

BYLAWS of the SAN DIEGO ARMADA RFC

A Nonprofit Corporation of the State of California

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ARTICLE I - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is, and shall be, located at 3325 Eton Avenue, San Diego, California 92122.

SECTION 2. CHANGE OF ADDRESS

- A. The corporation's principal office shall not be changed from San Diego, California.
- B. The Board of Directors may, however, change the principal office from one location to another within San Diego, California, by registering a change of address with the State of California Department of Corporations.

SECTION 3. POST OFFICE BOX

A corporate post office box will be maintained for the conduct of Club business. The currently-elected Business Manager or Treasurer will hold a key and all access will be at either individual's discretion and responsibility.

ARTICLE II - RESERVED

ARTICLE III - MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have three classes of members; 1) Admiral Membership - Full playing membership with voting rights, 2) Captain Membership - Active member who participates in practices but does not participate in matches and has the right to vote, 3) Crew Membership - Associate Member is social membership which is non-voting. No separate class of membership other than the three mentioned within Section 1 shall be created by the acts of any officer of this corporation, or by the Board of Directors. No member shall hold more than one membership in the corporation. Except as expressly provided, or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the specific rights, privileges, restrictions and conditions depending on their individual level of participation.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person who meets the requirements for membership specified in Section 3 of this Bylaw is qualified to become a member of this corporation.

SECTION 3. ISSUANCE OF MEMBERSHIP

- A. Applicants shall be admitted to membership upon:
 - 1. Making written application thereof.
 - 2. Payment of all or a portion of the annual dues as specified in Section 4 of this Bylaws.
 - 3. Signing a written agreement to support the mission of the organization and to adhere to the organization's policies and procedures.
- B. All persons meeting each of the above-mentioned criteria shall be deemed "Members in Good Standing" of the San Diego Armada RFC, and shall

remain so, barring default of one of these provisions, death, or action by the Board of Directors rescinding or abridging such status.

- C. Waivers to Paragraph A.2 of the above-mentioned requirements for membership may be granted by the Board to members, or prospective members, on a case by case basis. Waivers shall be limited to those members who are experiencing significant financial hardship or other exceptional circumstances.

SECTION 4. FEES, DUES AND ASSESSMENTS

- A. No fee shall be charged for making application for membership in the corporation.
- B. The annual dues payable to the corporation by members shall be in such amount and allowable at such periodic installments as may be determined from time to time by resolution of the Board of Directors.
- C. Memberships shall be non-assessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit, unless such limit is set by the Board of Directors.

SECTION 6. MEMBERSHIP RECORDS

- A. The corporation shall keep a membership registry containing the name and address of each member, together with the date of termination, if applicable, of such membership. Such records shall be maintained by the Secretary and made available to any Director, Officer, or member as provided for in these Bylaws.
- B. The registry of members' names and addresses shall constitute the membership list of this corporation, and its use, in whole or in part, is prohibited for any purpose not reasonably related to the individual's interests as a member.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer for value a membership or any right arising thereof. All rights of membership cease upon the member's death.

SECTION 9. VOTING

Members voting rights shall be as provided for in Article IV, Section 7 of these Bylaws.

SECTION 10. INSPECTION OF CLUB RECORDS

Member's rights to inspection of club records shall be as provided for in Article IX, Sections 4 and 5 of these Bylaws.

SECTION 11. TERMINATION OF MEMBERSHIPS

- A. **Resignation** A member may resign from membership at any time upon written notification to a member of the Board of Directors. Resignation

shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered or dues arising from contract or otherwise.

B. Expulsion, Suspension, and Termination of Membership A member may be expelled or suspended and a membership may be terminated based on either of the criteria of subparagraphs (1) and (2):

1. A determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the corporation.
2. A failure to renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Treasurer or Secretary. A member may avoid such termination of membership by paying the delinquent dues within a thirty-day period following receipt of notification, or by taking other action acceptable to the Board of Directors.

C. Procedure for Expulsion Under Subparagraph B(1): Following an initial finding that a member may be subject to expulsion under this provision, the Board of Directors shall:

1. Send notice by first-class or certified mail to the last address of the member as shown on the corporation's records, setting forth the finding for termination of membership and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of termination.
2. Give the member subject to expulsion an opportunity to be heard, either orally or in writing, at a hearing before the Board to be held not less than five (5) days before the effective date of the proposed expulsion. The notice of proposed expulsion shall state the date, time, and place of such hearing.
3. Decide, following the hearing, whether or not the membership should, in fact, be terminated, the member suspended or sanctioned in some other way. The decision of the Board shall be final.

SECTION 12. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 13. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships, then such amendment or amendments shall be effected only in accordance with the provisions of **Sections 5340 – 5342** of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated by resolution of the Board of Directors.

SECTION 2. ANNUAL MEETINGS

- A. The members shall meet annually during the first week in September for the purpose of electing Directors and transacting any other necessary business. Each member shall vote by written ballot, casting one vote for each vacant board position. Should a tie vote occur, the acting Board of Directors shall devise a subsequent run-off election until a Director is chosen. In the case that a tie cannot be broken, the Board of Directors shall devise an equitable means of resolving the issue.
- B. Members shall also elect Officers. In each case the person receiving the highest number of votes cast by members present, plus votes by verified proxies, shall be elected. No other Director shall be an Officer, either by definition or by practice. The number and duties of Directors are detailed in Article V.
- C. Terms of office for all Directors is detailed in Article V. The annual meeting of members for the purpose of electing Directors shall be deemed a regular meeting and any reference in these Bylaws to "regular meetings of members" refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS OF ALL MEMBERS

Special Meetings of members may be called by the Board of Directors of the corporation, for specific and notified purposes. In addition, such meetings of the members for any lawful purposes may be called by any group comprised of five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

- A. Time of Notice. Whenever members are required or permitted to take action at an annual or special meeting of members, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given no less than twenty (20) days before the meeting.
- B. Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally, by mail, email, posted on the corporate website or other means of written communication, addressed to the member at the address of such member appearing on the records of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the jurisdiction in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.
- C. Contents of Notice. Notice of a membership meeting shall state the place, date and time of the meeting and (1), in the case of a special meeting, the

general nature of the business to be transacted, and no other business may be transacted; or (2), in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

- D. Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- E. Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in paragraph F of this section, the waiver of notice or consent shall state the general nature of the proposal.
- F. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote:
1. Removal of Directors without cause;
 2. Filling of vacancies on the Board by members;
 3. Amending the Articles of Incorporation;
 4. An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM REQUIREMENTS

- A. A quorum shall consist of a majority of the voting members of the corporation.

- B. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting for any reason, provided that any action taken after the loss of a quorum must later be approved by at least a majority of the members required to constitute a quorum.
- C. In the absence of a quorum, any meeting of the members may be adjourned by the vote of a majority of the members represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.
- D. When a meeting is adjourned for lack of a sufficient number of members in attendance to conduct business, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business intended to be transacted there, other than by recording, at the meeting at which the adjournment is taken, the time and place wherein adjournment occurred. However, if after the adjournment a new record date is fixed for notice or voting by the members, the notification process must be repeated, stating the new time, date and place.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every action taken, or decision made by a majority of voting members present in person or represented by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

- A. Each person who is determined to be a member in good standing with voting rights under Article III of these Bylaws is entitled to one vote on each matter submitted to vote by the members. All other persons to be defined as a Crew Member or social member in Article III at the time of voting shall not vote. Any person not determined to be a member by these same criteria at the time of voting, shall not vote. The Secretary, at the time of voting, shall have available a current list of members eligible to vote.
- B. Voting at duly held meetings may be voice vote or written ballot. Election of Directors and the election of officers, however, shall be by ballot.

SECTION 8. PROXY VOTING

- A. Members shall have the right to vote either in person or by written proxy executed by the members duly authorized agent and filed with the Secretary of the corporation. No proxy shall be valid after the close of the fiscal year in which it was executed. No proxy shall be irrevocable. Any proxy may be revoked, following procedures given in **Section 5613** of the California Nonprofit Mutual Benefit Corporation Law.
- B. Proxies may originate with the individual member who wishes to utilize this manner of voting, or with the Board of Directors. In the former case, they may be one of two types: (1) vote-specific, authorizing the member's agent to vote only for particular candidates or issues appearing on the ballot and (2) general "Powers-of-Attorney", authorizing the member's agent to vote as he or she sees fit on such issues. In the case of proxies originated by the Board, they must state the general nature of the matter

to be voted on, and list those persons who were nominees for office at the time notice of the vote for election was given to members.

- C. Any proxy which a member marks "withhold" shall not be voted either for or against the election of that given nominee for office, or given proposition.
- D. Proxies originated by the individual member shall:
 - 1. Be written or typed, not orally transmitted.
 - 2. State clearly the member's wishes in regards to the vote, whether for offices, individuals, or other matters under consideration.
 - 3. Be signed and dated.
- E. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall cast in accordance therewith.

SECTION 9. CONDUCT OF MEETINGS

- A. Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by a Chair chosen by a majority of the Board of Directors. The Secretary of the corporation shall act as Secretary of all meetings of members. In the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- B. Meetings shall be governed by the most recent edition of Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

- A. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(B) of this Article.
- B. All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

- C. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- D. Directors shall be elected by written ballot. Such ballots shall list the persons nominated at the time that the ballots are mailed or delivered. If any ballots are returned marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is declined, they shall not be counted as votes either for or against the election of a Director.
- E. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

- A. This corporation shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size, and operation of the corporation, and shall include:
 - 1. A reasonable means of nominating person for election as Directors.
 - 2. A reasonable opportunity for any nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
 - 3. A reasonable opportunity for all nominees to solicit votes.
 - 4. A reasonable opportunity for all members to choose among the nominees.
- B. Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonable specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:
 - 1. Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
 - 2. Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses, and voting rights of those member entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to

the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

- C. If the corporation distributes any written election material soliciting votes for any nominee for Director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.
- D. Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Directors by any member present at the meeting in person or by proxy.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required, or permitted, to be taken by the members may be taken without a meeting, if and only if, all members shall, individually or collectively, consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

Notwithstanding any provision of these Bylaws, no fixing of the record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall contravene **Section 5511** of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE V - DIRECTORS

SECTION 1. NUMBER

As provided for in the Articles of Incorporation, the corporation shall have seven (7) Directors. Collectively, they shall be known as the Board of Directors. The Officers of President, Treasurer, and Secretary shall each, by right of said office, be a director of the corporation as well. The number and duties of Officers is detailed in Article 6.

SECTION 2. POWERS

Subject to the provisions of the State of California Corporations Code and any limitations in the Articles of Incorporation, and Bylaws relating to action required or permitted to be taken or approved by the member, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- A. Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- B. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- C. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses with the Secretary of the corporation and insure that notices of meetings mailed or otherwise directed to them at such addresses shall be valid notices thereof.
- F. The Board of Directors may define and assign additional duties as deemed appropriate for each Director from time to time.

SECTION 4. TERMS OF OFFICE

The Term of office for each Director and Officer shall be one (1) year. Each Director and Officer elected shall take office on October first (1st), and shall hold office through the thirty-first (31st) of September the next year, unless the office is vacated as provided for in these Bylaws.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- A. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- B. Any brother, sister, ancestor, descendant, married or unmarried spouse, legal domestic partner, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, father-in-law of the officer, or any person with joint financial interests with any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within San Diego, California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid

only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any special meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meeting can readily communicate with all of the others.

SECTION 8. REGULAR MEETINGS

- A. The day and time of regular meetings of the Board shall be set and noticed at the meeting at which election of officers will be held, and shall be scheduled and noticed a minimum of one time per month.
- B. The Board, by majority vote, may enter into Executive Session during a regular Board Meeting to discuss personnel or individual membership matters. Executive Sessions may be limited to Directors only.
- C. No formal actions may be taken during an Executive Session.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any two officers or Directors. Such meetings shall be held at a place designated by the person or persons calling the meeting, provided all those concerned may conveniently attend, and in the absence of such designation, at the principal offices of the corporation. Special meetings are understood, by their nature, to be limited to consideration and discussion of matters of extreme urgency.

SECTION 10. NOTICE OF SPECIAL MEETINGS AND CONTENT OF NOTICE

Due to the urgent nature of special meetings, notice of the members is not required of the Board of Directors, save notice of such members, officers, employees or agents as may be applicable to the subject of the meeting. Notice may be by mail, telephone, in person, or by whatever means is most expeditious. The subject, import and outcome of such meetings shall be conveyed to the membership as soon as possible thereafter. Any notice shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM REQUIREMENTS

- A. A quorum shall consist of a simple majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall

entertain at such meeting is a motion to adjourn. However, 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.

- B. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.
- C. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the State of California Code, particularly those provision relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest, and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

- A. Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in the President's absence, by a Chair 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 the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- B. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in **Sections 5222, 5224, 5812 or 6619** of the California Nonprofit Mutual Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this

corporation authorize the directors to do act, and such statement shall be prima facie evidence of such authority.

SECTION 16. VACANCIES

- A. Vacancies on the Board of Directors shall exist upon the death, resignation, or removal of any Director.
- B. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of the court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty in **Sections 5220 - 5224** of the California Nonprofit Mutual Benefit Corporation Law, has missed more than half of the regular meetings of the Board of Directors, or by Resolution of the Board.
- C. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, 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 as provided for in **Section 304** of the State of California Corporations Code.
- D. Vacancies on the Board may be filled pursuant to Article IV of these Bylaws. Filling a vacancy in the office of President, Treasurer or Secretary shall be governed by Article VI, Section 5 of these Bylaws. A person elected to fill such vacancy shall hold office until the expiration of the remainder of the term of the Director being replaced, or until their death, resignation or removal from office.

SECTION 17. NONLIABILITY OF DIRECTORS

The Directors shall not be, as such, personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. CORPORATE INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER CORPORATE AGENTS

- A. To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- B. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation by only to the extent allowed by, and in accordance with the requirements of **Section 317** of the State of California Corporations Code.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating

provisions of law relating to self-dealing (Section 7233 of the California Nonprofit Mutual Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out 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 provisions of **Section 7237** of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE VI - OFFICERS, AGENTS AND EMPLOYEES

SECTION 1. NUMBER OF PRINCIPAL OFFICERS

The principal officers of this corporation shall be: a Business Manager who shall be designated the President, a chief financial officer, who shall be designated the Treasurer, a Keeper of Records, who shall be designated the Secretary. No person may hold more than one office at the same time.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any member in good standing may serve as an officer of this corporation. Officers shall be elected by the members at the annual meeting, and each officer shall hold office until they resign or are removed, or are otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

- A. The Board of Directors may create such other, subordinate officers, employees, agents and contractors as it may deem desirable, including but not limited to field officers and a PRU representative.
- B. Any subordinate officer shall be installed by election of the general membership at the annual meeting. Any employee, agent, or contractor shall be installed by resolution of the Board.
- C. Each subordinate officer, employee, agent, or contractor shall serve such term, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.
- D. Any subordinate officer serving at the time of the adoption of these Bylaws shall be permitted to complete the term of service for which they were originally installed.

SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS

- A. Except for the President, Treasurer or Secretary, any officer or agent may be removed by resolution of the Board of Directors after a determination of cause. The President, Treasurer, or Secretary, being Directors, may be removed pursuant to Article V, Section 16. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.
- B. Any such resignation shall take effect at the date of the receipt of such notice, or at any later date specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superceded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors and the person selected shall serve until the next annual meeting of the members, except that the members at a duly noticed meeting may by majority vote fill the position of President until the next annual meeting. Vacancies occurring in offices or officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

- A. The President shall be the chief executive officer of the corporation and shall, subject to the control of the entire Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to that office and other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of members, unless the presidency is vacant, in which case the Board of Directors shall designate a person to preside. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- B. The title of President is synonymous with the title of Business Manager and may be used with equal force and effect in the conduct of all of the duties of the office.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

- A. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise ' altered to date.
- B. Maintain, and keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Maintain membership records containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership records together with the date on which such membership ceased. The Treasurer shall exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the membership records.
- E. Be custodian of the records and of the seal of the corporation 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 by these Bylaws.

- F. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the corporation.
- G. In general, perform all duties incident to the office of Secretary and such other duties as may be required by 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 of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- B. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- C. Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements, or as required by law.
- D. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request.
- F. 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.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by 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 of Directors.

SECTION 9. COMPENSATION

There shall be no salary for Officers or Directors without prior board resolution.

ARTICLE VII - COMMITTEES, EXHIBITION OR EDUCATION SQUADS AND AUXILIARIES

SECTION 1. DESIGNATION OF COMMITTEES

The corporation shall have such committees as designated by resolution of the Board of Directors. Such committees may consist of any members in good standing, regardless of other offices or duties, and shall act in an advisory capacity to the Board.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of Bylaws provisions as are necessary, except that the time for regular meetings of committees may be fixed by the Board or by the committee itself. The Board of Directors may also adopt rules and regulations pertaining to the conduct of committee meetings, to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 3. EXHIBITION OR EDUCATION SQUADS

- A. Pursuant to Article II of these Bylaws, one of the purposes of the corporation is to serve the community through various athletic exhibitions and educational programs. It is in this case that the corporation has established what shall be known as exhibition or education squads.
- B. An exhibition or education squad shall be one comprised entirely of members in good standing who undertake to practice for and participate in certain events which support the mission of the organization. Any proposal regarding the inception of an exhibition or education squad must be approved by the Board of Directors. Funds generated by such squads accrue to the corporation treasury, and budgetary and administrative responsibilities lie with the Board of Directors.
- C. Such squads shall not be construed to refer to the team or side that is fielded for any sanctioned match in which the San Diego Armada RFC competes.

SECTION 4. AUXILIARIES

- A. From time to time, groups may be formed, the purpose of which is to aid the San Diego Armada RFC, either in a general way or in particular endeavors. Although such groups may be comprised of member and/or non-member volunteers, none may operate without the written consent, approval and guidance of the Board of Directors.
- B. Volunteer groups, organized as such, shall be known as auxiliaries. The term "auxiliary" is synonymous with the term "guild" and may be used with equal significance in the conduct of all of its affairs.

ARTICLE VIII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, 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.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, the President, or the Secretary, and countersigned by any other one of the above officers.

SECTION 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 of Directors may select.

SECTION 4. GIFTS

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

SECTION 5. LIMITATION ON DISBURSAL OF FUNDS

No funds shall be disbursed to any person, group of persons, organization, corporation, partnership, or any other legal entity unless the disbursement is aimed at the fulfillment of one or more of the corporation's stated purposes in its original application for 501(c)3 tax exemption status, and

1. the recipient of the funds has received 501(c)3 tax exemption status and demonstrates suitable proof of same to the Corporation; or
2. the recipient of the funds is being paid for services rendered.

ARTICLE IX - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in San Diego, California:

- A. Minutes of all meetings of Directors, committees of the Board, and all meetings of members, indicating the time and place at which such meetings were held, whether regular or special, how called, notice given, the names of those present, and the proceedings thereof.
- B. Minutes relating to business transactions, adequate and correct books and records of accounts, including accounts of properties, corporate holdings, belongings, assets, liabilities, receipts, disbursements, gains and losses.
- C. A record of its members, indicating their names and addresses and, if applicable, the termination date of any membership.
- D. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times, or by prearrangement.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will, alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. 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 properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- B. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- B. The principal changed in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for both general and restricted purposes, during the fiscal year.
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- E. Any information required by Section 7 of this Article. 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 audit from the books and records of the corporation.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or any transaction in which the corporation or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

- A. any director or officer of the corporation, or its parent or its subsidiary (a meter common directorship shall not be considered a material financial interest); or
- B. any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than TEN THOUSAND DOLLARS (\$10,000.00) or which was one of a number of transactions with the same person or entity involving, in the aggregate, more than TEN THOUSAND DOLLARS (\$10,000.00).

Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members.

If this corporation has more than one hundred (100) members or more than TEN THOUSAND DOLLARS (\$10,000.00) in assets at any time during the fiscal year, this corporation shall automatically send the annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The annual report to the members shall include the information required by this Section.

ARTICLE X - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December that same year.

ARTICLE XI - AMENDMENT OF BYLAWS AND ARTICLES

Amendment of the Bylaws or the Articles of Incorporation may be adopted by the approval of the Board of Directors and, pursuant to Article IV of these Bylaws, by the approval of the members of the corporation.

- A. Changes in these Bylaws that would materially and/or adversely affect the rights of members as to voting or transfer, a Bylaws specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors or changing from a fixed to variable Board or vice versa must be adopted, amended, or repealed by approval of two-thirds (2/3) of the members of this corporation present at a duly noticed meeting of the members.
- B. Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation, nor the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a Statement by a Domestic Non-Profit Corporation pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XII - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

- A. No member, Director, Officer, agent, 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 or reasonable compensation for services actually 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 of Directors; 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.
- B. All members of the corporation, if any, shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.