

LEAGUE BYLAWS

Adopted 03/01/1999

Revised 01/24/2010

ARTICLE 1: Name

The name of this League shall be the San Francisco Vikings Soccer League, a California nonprofit corporation formed and operating under Parts 1 and 2 of Division 2 of the California Corporations Code. This League is a tax-exempt organization under the laws of the United States, and shall maintain its tax-exempt status.

ARTICLE 2: Boundaries & Territories

The territory of this League shall be the City and County of San Francisco, California.

ARTICLE 3: Purpose

The purpose of this League shall be to develop, promote and administer the game of soccer among youth (boys and girls under nineteen (19) years of age), regardless of race, color, religion, age, sex, or national origin within the territory of the League.

ARTICLE 4: Affiliation

This League shall be an affiliated branch of and comply with the authority of the California Youth Soccer Association (CYSA), the United States Youth Soccer Association (USYSA) and the United States Soccer Federation (USSF).

ARTICLE 5: Authorities

1. This League shall be governed [in order of precedence] by its Articles, Bylaws and Rules & Regulations except when these are superseded by the Rules & Regulations of CYSA, USYSA or USSF.
2. The Membership of this League may from time to time adopt, amend and repeal the League's Articles, Bylaws or Rules & Regulations as provided herein and as allowed by law.
3. The governing authority of this League, whose powers shall be designated in the Bylaws, shall be vested with the Board of Directors of this League.

ARTICLE 6: Membership

1. Membership in this League runs concurrently with the CYSA seasonal year and shall consist of each current director and current officer of the League and each CYSA registered team affiliated through the League with CYSA, i.e., a registered team whose

league of residence is this League. The term "member" includes the proxyholder of a member. As a condition of membership, each team, its players, coaches, officials, parents and others associated with the team shall abide by the Articles, Bylaws and Rules & Regulations of this League and all applicable rules and regulations of the associations with which this League is affiliated. Any agreement, waiver or acknowledgment by a team required herein shall represent and mean the agreement, waiver or acknowledgment of each individual associated with the team. A team shall be responsible and accountable for the conduct of each of its associated individuals.

2. The term "team" shall be as defined by CYSA.

ARTICLE 7: Annual General Meeting (AGM)

1. During the CYSA seasonal year (currently September 1 through August 31), the President of this League shall call for an annual general meeting (AGM) of the voting membership, to be held no later than February 28th. Written notification of the AGM shall be to all voting members not less than thirty (30) days nor more than ninety (90) days prior to said annual general meeting. New business, including a specific resolution and supporting statement to change the Articles, Bylaws or Rules & Regulations of this League, to be considered at the AGM must be submitted in writing to the League office at least twenty-one (21) days prior to the AGM. The AGM agenda shall be posted in the League office and/or web site at least fourteen (14) days prior to the AGM. Voting members or their proxyholders present at the AGM shall constitute a quorum. Except as otherwise provided herein (e.g. see Changes, below), approval of actions taken at the AGM shall be by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present. The President of the League, or in his or her absence, the Vice President of the League, shall preside at the AGM.

2. The order of business at the annual general meeting may be as follows: A. Call to Order; B. Roll Call of Directors and Officers; C. Credentials Report; D. Introduction of Guests; E. Acceptance of Minutes of the previous AGM; F. Reports: 1. President, 2. Chief Financial Officer, 3. Secretary, 4. Registrar, 5. Committees; G. Unfinished Business; H. Proposals for change of Articles, Bylaws and/or general procedures and specific rules; I. New Business; J. Election of Directors; K. Good of the Game; L. Adjournment.

3. The head coach of each registered team (or his or her proxyholder [age 18 or older] as evidenced by any informal writing if signed and dated by the head coach), each current member of the Board of Directors and each current officer shall be entitled to one (1) vote. No individual shall have more than one vote. Voting shall be restricted to those teams which have been registered during the current CYSA seasonal year (currently from September 1 through the following August 31). Voting of teams by proxyholders shall be allowed. Only those members of record in good standing shall be entitled to voting privileges. Except as concerns the election of directors, voting may be by show of hands which in the opinion of the chairperson represent the necessary votes for or against, provided that any member may demand an actual count of votes for and against and

provided further that a majority of the members present may demand before voting on a matter that voting be by secret written ballot.

Candidates for director must be current directors or officers. Members may nominate any individual to hold any of the mandatory or optional offices in the League except for the office of President/Chairman. Each individual entitled to vote may vote for directorship candidates up to the maximum number of directors permitted by these bylaws [currently 15] to be elected, one vote per candidate. To be elected to a directorship, a candidate must receive votes equal to at least 10% of the members present, in person or by proxy, at the AGM. Voting for directors shall be by written ballot. Voting for officers may be by written ballot. Candidates receiving the highest number of votes are elected. In the event that more than the lesser of (i) three (3) current League directors or (ii) 30% of the number of current League directors are elected who will have some overlap of terms in office as directors of this League and as directors in another, same soccer entity (including soccer clubs); then in priority of most votes received, such directors may retain dual directorships up to a maximum of the lesser of (i) three (3) current League directors or (ii) 30% of the number of current League directors, but the other elected directors above this number must formally resign their directorship in the other, same soccer entity prior to the first day they are to act as members of the board of this League or, failing such timely resignation, they shall be deemed to have resigned from the League board.

Nominations for directors and officers and for proposals and resolutions shall be made and seconded from the floor, provided that the outgoing board may present a slate of candidates for directors and officers at the AGM without being made or seconded from the floor. A member nominating a candidate from the floor shall affirm that the candidate has agreed to serve if elected. The chairperson shall cast a vote on a matter, other than an election of directors and officers, only in the event of a tie.

4. In the event there are two or more rule change proposals or resolutions to be voted on at the AGM that conflict with each other and each is passed: the rule change proposal that receives the greatest number of "yes" votes shall prevail. The Chairperson shall determine if there is a conflict situation and identify to the membership the conflicting proposals before any is voted on.

5. With the approval of the members attending the AGM, modifications to proposals or resolutions duly noticed for the AGM may be made prior to the matter being voted upon.

ARTICLE 8: Changes

1. Any current member of the League may submit proposed changes to the existing Articles, Bylaws and Rules & Regulations (the "governing documents") of the League to be considered as new business at the AGM. The board shall determine in its sole discretion to which governing document the proposed change is directed.

2. Changes to the Articles, Bylaws and Rules & Regulations of the League shall be made at the AGM, provided that the board may adopt and immediately implement interim

Rules & Regulations not in conflict with the purpose and intent of existing Rules & Regulations, which interim Rules & Regulations will be deemed adopted at the next AGM unless disapproved at that meeting.

3. Any change to the Articles or Bylaws shall be deemed adopted by an affirmative vote of two-thirds of the members attending and voting at the AGM where at least one-third of all members (including members represented by proxyholders) of the League are present. Any change to the Rules & Regulations shall be deemed adopted by an affirmative vote of a majority of the members attending and voting at the AGM where at least thirty (30) members (including members represented by proxyholders) of the League are present.

4. Any and all changes to the Articles or Bylaws adopted at the AGM shall become effective at the beginning of the next League Tax Year (below defined). Any and all changes to the Rules & Regulations adopted at the AGM shall become effective immediately unless a different effective date is specified as part of the change, which different date shall then be the effective date.

5. Notwithstanding any provision herein to the contrary, changes to the Articles, Bylaws and Rules & Regulations of the League necessary to maintain the tax-exempt status of the League or its affiliations with the California Youth Soccer Association (CYSA), the United States Youth Soccer Association (USYSA) or the United States Soccer Federation (USSF) may be made by board action and without the consent of the membership.

ARTICLE 9: Board of Directors

1. The Board of Directors shall consist of not less than one (1) nor more than fifteen (15) individual directors who shall be elected at the AGM. Vacancies on the board can be filled at other times by an individual who is (1) a current League officer, (2) nominated by the President and (3) approved by the current League board. Not more than the lesser of (i) three (3) current League directors or (ii) 30% of the number of current League directors may hold membership on the board of another, same soccer club or other, same soccer entity whether or not such soccer entity is affiliated directly or indirectly with the League. Should more League directors be or become directors of another same soccer entity in violation of the foregoing sentence, the director (or directors) who was mostly recently appointed or, if all directors were appointed at the AGM, the director who received the fewest votes at the AGM, will be required to resign or his directorship shall automatically terminate as though he had resigned. A director shall serve from the later of March 1st to the next March 1st (the League's Tax Year) or until the next AGM. A director may be elected to successive terms.

2. In the event that the President becomes unable to serve, the Vice President-Commissioners shall serve unless and until the Board of Directors shall meet and elect a new President/Chairman of the Board from their number. In the event that a director becomes unable to serve, a new Director shall be selected by the Board of Directors. If a director fails to attend two consecutive, properly noticed regular and/or special board meetings [which consecutive meetings are more than 30 days apart] without prior

approval of the board, he/she may be removed as a director and/or officer by a majority vote of the other directors. In all other cases, a director of the board may be removed only by a majority vote of the members at a properly noticed special general meeting. In the event that a Director is removed, a new Director shall be selected by the members at the special general meeting.

3. Within 30 days after assuming office, the Board of Directors shall adopt an operating budget for the League, which budget may be amended from time to time in its discretion.

4. Immediately after assuming office, the newly elected Board of Directors shall convene a first board meeting and elect the President/Chairman of the Board from their number.

5. The activities and affairs of the League shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The board has delegated the management of the League to the President and may delegate certain matters to committees from time to time provided that the activities and affairs of the League shall be managed and all corporate powers shall be exercised under the ultimate direction of the board, including, without limitation, concerning the following:

A. Being familiar with, interpreting and enforcing the Articles, Bylaws and Rules & Regulations of this League and all applicable rules and regulations of the associations with which this League is affiliated.

B. Ensuring formation of registered teams consistent with League and CYSA guidelines.

C. Ensuring proper registration of all players, coaches and teams.

D. Ensuring proper accounting of fiscal transactions and accurate reporting to the District Commissioner and/or his/her appointed assistant.

E. Sanctioning travel of teams for any competitions played out of the League boundaries.

F. Establishing the initial and interim Rules & Regulations for all teams registered with the League.

G. Establishing the initial and interim playing rules for League play of Class III and IV teams. Class I and II teams formed under the auspices of SFVSC may be subject to its Rules & Regulations.

H. Providing appropriate levels of competition within the League for all players within the boundaries of the League.

I. Providing opportunities of play for all eligible youth within the boundaries of the League.

J. Investing the funds of the League in accordance with the prudent businessperson rule and as allowed by law and regulations, particular such laws and regulations governing investments by tax exempt and public benefit entities including the provisions of Corporations Code Section 5240.

6. The Board of Directors shall have the right and authority to suspend or bar completely from participation in League activities [or otherwise reasonably discipline] any team, player, coach, manager, team assistant, League official or any other person associated with the operation of this League or any of its member organizations.

ARTICLE 10: League Officers:

The President may appoint the League officers to the extent these offices are not filled at the AGM or elect to leave optional offices vacant. The President may also create and staff additional optional offices which offices will expire at the conclusion of his or her term.

1. The mandatory officers of the League are as follows:

A. President: The President shall conduct all meetings of the Board of Directors and the members. The President may appoint, at the beginning of each Tax year, any standing committees and committee chairmen. The President, or his/her designee, shall represent the League at CYSA district and state meetings as required.

B. Secretary: The Secretary shall keep an accurate record of all meetings, handle all correspondence, give notice of meetings and maintain the files of the League. The Secretary shall be responsible for the preparation of the annual report.

C. The Chief Financial Officer: Except as otherwise specifically provided herein, the Chief Financial Officer shall expend League funds only as provided for in the annual operating budget of the League (as amended from time to time) adopted by the Board of Directors or pursuant to a resolution of the Board of Directors. The Chief Financial Officer shall provide a receipt and shall deposit in a recognized bank in the name of this League all monies received. All accounts shall be paid by check or wire transfer and, if the amount exceeds \$500, shall be authorized by two persons, one of whom will be the Chief Financial Officer, the President or other board member approved by the board to authorize payment. The receipt book and vouchers shall be produced when required by the Board of Directors, properly balanced according to the bankbook or statement, whichever is up to date. The Chief Financial Officer shall be responsible for preparing any and all papers required to maintain the League's status as a California Nonprofit Public Benefit Corporation. The Chief Financial Officer shall oversee the preparation and timely filing of the League's U.S. and California informational tax returns.

D. Registrar: The League Registrar shall assure that all of the League's players, coaches and teams are properly registered with CYSA and that all required fees have been properly paid and recorded.

2. The optional officers of the League are as follows:

A. Vice-President(s): In the absence of the President, the senior Vice-President shall preside at meetings of the Board of Directors. The Vice-President(s) shall assist the President as requested by the President. . Without limiting the discretion of the President as otherwise indicated herein, the optional Vice President positions include:

a. Vice President - Commissioners: The VP - Commissioners shall manage the age group commissioners, run the age group meetings (August/September), maintain and interpret all League Rules & Regulations (and handle discipline issues with the President) and, with the President, run the Annual General Meeting of the League.

b. Vice President - Coaches: The VP - Coaches shall organize and oversee coaching clinics offered by the League. The VP - Coaches shall manage any coach-related issues that arise during the season.

c. Vice President - Equipment & Field Set Up: The League's VP - Equipment & Field Set Up shall obtain fields for League games and oversee the setup of and takedown of equipment on the fields.

d. Vice President - Game Day: The VP - Game Day shall coordinate all game day activities, particularly rain-related issues.

e. Vice President - Referees: The VP - Referees shall organize all referee and assistant referee clinics and courses offered by the League, recruit new referees, coordinate referee coverage for games and handle referee-related issues during the season.

f. Vice President - Registration: The VP - Registration shall monitor and assist the League's office staff in connection with registration tasks.

g. Vice President - Schedules: The League's VP - Schedules shall prepare and maintain the master schedule and standings for all age groups in coordination with each age group commissioner.

h. Vice President - Select Teams: The VP - Select Teams shall develop and coordinate policy related to select teams, interact with select teams and attend District and other meeting relating to select teams.

i. Vice President - Volunteer Coordinator: The VP - Volunteer Coordinator shall maintain a database of all of the League's volunteers. The VP - Volunteer Coordinator shall be responsible for scheduling and administering volunteer programs as requested by the Board of Directors of the League. The VP - Volunteer Coordinator shall certify volunteer credit and provide this information to the Chief Financial Officer.

B. Age Group Commissioners: An age group commissioner may be appointed for each age group (boys and girls) as may be established by the Board of Directors from time to time. Each age group commissioner shall provide guidance regarding the scheduling, play and reporting within his/her age group.

Officers shall serve for a term concurrent with the League's Tax Year. An individual may hold two or more offices concurrently except the President or chairman of the board may not currently act as the Secretary or Chief Financial Officer. The board may remove any individual from office(s) with or without cause except for an officer approved by the

members at an AGM, which officers may only be removed prior to expiration of their terms at a special general meeting of the members by a majority vote. At the discretion of the Board of Directors, any of the League's officer positions may be held concurrently by more than one person, each of whom shall be deemed to hold the particular office for all purposes herein and relating to the League, and all of whom shall share the duties of the particular office as described herein. Those persons serving concurrently at any time as a particular officer of the League may jointly delegate any specific duties of the particular office to a specific person serving in such office.

ARTICLE 11: Standing Committees

The following standing committees, and other committees as needed, may be appointed yearly by the Board of Directors.

- A. Rules and Revisions Committee
- B. Protest and Appeals Committee
- C. Registration Committee
- D. Credentials Committee

ARTICLE 12: Annual Membership

Each team applying for membership in this League shall submit yearly, with the appropriate fee(s), properly completed registration forms for the team and each player, coach and assistant coach, prepared in accordance with the current CYSA registration instructions and procedures.

ARTICLE 13: Board Meetings And Special General Meetings

1. Regular meetings of the Board of Directors will be held at least quarterly. The agenda for regular meetings may be as follows: A. Call to Order; B. Roll Call; C. Introduction of Guests; D. Acceptance of Minutes; E. Correspondence; F. Chief Financial Officer's Report; G. Committee Reports; H. Unfinished Business; I. New Business; J. Good of the Game; K. Adjournment.
2. A special general meeting may be called by the President of the League or any two of its Board of Directors for the purpose of removing any AGM-installed officer or Director of the League provided that all voting members are notified in writing at least thirty (30) days prior to said meeting of the time, date, location and purpose of said meeting. Only the specific matter defined in the written notice may be decided by vote at this meeting. Credentials, voting procedures and voting rights at any special general meeting shall be the same as at the annual general meeting as defined in these Bylaws.

3. At all meetings of the Board of Directors, fifty percent (50%) of the membership of Board of Directors shall constitute a quorum for the transaction of business. A director may not appear or vote by proxy.

ARTICLE 14: Seasonal and Tax Year

The seasonal year for membership/registration shall be as determined by CYSA (currently from September 1 through August 31). Insurance coverage shall be for the same period of time. The Tax Year of the League shall be from March 1 to March 1 of the subsequent seasonal year.

ARTICLE 15: Protests and Appeals

1. Only violations of the Articles, Bylaws, General Procedures and Specific Rules & Regulations of this League or CYSA and/or their misapplication shall be proper subjects to be considered for action.

2. Protests and appeals of red cards shall be as set forth in the League's Rules & Regulations. Other protests or appeals are to be in writing and delivered to the chairman of the Protest and Appeals Committee with a copy to the League's President within two (2) calendar days of the action being protested or appealed. A fee of \$200 must accompany the protest or appeal and will be returned only if the committee votes to uphold the protest or appeal. Any decision rendered by this Committee may be appealed to the full Board of Directors and then, if need be, to the CYSA Protest and Appeals Committee as per the CYSA Constitution, By-Laws and Rules & Regulations.

3. If the League's decision is appealed, the appeal will follow the rules set forth by CYSA.

4. In the matter of protests and appeals, no person associated with the operation of this League shall invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organizations, including a final appeal to the annual general meeting of the USYSA.

ARTICLE 16: Expulsion, Suspension Or Termination

The Board shall have the power to expel, suspend or terminate from the League a member team for the acts or conduct of its players, coaches, officials, parents and others associated with team that represent violent, dangerous, wanton, intentional, reckless or grossly negligent acts or behavior at League venues or events; serious violations of the Articles, Bylaws or Rules & Regulations of the League; open disregard for League officials and referees; other misconduct of a significant nature; or other substantive grounds which are contrary to the best interests of the League and its purposes.

Any expulsion, suspension or termination of a member team will be done in good faith and in a fair and reasonable manner, including that at a minimum a member team subject

to expulsion, suspension or termination shall be given at least 15 days prior notice of the intended expulsion, suspension or termination and the reasons therefor; and such member team will be given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or body authorized by the board to decide that the proposed expulsion, termination or suspension not take place. Any League or other fees paid by a team subject to expulsion, suspension or termination are nonrefundable.

This Article does not apply to discipline arising from issuance of red cards or the discipline of individuals by the board as permitted by the Bylaws and League Rules & Regulations.

ARTICLE 17: General Liability Insurance Policy

In addition to other insurance required by CYSA, the League shall maintained a general liability insurance policy in an amount (as of 1/1/99: \$1,000,000) sufficient under the provisions of California Corporations Code Section 5047.5 to invoke its protections for the benefit of noncompensated directors and officers of the League.

ARTICLE 18: Dissolution

Should this League be dissolved, all assets remaining after payment of all debts shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for the purpose of the development of youth soccer within the City and County of San Francisco.

ARTICLE 19: Rules of Order

The chair of any meeting of the League may proceed under informal rules of order adopted by the chair, unless a majority of the participants demand that the meeting proceed under formal rules of order, in which event Robert's Rules of Order [latest authorized addition] shall be followed insofar as such rules are not inconsistent with or in conflict with the Articles, Bylaws and Rules & Regulations of this League or of any organization with which this League is affiliated. Failure to follow Robert's Rules of Order shall not invalidate any action taken at a meeting unless said rules were in effect at the meeting, a rule of order was not followed and an objection was made at the time.

ARTICLE 20: Limit of Liability, Responsibility To Inspect and Waiver of Unsafe Conditions

The League shall not be responsible or liable for any injuries received by any person associated with a member team on any fields or other places used by it. Each team and player's parent acknowledges that the League does not own, control or maintain the fields, including the goals, on which League games are played, and that the League by scheduling a game on a field is not representing that the field is safe for play. Each team and player's parent agrees that it is their responsibility to inspect each field before play to

determine if the field is in safe condition, and by playing on the field accepts the field in its condition and waives any claim against the League for any injuries or damages resulting from the condition of the field, including the goals.

ARTICLE 21: General Provisions and Certain Definitions

SECTION in this Article 21 refers to the Section in the California Corporations Code. Some SECTIONS have been paraphrased or abbreviated for convenience, and reference should be made to the Corporations Code Section for the complete text applicable to these Bylaws. Matters in brackets have been added by these Bylaws to the SECTION material and adopted as part of these Bylaws.

SECTION 5012. Financial Statements. All references to financial statements mean statements prepared in conformity with generally accepted accounting principles or some other basis of accounting which reasonably sets forth the assets and liabilities and the income and expenses of the corporation and discloses the accounting basis used in their preparation.

SECTION 5015. Time Notice Is Given Or Sent. Any reference to the time notice is given or sent means, unless otherwise expressly provided, (a) the time a written notice by mail is deposited in the United States mails, postage prepaid; or (b) the time any other written notice, including facsimile, telegram or other electronic mail message, is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient; or (c) the time any oral notice is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or wireless, to the recipient, including the recipient's designated voice mailbox or address on such a system, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient. [Notice shall also be deemed given when posted on the League web site or given in a League game schedule.]

SECTION 5016. Written Notice Or Report - What Constitutes. A notice or report mailed or delivered as part of a newsletter, magazine, [game schedule] or other organ regularly sent to members shall constitute written notice or report pursuant to this division when addressed and mailed or delivered to the member, or in the case of members who are residents of the same household and who have the same address on the books of the corporation, when addressed and mailed or delivered to one of such members, at the address appearing on the books of the corporation. [A notice or report posted on the League web site or given in a League game schedule shall constitute written notice.]

SECTION 5031. Affiliated Defined. A corporation is an "affiliate" of, or a corporation is "affiliated" with, another specified corporation if it directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the other specified corporation.

SECTION 5032. Approved By The Board. "Approved by (or approval of) the board" means approved or ratified by the vote of the board or by the vote of a committee authorized to exercise the powers of the board, except as to matters not within the competence of the committee under Section 5212.

SECTION 5033. Approved By A Majority of All Members. "Approval by (or approval of) a majority of all members" means approval by an affirmative vote (or written ballot in conformity with Section 5513) of a majority of the votes entitled to be cast.

SECTION 5034. Approved by The Members. "Approval by (or approval of) the members" means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) or written ballot in conformity with Section 5513 or by the affirmative vote or written ballot of such greater proportion as may be provided in the bylaws for all or any specified member action.

SECTION 5035. Articles Defined. "Articles" includes the articles of incorporation, amendments thereto, amended articles, restated articles and certificates of incorporation.

SECTION 5037. Bylaw Defined. "Bylaws" includes amendments thereto and amended bylaws.

SECTION 5038. Board Defined. "Board" means the board of directors of the corporation.

SECTION 5047.5. Voluntary Officer Or Director Nonliability. (a) The Legislature finds and declares that the services of directors and officers of nonprofit corporations who serve without compensation are critical to the efficient conduct and management of the public service and charitable affairs of the people of California. The willingness of volunteers to offer their services has been deterred by a perception that their personal assets are at risk for these activities. The unavailability and unaffordability of appropriate liability insurance makes it difficult for these corporations to protect the personal assets of their volunteer decision makers with adequate insurance. It is the public policy of this state to provide incentive and protection to the individuals who perform these important functions. (b) Except as provided in this section, no cause of action for monetary damages shall arise against any person serving without compensation as a director or officer of a nonprofit corporation subject to Part 2 (commencing with Section 5110), Part 3 (commencing with Section 7110) or Part 4 (commencing with Section 9110) of this division on account of any negligent act or omission occurring (1) within the scope of that person's duties as a director acting as aboard member, or within the scope of that person's duties as an officer acting in an official capacity; (2) in good faith; (3) in a manner that the person believes to be in the best interest of the corporation; and (4) is in the exercise of his or her policymaking judgment. (c) This section shall not limit the liability of a director or officer for any of the following: (1) Self-dealing transactions, as described in Sections 5233 and 9243. (2) Conflicts of interest, as

described in Section 7233. (3) Actions described in Sections 5237, 7236 and 9245. (4) In the case of a charitable trust, an action or proceeding against a trustee brought by a beneficiary of that trust. (5) Any action or proceeding brought by the Attorney General. (6) Intentional, wanton or reckless acts, gross negligence, or an action based on fraud, oppression or malice. (7) Any action brought under Chapter 2 (commencing with Section 16700) of Part 2 of Division 7 of the Business and Professions Code. (d) This section only applies to nonprofit corporations organized to provide religious, charitable, literary, educational, scientific, social or other forms of public service that are exempt from federal income taxation under Section SECTION 501(c)(3) or SECTION 501(c)(6) of the Internal Revenue Code. (e) This section applies only if the nonprofit corporation maintains a general liability insurance policy with an amount of coverage of at least the following amounts: (1) If the corporation's annual budget is less than fifty thousand dollars (\$50,000), the minimum required amount is five hundred thousand dollars (\$500,000). (2) If the corporation's annual budget equals or exceeds fifty thousand dollars (\$50,000), the minimum required amount is one million dollars (\$1,000,000). This section applies only if the claim against the director or officer may also be made directly against the corporation and a general liability insurance policy is in force both at the time of injury and at the time the claim against the corporation is made, so that a policy is applicable to the claim. If a general liability policy is found to cover the damages caused by the director or officer, no cause of action as provided in this section shall be maintained against the director or officer. (f) For the purposes of this section, the payment of actual expenses incurred in attending meetings or otherwise in the execution of the duties of a director or officer shall not constitute compensation. (g) Nothing in this section shall be construed to limit the liability of a nonprofit corporation for any negligent act or omission of a director, officer, employee, agent or servant occurring within the scope of his or her duties. (h) This section does not apply to any corporation that unlawfully restricts membership, services or benefits conferred on the basis of race, religious creed, color, national origin, ancestry, sex, marital status, disability, political affiliation or age. (i) This section does not apply to any volunteer director or officer who receives compensation from the corporation in any other capacity, including, but not limited to, as an employee.

SECTION 5056. Member Defined. (a) "Member" means any person who, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote for the election of a director or directors or on a disposition of all or substantially all of the assets of a corporation ... "Member" also means any person who is designated in the articles or bylaws as a member and, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote on changes to the articles or bylaws

SECTION 5057. Membership Defined. A "membership" refers to the rights a member has pursuant to a corporation's articles, bylaws and the nonprofit corporation law.

SECTION 5069. Proxy Defined. "Proxy" means a written authorization signed by a member or the member's attorney-in-fact giving another person or persons power to vote on behalf of such member. "Signed" for the purpose of this section means the placing of

the member's name on the proxy ... by manual signature ... by the member or such member's attorney-in-fact.

SECTION 5070. Proxyholder Defined. "Proxyholder" means the person or persons 18 years of age or older to whom a proxy is given.

SECTION 5075. Vacancy Defined. "Vacancy" when used with respect to the board means any authorized position of director which is not then filled, whether the vacancy is caused by death, resignation, removal, change in the number of directors authorized in the articles or bylaws (by the board or the members) or otherwise.

SECTION 5077. Vote Defined. "Vote" includes, but is not limited to, authorization by written consent pursuant to subdivision (b) of Section 5211 and authorization by written ballot pursuant to Section 5513.

SECTION 5078. Voting Power Defined. "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 upon the happening of some condition or event which has not yet occurred

SECTION 5079. In Writing Defined. "Written" or "in writing" includes facsimile and telegraphic communication.

SECTION 5080. Written Ballot Defined. "Written ballot" does not include a ballot distributed at a special or regular meeting of members.

ARTICLE 22: Ratification

These Bylaws were adopted on March 1, 1999, by the Incorporator of the League.

Joseph Powell, Incorporator