

**Bylaws of  
Lakeside Youth Football & Cheer  
A California nonprofit public benefit corporation**

## ARTICLE 1. NAME

**Section 1.1. Name.** The name of this corporation is Lakeside Youth Football & Cheer (the “Corporation” or “LYFC”). The Corporation is organized as a California nonprofit public benefit corporation.

## ARTICLE 2. OFFICES

**Section 2.1. Principal Executive Office.** The Board of Directors of the Corporation (the “Board” or “Board of Directors”) shall fix the location of the principal executive office at any place within the State of California. The Board of Directors may change the principal executive office from one location to another by subsequent resolution of the Board.

**Section 2.2. Other Offices.** Other offices may at any time be established at any place or places specified by the Board of Directors.

## ARTICLE 3. OBJECTIVES AND PURPOSES

**Section 3.1. General Purpose.** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for charitable purposes.

**Section 3.2. Specific Purpose.** The specific purpose of the Corporation shall be as set forth in the Articles to allow boys and girls between the ages of five and fourteen to compete in football and cheerleading sporting events with other communities. To facilitate such activities, LYFC has the authority and power to sponsor and administer one or more tackle and flag football teams and their ancillary cheerleading squads; including, raising funds, purchasing equipment, recruiting experienced and qualified coaches and secure playing fields. Such activities will be in pursuit of achieving the following recognized Youth Football and Cheer objectives:

- (a) Providing interested boys and girls, regardless of race, creed or national origin with the opportunity to participate in an organized, supervised, safety-oriented program of tackle flag football and cheerleading;
- (b) Bringing area youth together by means of a common interest in sportsmanship, fair play and fellowship;
- (c) Emphasizing fun for all by keeping the welfare of each boy and girl first, foremost and entirely free of adult ambition and personal glory;
- (d) Encouraging the qualities good citizenship, scholarship and character that should be instilled in our youth, which are important long after their years in Youth Football and Cheer.

**Section 3.3. Limitations.**

(a) **Political Activities.** The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in this Article 3, and it shall be nonprofit and

nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**(b) Prohibited Activities.** The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its officers, directors, or other persons or distribute any gains, profits or dividends to its officers, directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 3.4. Affiliation.** The LYFC shall be affiliated with the San Diego Pop Warner (SDPW) Association. LYFC shall keep the SDPW Association informed of the name and address of the LYFC Association’s Board of Directors and such shall change from time to time. Under no circumstances shall LYFC be responsible for any obligations, liabilities, or responsibilities of SDPW Association as a result of this affiliation.

#### ARTICLE 4. DEDICATION OF ASSETS

**Section 4.1. Dedication of Assets.** The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Corporation, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

**Section 4.2. Liquidation or Dissolution.** On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to one or more tax-exempt organizations organized and operated for the charitable purpose of promoting sports activities for boys and girls.

#### ARTICLE 5. MEMBERSHIP

**Section 5.1. Members.** The Corporation shall have one class of memberships. Membership shall be determined on an annual basis from August 1 through July 31 of the following Year. Persons eligible to be a member are those persons that fall within the following categories and applicable requirements:

**(a) Family Members:** Parents and legal guardians of boys and girls who participate in LYFC activities provided that the applicable child giving rise to the family membership has satisfied all registration requirements including payment of applicable fees and dues for the then current season of play. For each child participating and registered for LYFC activities, only one “family” membership shall be allowed regardless of the number of parents or legal guardians for such child. For the purposes of this section, registration requirements shall include payment of all fees, costs and expenses associated with membership and registration and submission of all required documentation, in LYFC’s reasonable discretion, for the purposes of registration prior to August 1<sup>st</sup> of the year before the applicable year of membership.

**(b) Qualified Individuals:** Individuals who either (i) exhibit experience and interest to

participate in LYFC programs such as coaches, trainers and staff members; or (ii) parents or legal guardians whose child completed the most recent season of play but which may not have a child enrolled in the current season of play. Such members shall be approved by 75% of the Board of Directors.

**Section 5.2. Termination of Membership.** A Membership may be terminated on the occurrence of any of the following:

- (a) The failure of a Member to qualify for renewal of such membership;
- (b) Voluntary withdrawal of a membership;
- (c) Nonpayment of any dues, registration fees, or expenses due to LYFC; or
- (d) By LYFC for violation of any rules of play adopted by LYFC, including the rules promulgated by the San Diego Pop Warner Association and the National Pop Warner association.

LYFC shall follow a reasonable process for notice and termination of a membership pursuant to subparagraph (d) above which process shall provide at least 15 days prior written notice to the member of the reasons for the termination and an opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of the termination.

**Section 5.3. Non-Transferability of Membership.** Neither membership or rights of membership may be transferred or assigned.

**Section 5.4. Non-Voting Members.** The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in Section 5056 of the California Nonprofit Corporation Law.

**Section 5.5. Meetings of Members.** The Corporation shall not hold regular meetings of the Members. Special meetings of the Members may be called by the Board of Directors; three Members of the Executive Committee or five percent (5%) or more of the Members of the Corporation, in which case such special meeting shall take place within five (5) miles of Lakeside, County of San Diego, California.

**Section 5.6. Notice of Meetings of Members.** Written notice of every meeting of members must be either personally delivered or mailed by first class United States mail, postage prepaid, at least 5 but not more than 60 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days or more than 90 days after receipt of the written request from that person or persons by the

President of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

**Section 5.7. Contents of Notice.** The notice will state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

**Section 5.8. Waivers, Consents, and Approvals.** The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had 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 but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records or will be included in the minutes of the meeting.

**Section 5.9. Quorum.** A quorum at any meeting of members consists of thirty-three and a third percent (33 1/3%) of the voting power, represented in person or by proxy. For purposes of this Bylaw, “voting power” means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

**Section 5.10. Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

**Section 5.11. Adjournment for Lack of Quorum.** In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. However, no other business may be transacted except as provided in these Bylaws.

## ARTICLE 6. BOARD OF DIRECTORS

**Section 6.1. Corporate Powers Exercised by Board.** Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person or entity, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction and approved by the Board of Directors by majority vote.

**Section 6.2. Number of Directors.** The authorized number of directors of the Corporation shall be not less than 3 and no more than 13 (but at all times and uneven number) until changed by a duly adopted amendment to these Bylaws. The exact number of authorized directors within the minimum and maximum limitations specific in the preceding sentence shall be fixed from time to time by the

Board of Directors pursuant to a resolution adopted at a duly held meeting by a majority of the Board of Directors or pursuant to the unanimous written consent by all members of the Board of Directors.

**Section 6.3. Qualifications of Directors.** Every person serving on the Board of Directors (whether as the Executive Board or a General Board Member), shall submit to and pass a criminal background check. The results of the background check will remain confidential; however, the then existing Board reserves the right to use the information contained in such background check to reasonably determine that a prospective Board member is not qualified to serve on the Board of Directors. Guidelines set forth by National Pop Warner volunteer application and approval policy will also be followed.

**Section 6.4. Fees and Compensation.** Directors are not to receive compensation for their services. Directors may receive reasonable reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors. Members of committees may receive reasonable reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors; provided, however, members of committees shall not receive compensation for their services.

**Section 6.5. Restriction on Interested Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (ii) 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. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

**Section 6.6. Selection and Term of Office.** Directors shall be elected at each annual meeting of the Corporation (as provided in Section 6.9 below). Each director shall serve until the December 31 of the following year or until a successor has been elected and qualified. If any annual meeting is not held or the directors are not elected at that meeting, the directors may be elected at any Special Meeting of directors held for that purpose or may be elected by unanimous written consent of the directors.

**Section 6.7. Vacancies and Removal.** A vacancy shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason. Vacancies shall be filled by the remaining members of the Board of Directors as provided by Section 6.5.

The Board may by resolution declare vacant the office of a director who has been: (1) declared of unsound mind by an order of court, or (2) convicted of a felony, or (3) found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may by resolution declare vacant the office of a director who fails to attend three consecutive Board meetings during any calendar year.

Directors may be removed with cause by a 2/3 vote of directors then in office.

**Section 6.8. Resignation of Directors.** Except as provided below, any director may resign by giving written notice to the president or secretary of the Board of Directors of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

**Section 6.9. Place of Meetings; Meetings by Telephone.**

(a) **Regular Meetings.** Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation.

(b) **Special Meetings.** Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation.

Notwithstanding the above provisions of this Section 6.9, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

**Section 6.10. Annual Meeting.** The Board of Directors shall hold a regular meeting each year for the purpose of obtaining the consent of the directors to their directorship of the Corporation, for the purpose of obtaining the consent of the officers to their office in the Corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in [Section 6.12] of these Bylaws.

**Section 6.11. Other Regular Meetings.** Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice.

**Section 6.12. Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by any officer of the Corporation, or any two (2) directors.

**Section 6.13. Notice of Meetings.** Written notice of the date, time, and place of any regular or special meetings shall be delivered personally to each director or communicated to each director by telephone, electronic mail, express mail service, first-class mail, or by other means of written communication, with charges prepaid, addressed to the director at the director's address (or e-mail address) as it is shown upon the records of the Corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held.

In case such notice is mailed, it shall be deposited in the United States mail or given to the express mail company or other carrier at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally, by telephone, or electronic mail, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone or by electronic mail, shall be due, legal, and personal notice to such

director. The notice need not specify the purpose of the meeting.

**Section 6.14. Waiver of Notice.** Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. 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 meeting.

**Section 6.15. Action at a Meeting; Quorum and Required Vote.** Presence of a minimum of 5 members of the general board members and at least 2 of the Executive Board constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the California Nonprofit Corporation Law.

**Section 6.16. Adjourned Meeting and Notice.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in [Section 6.13], regardless of quorum.

**Section 6.17. Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively consent in writing (including an electronic writing) to such action. Such written consent or consents may occur prior to or subsequent to the action and 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 such directors. For purposes of this section only, “all members of the Board” does not include any “interested directors” as defined in Section 5233 of the California Nonprofit Corporation Law.

## ARTICLE 7. OFFICERS

**Section 7.1. Officers.** The Executive Officers of the Corporation shall consist of a president, vice-president, secretary, and chief financial officer/treasurer. The Corporation shall also have directors at large, at the Board’s discretion, as may be appointed in accordance with Section 7.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.

**Section 7.2. Election and Term of Office.** The executive officers and general board members of the Corporation shall be chosen annually by an election, and voted on by the Members and shall serve at the pleasure of the Board.

**Section 7.3. Other Officers.** The Board may appoint or may authorize the president, or other

officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

**Section 7.4. Vacancies and Removal.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies may be filled as they occur. The Board may appoint or may authorize the president, or other officer, to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

**Section 7.5. Resignation of Officers.** Any officer may resign at any time by giving written notice to the president or secretary of the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall not affect the rights, if any, of the Corporation under any contract to which the officer is a party. Nor shall the resignation of any officer from the office he or she holds affect his or her position as a director of the Corporation.

**Section 7.6. Reimbursement of Expenses.** The Corporation shall provide reimbursement for monies expended on behalf of the Corporation by its officers.

**Section 7.7. Executive Officers Duties and Responsibilities:**

(a) **President.** The president shall be the chief executive officer of the Corporation and shall preside at meetings of the Board. To be eligible to serve as the President, the Board Member shall have completed at least one term on the Board in other positions. The president shall exercise and perform such other powers and duties as may from time to time be assigned to the president by the Board. Subject to the control of the Board, the president shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The president shall be the tie-breaker on any vote of the Board that results in a tie. President is subject to a credit check, pursuant to being an authorized signer on the Corporations bank account.

(b) **Vice-President.** In the absence of the president, the vice-president will perform all the duties of the president and when so acting, shall have the powers of and be subject to all the restrictions upon the office of president. In case of a vacancy in the office of president, the vice-president will temporarily become president. S/He will serve the position, until the Board of Directors decides the best way moving forward, with filling the position of President. The vice-president shall assume the tie-breaking vote should the President find him/herself in a conflict of interest. The vice-president must have adequate experience from their personal life, or experience with a non profit. The vice-president shall also be responsible overseeing the registration committee comprised of the vice-president, secretary, player agent, and cheer director. Vice-President is subject to a credit check, pursuant to being an authorized signer on the Corporations bank account.

(c) **Secretary.** The secretary shall have the following duties:

(i) The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of the meeting shall include the time and place that meeting was held, whether the meeting was annual, regular, or

special, and, if special, how authorized and the notice given. Secretary is subject to a credit check, pursuant to being an authorized signer on the Corporations bank account.

(ii) The secretary shall keep or cause to be kept at the principal office, a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date.

(iii) The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(d) **Chief Financial Officer.** The chief financial officer (Treasurer) shall have the following duties:

(i) The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's funds, properties and transactions. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times during the business hours of the Corporation. Treasurer is subject to a credit check, pursuant to being an authorized signer on the Corporations bank account.

(ii) The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the president and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as the Board or the Bylaws may prescribe.

In addition to the duties specified in this Section 7.7, the executive officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign

**Section 7.8. General Board Positions.** The remaining members of the Board of Directors shall serve in one of the following specific roles for the benefit of advancing the Corporation's purpose:

Parliamentarian	Player Agent
Cheer Director	Little Scholars Representative
Publicity	Concession
Equipment Manager	Coaches Representative – Football
Field Director	Team Parent Representative
Coaches Representatives – Cheer	Fundraising/Special Events

Spirit Representative

The Executive Board shall, from time to time, set out the specific roles and responsibilities assigns to each general board position.

## ARTICLE 8. COMMITTEES

**Section 8.1. Committees of Directors.** The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of one or more directors and may also include persons who are not on the Board of Directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee that includes voting members who are not on the Board of Directors may not be delegated any of the authorities or powers of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation;
- (b) Fill vacancies on the Board of Directors or on any committee that has the authority of the Board, however, a committee may recommend persons for the Board or committee;
- (c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws, on annual basis. Bylaws must be amended and voted in prior to March 1<sup>st</sup> of the current year;
- (d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (e) Create or appoint any other committees of the Board of Directors or the members of such committees;
- (f) Approve, amend or revoke a plan of merger; consolidation; voluntary dissolution or revocation of a dissolution; bankruptcy or reorganization; or the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or
- (g) Approve any self-dealing transaction, except as provided by Section 5233 of the California Nonprofit Corporation Law.

No committee or its member(s), acting in that capacity, shall bind the Corporation in a contract or agreement or expend or commit corporate funds, unless expressly authorized to do so by the Board of Directors.

**Section 8.2. Meetings and Actions of Committees.** Meetings and actions of all committees

established pursuant to Section 8.1, herein, shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members and each director on the Board of Directors, who shall each have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

**Section 8.3. Standing Committees.** LYFC shall have the following committees unless the Board of Directors deems otherwise advisable:

- (a) An Election Nominating Committee who shall be responsible for identifying, qualifying and seeking eligible candidates for the Board of Directors;
- (b) A Registration Committee, consisting of the Vice-President, Cheer Directors, Player Agent and Little Scholars Representative who shall be responsible to plan and coordinate the annual player, member, and volunteer participate registration process; and
- (c) A Financial Committee consisting of at least 3 members, to perform, obtain or oversee a financial audit of the previous season's financial records and present a report to the Board.

## **ARTICLE 9. STANDARD OF CARE**

**Section 9.1. General.** A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner that such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 9.1 in these Bylaws, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge

that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

**Section 9.2. Investments.** Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital. The provisions of Section 9.1 of these Bylaws shall apply to this subsection.

**Section 9.3. Self-Dealing Transactions.** Except as provided below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one in which the Corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this Corporation and any entity in which one or more of its directors has a material financial interest. The Board may approve a self-dealing transaction if a majority of the Board, not including the self-interested director, determines that the transaction is fair and reasonable to this Corporation and, after reasonable investigation under the circumstances, determines that they could not have secured a more advantageous arrangement with reasonable effort under the circumstances.

**Section 9.4. Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying any such position, against all expenses legal or otherwise, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation before final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

In all cases where indemnification is sought, the Corporation shall be subject to the following restrictions and requirements:

(a) Where the action or proceeding is brought on behalf of the Corporation or involves self-dealing transactions as defined in [Section 9.3] of these Bylaws, the Corporation shall not indemnify against amounts paid in settlement or judgment amounts, but shall, upon the express authorization of the Board indemnify the director, officer, employee or agent against expenses incurred in defense of an action arising from his or her relation to the Corporation. To indemnify in such cases the Board must find the person met the statutorily prescribed standard of care by acting (i) in the best interests of the Corporation; (ii) in good faith; and (iii) with the care of an ordinarily prudent person.

(b) Where the person seeking indemnification has been held liable, or has settled his or her liability to the Corporation, the Corporation shall not indemnify against expenses without the approval

of the court or the Attorney General.

(c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of this section by a majority vote of a quorum consisting of disinterested directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.

(d) Where the person seeking indemnification has been successful on the merits in defense of any action or proceeding brought on behalf of the Corporation or in defense of any claim or issue involved in such action or proceeding, the Corporation shall indemnify against all expenses actually or reasonably incurred.

(e) The Corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

**Section 9.5. Insurance.** The Corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

## **ARTICLE 10. TRANSACTIONS WITH DIRECTORS AND OFFICERS**

### **Section 10.1. Contracts or Transactions with Directors and Officers.**

(a) The Corporation shall not be a party to any contract or transaction:

(i) in which one or more of its directors or officers has a material financial interest;  
or

(ii) with any corporation, firm, association, or other entity in which one or more of its directors or officers has a material financial interest.

(b) The Corporation shall not be a party to any transaction described in [Section 10.1(a)] unless:

(i) the Corporation enters into the transaction for its own benefit;

(ii) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;

(iii) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of directors then in office (without counting the vote of the interested directors), and with knowledge of the material facts concerning the transaction and the interested director's or officer's financial interest in the transaction;

(iv) prior to authorizing or approving 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; and

(v) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in subsections (i) through (iv) of this [Section 10.1(b)].

(c) A director or officer shall not be deemed to have a “material financial interest” in a transaction:

(i) that fixes the compensation of a director as a director or officer;

(ii) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more directors or their families only because they are in the class of persons intended to be benefited by the program; or

(iii) where the interested director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or \$100,000.

**Section 10.2. Loans to Directors and Officers.** 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 of the State of California, provided, however, that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation. Further, the Corporation may advance money as described in Section 9.4 of these Bylaws.

## **ARTICLE 11. CORPORATE RECORDS; ANNUAL REPORT**

**Section 11.1. Minute Book.** The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

**Section 11.2. Books and Records of Account.** The Corporation shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

**Section 11.3. Articles of Incorporation and Bylaws.** The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

**Section 11.4. Federal Tax-Exemption Application and Informational Returns.** The Corporation

shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

**Section 11.5. Execution of Corporate Instruments.** The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the Corporation, shall be executed, signed, or endorsed by the president of the Corporation.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by at least two (2) authorized executive officers.

**Section 11.6. Annual Report.** If the Corporation has more than Twenty Five Thousand Dollars (\$25,000) in gross receipts in any fiscal year, the Chief Financial Officer shall cause to be prepared and delivered to the directors no later than one hundred twenty (120) days after the close of its fiscal year, a report containing 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 changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 6322 of the California Corporations Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent reports of independent accountants, or, if there are no such reports, 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 11.7. Directors' Right of Inspection.** Every director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

## ARTICLE 12. CONSTRUCTION AND DEFINITIONS

**Section 12.1. Construction and Definition.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation or other entity as well as a natural person. if any court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

### **ARTICLE 13.           AMENDMENTS**

**Section 13.1. Amendments.** These Bylaws may be adopted, amended or repealed by a vote of a majority of the directors then in office, present at a meeting duly held at which a quorum is present.

[Certificate of Secretary on Following Page]

**CERTIFICATE OF SECRETARY  
OF  
LAKESIDE YOUTH FOOTBALL & CHEER**

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of Lakeside Youth Football & Cheer, a California nonprofit public benefit corporation (the "Corporation").

IN WITNESS WHEREOF, I have executed this Certificate as of \_\_\_\_\_, 2016.

\_\_\_\_\_  
[Christina Collins]  
Secretary