 6 OFFICERS

6.1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, as determined by the Board, one or more Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

6.2. ELECTION AND TERM OF OFFICE

- 6.2.1. Officers shall be elected by the Board to terms of office of two years and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.
- 6.2.2. Unless otherwise provided herein, no person shall serve as an officer of this Corporation for more than two consecutive full terms.

6.3. APPOINTMENT OF SUBORDINATE OFFICERS

The Board may appoint, or may authorize the President to appoint, such other officers as it may deem desirable. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

6.4. REMOVAL AND RESIGNATION

- 6.4.1. Any officer may be removed, either with or without cause, by the Board, at any meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board, subject to the rights, if any, of an officer under any contract of employment.
- 6.4.2. Any officer may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board fills the vacancy. A person appointed or elected to a vacant office may hold that office until the next meeting of the Board or until his or her death, resignation or removal from office, whichever comes first. Vacancies occurring in subordinate offices may be filled at the discretion of the Board.

6.6. DUTIES OF PRESIDENT

The President is to:

- 6.6.1. Unless the Corporation has appointed a person to a position equivalent to that of a chief executive officer, be the Chief Executive Officer of the Corporation and subject to the control of the Board shall be the General Manager of the Corporation and shall generally supervise, direct and control the Corporation's activities, affairs, and officers;
- 6.6.2. Preside at all meetings of the Board and of the members;
- 6.6.3. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, 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; and
- 6.6.4. Perform all other duties incident to his or her office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

6.7. DUTIES OF VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

6.8. DUTIES OF SECRETARY

The Secretary is to:

- 6.8.1. Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of the Articles of Incorporation and of these bylaws, as amended or otherwise altered to date;
- 6.8.2. Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board as further set forth in Section 5.3.2, and of the members;
- 6.8.3. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- 6.8.4. Be custodian of the records and of the seal of the Corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these bylaws and by the Board;
- 6.8.5. Exhibit or cause to be exhibited at all reasonable times to any director or member of the Corporation, or to his or her agent or attorney, on request therefor, these bylaws as amended to date, the Articles of Incorporation as amended to date, the minutes of the proceedings of the Board and committees of the Board, and the Corporation's applications for tax exemption;
- 6.8.6. Act as the Corporation's Insurance Coordinator and handle all responsibilities thereof; and

- 6.8.7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

6.9. DUTIES OF TREASURER

The Treasurer is to:

- 6.9.1. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with applicable Generally Accepted Accounting Principles;
- 6.9.2. Send, or cause to be given, to the directors and members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board;
- 6.9.3. Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the books of account of the Corporation;
- 6.9.4. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (i) 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, and (ii) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;
- 6.9.5. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation;
- 6.9.6. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- 6.9.7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board;
- 6.9.8. If required by the Board, 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 office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer upon his or her death, resignation, retirement, or removal from office; and
- 6.9.9. Provide, or cause to be provided, to the public, all filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service and all other tax regulation and charitable solicitation regulation authorities, or by statute.

6.10. DUTIES OF EXECUTIVE DIRECTOR

- 6.10.1. In addition to the officers listed in Section 6.1, this Corporation may have an Executive Director. The Executive Director reports directly to the Board of Directors and holds primary responsibility for the development, implementation, and oversight of all programming and operations, ensuring alignment with the Mission, Vision, and Values of Los Gatos United Soccer Club. This includes, but

is not limited to, strategic planning, the establishment of best-practice policies and procedures, budgeting, financial monitoring and reporting, and serving as one of the Club's representatives and spokespersons both internally and externally.

6.10.2. The Executive Director shall be an *ex officio* voting director and shall be included among the total authorized number of directors as set forth in Section 3.2 of these bylaws.

6.10.3. Section 6.2.2 shall not apply to the Director of Club Operations.

6.11. DUTIES OF DIRECTOR OF COACHING/TECHNICAL DIRECTOR

6.11.1. In addition to the officers listed in Section 6.1, this Corporation may have a Director of Coaching/Technical Director. The Director of Coaching/Technical Director shall generally supervise, direct and control the team and training operations. The Director of Coaching/Technical Director is responsible for managing coach recruitment and management, and team training and development. The position is also responsible for overseeing the execution of all Programs and events. The Director of Coaching/Technical Director serves as a liaison between the Corporation, the players and pertinent external entities, and ensures that the Club is operating in accordance with its bylaws.

6.11.2. The Director of Coaching/Technical Director shall be an *ex officio* voting director and shall be included among the total authorized number of directors as set forth in Section 3.2 of these bylaws.

6.11.3. Section 6.2.2 shall not apply to the Director of Coaching/Technical Director.

6.12 DUTIES OF SPORTING DIRECTOR

6.12.1 In addition to the officers listed in Section 6.1, this Corporation may have a Sporting Director. The Sporting Director shall generally collaborate closely with the Technical & Executive Director in the implementation of the Club's strategic plan. Key responsibilities include overseeing staff professional development and licensing, managing field maintenance and improvements, coordinating contractor payroll, supervising the college recruitment program, organizing special events, and, when necessary, representing the Club to schools, district offices, and municipalities.

6.12.2 The Sporting Director shall be an *ex officio* voting director and shall be included among the total authorized number of directors as set forth in Section 3.2 of these bylaws.

6.12.3 Section 6.2.2 shall not apply to the Sporting Director.

6.12. COMPENSATION

The salaries, if any, of the officers shall be fixed from time to time by resolution of the Board. The salary received by any officer of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation that relate to the performance of the charitable or public purposes of this Corporation. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Sections 4.4 and 4.5 of these bylaws.

ARTICLE 7 COMMITTEES

7.1. COMMITTEES

- 7.1.1. The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board that exercise some authority of the Board, each consisting of two or more directors, to serve at the pleasure of the Board and have such authority as is delegated by the Board. Persons who are not directors may not serve on such committees.
- 7.1.2. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease (but not fewer

two) the number of members of any committee of the Board, and fill vacancies in any committees of the Board from the members of the Board.

- 7.1.3. All committees of the Board shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- 7.1.4. The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committees thereof:
 - 7.1.4.1. The filling of vacancies on the Board or on any committee that has the authority of the Board;
 - 7.1.4.2. The appointment of committees of the Board or the members thereof;
 - 7.1.4.3. The fixing of compensation of the directors for serving on the Board or on any committee;
 - 7.1.4.4. The amendment or repeal of bylaws or Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;
 - 7.1.4.5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - 7.1.4.6. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
 - 7.1.4.7. The approval of any action for which the law requires approval of members or approval of a majority of all members regardless whether the Corporation has members; and
 - 7.1.4.8. The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in section 5233(d)(3) of the Nonprofit Law.

7.2. EXECUTIVE COMMITTEE

The Board is to have an Executive Committee comprised of the President, the Vice President and such other officers as the Board may appoint; provided, however, that no officer who is an *ex officio* director may serve on the Executive Committee. The Executive Committee shall be chaired by the President and shall exercise the authority of the Board when the Board is not in session, subject to the restrictions set forth by law and in section 7.1.4.

7.3. FINANCE COMMITTEE

The Board is to have a Finance Committee comprised of the Treasurer, who will be the chair of the committee, and at least two other directors. The Finance Committee will have the duties of preparing a budget of expenses for the current year and inspecting, auditing, and investigating financial transactions of the Corporation during the previous year, subject to the provisions of Section 7.4, below.

7.4. AUDIT COMMITTEE

If in any fiscal year the Corporation has gross revenues of \$2 million or more, this Corporation shall have an Audit Committee. Notwithstanding the other provisions of this Article, the Audit Committee, if there is one, shall have the following duties and composition:

7.4.1. It shall be the duty of the Audit Committee to:

7.4.1.1. Recommend to the Board of Directors the retention and termination of the independent auditor;

7.4.1.2. Confer with the auditor to satisfy the committee members that the financial affairs of the Corporation are in order;

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

7.4.1.4. Approve performance of any non-audit services to be provided by the auditing firm.

In addition, the Audit Committee may negotiate the compensation of the auditor on behalf of the Board.

7.4.2. The Audit Committee shall be composed of at least one person. Audit committee members need not be directors of the Corporation. In addition, the composition of the Audit Committee is restricted as follows:

7.4.2.1. No person who receives compensation from the Corporation, including, without limiting the foregoing, any paid staff and anyone who does business or has any financial interest in any entity that does business with the Corporation, may not serve on the Audit Committee.

7.4.2.2. If the Corporation has a finance committee, its members must comprise less than 50 percent of the Audit Committee and the chair of the Audit Committee may not serve on the finance committee.

7.4.3. Audit Committee members may receive no more compensation than directors receive for their service to the Corporation as directors.

7.5. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees shall be governed by, noticed, held, and taken in accordance with the provisions of Article 6, substituting the word “committee” for “Board,” and “committee member” for “director,” as context requires. Notwithstanding, the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

7.6. ADVISORY COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only and shall be clearly titled as "advisory" committees.

ARTICLE 8

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.1. EXECUTION OF INSTRUMENTS

Except as otherwise provided in these bylaws, the Board may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

8.2. CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

8.3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

8.4. GIFTS

The Board may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

8.5. REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer. Notwithstanding the above, the Board shall vote or direct the President with respect to matters involving this Corporation's membership in other nonprofit corporations.

ARTICLE 9
CORPORATE RECORDS AND REPORTS

9.1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- 9.1.1. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 9.1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- 9.1.3. A copy of the Corporation's Articles of Incorporation and these bylaws as amended to date; and
- 9.1.4. Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, and California Attorney General that the Corporation is required, by statute or regulation, to make generally available to the public.

9.2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Corporation. Any inspection under the provisions of this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts.

9.3. MEMBERS' INSPECTION RIGHTS

- 9.3.1. 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:
 - 9.3.1.1. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; and
 - 9.3.1.2. Obtain from the Secretary, 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 directors as of the most recent record date for which that list has been 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 ten 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.
- 9.3.2. The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method if 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 the proposed alternative does

not meet the proper purpose of the demand.

- 9.3.3. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a 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.
- 9.3.4. 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. This right of inspection extends to the records of any subsidiary of the Corporation.

9.4. ANNUAL REPORT

- 9.4.1. The Board shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all directors and members of the Corporation, which report shall contain the following information in appropriate detail:
 - 9.4.1.1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
 - 9.4.1.2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 9.4.1.3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - 9.4.1.4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
 - 9.4.1.5. A statement of the place where the names and addresses of current members are located.
- 9.4.2. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.
- 9.4.3. 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.
- 9.4.4. This Corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of these bylaws, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

9.5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report to all directors and members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and furnish to each director a statement of any transactions or indemnifications of the following kind:

9.5.1. Any transaction (i) to which the Corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For these purposes, an “interested person” is either:

9.5.1.1. Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

9.5.1.2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.

The statement shall include a brief description of the transaction, the names 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.

9.5.2. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to section 5238 of the Nonprofit Law.

ARTICLE 10 MISCELLANEOUS PROVISIONS

10.1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of January in each calendar year and end on the last day of the succeeding December.

10.2. AMENDMENT OF BYLAWS

10.2.1. Subject to any provision of law applicable to the amendment of bylaws of a California Nonprofit Corporation, these bylaws, or any of them, may be altered, amended or repealed, and new bylaws adopted by approval of:

10.2.1.1. A majority of directors then currently in office; or

10.2.1.2. A majority of the members present and voting.

10.2.2. Subject to the members' rights under these bylaws and the limitations set forth below, the Board may adopt, amend or repeal the bylaws unless doing so would materially and adversely affect the members', or a class or classes of members' rights, as to voting, dissolution, redemption or transfer. The Board may not extend a director's term beyond that for which the director was elected.

10.2.3. Once members have been admitted to the Corporation, the Board may not, without the members' approval, specify or change any bylaw that would:

10.2.3.1. Fix or change the minimum or maximum number of directors;

10.2.3.2. Fix or change the authorized number of directors; or

10.2.3.3. Change from a fixed number of directors to a variable number of directors or vice versa.

10.2.4. Without the approval of the members, the Board may not adopt, amend or repeal any bylaw that would:

- 10.2.4.1. Allow any director to hold office by designation or selection rather than by election of the members;
- 10.2.4.2. Extend or increase a director's term of office;
- 10.2.4.3. Increase the quorum for members' meetings;
- 10.2.4.4. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- 10.2.4.5. Authorize cumulative voting.

10.2.5. 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 by the members of a class if that action would:

- 10.2.5.1. 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 affecting another class;
- 10.2.5.2. 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;
- 10.2.5.3. Increase or decrease the number of memberships authorized for that class;
- 10.2.5.4. Increase the number of memberships authorized for another class;
- 10.2.5.5. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- 10.2.5.6. Authorize a new class of memberships.

10.2.6. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

10.3. AMENDMENT OF ARTICLES OF INCORPORATION

10.3.1. Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the members present and voting.

10.3.2. Notwithstanding Subsection 10.3.1, above, this Corporation shall not amend its Articles of Incorporation to add or to alter any statement which appears in the original Articles of Incorporation regarding the Corporation's initial street address or mailing address, the names and addresses of the first directors of the Corporation, or the name and address of its initial agent, except to correct an error in such statement or to delete the information after the Corporation has filed the Statement required by section 6210 of the Nonprofit Law.

10.4. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term "person" includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of Los Gatos United Soccer Club and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: February 27, 2025

Rick Newell, Vice President