

BYLAWS

Fremont Youth Sports Club

A CALIFORNIA NON-PROFIT CORPORATION

ARTICLE 1. OFFICES

The principal office of Fremont Youth Sports Club (hereinafter "Corporation" or "Club") in the State of California shall be located at the official mailing address of 44100 Old Warm Springs Blvd, Fremont, CA 94538. However, the Corporation may have such other offices as the Corporation may require from time to time.

ARTICLE 2. BOUNDARIES

Section 1. Geographical Boundaries:

The Club will serve as sports club for Fremont and the surrounding areas.

Section 2. Branches:

The Club reserves the right to setup branches if desired.

ARTICLE 3. MEMBERS

The Corporation shall have no members. All rights and powers shall be vested in the Board of Directors ("Board").

ARTICLE 4. BOARD OF DIRECTORS

Section 1. General Powers:

The business and affairs of the Corporation shall be managed and conducted by its Board of Directors.

Section 2. Number, Tenure and Qualifications:

The number of members placed on the Board of Directors shall be five (5). Each Director shall hold office for as long as they are qualified to serve, until their successor is elected and qualifies, or unless removed from the office by two-thirds (3/5) vote of the Board. The board reserves the right to setup an advisory board.

Voting members – President, Treasurer, Secretary, Elite Performance Officer, Committee Group Executive

Section 3. Regular Meetings:

The annual general meeting of the Board shall be held, without other notice than by this Bylaw, at the discretion of the current president.

Section 4. Special Meetings:

Special meetings of the Board may be set by the Board during any meeting or may be called by, or at the request of the President or any two (2) Directors. The person(s) who are authorized to call special meetings of the Board may fix any reasonable place, either within or without the State of California, as the place of holding any Special Meeting of the Board called by them.

Section 5. Notice:

Notice of any special meetings shall be given at least five (5) days previously by email. Any Director may waive notice of any meeting. The attendance of a Director at the meeting called shall constitute a "waiver of notice" of such meeting.

Section 6. Quorum:

50% of the Directors shall constitute a "quorum" for the transaction of business at any meeting of the Board, but if less are present, the meeting may be adjourned from time to time without further notice.

Section 7. Act of the Board:

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the Act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Informal Action by Directors:

Any action required to be taken at a meeting of the Directors or any other action taken at a meeting of Directors, may be taken without an actual meeting, if a consent, duly signed, in writing, setting forth the action so taken, shall be received from all the Directors. The signature of any Director upon the minutes of a Meeting shall be deemed such consent in writing to the action reflected to have been taken at such meeting by the minutes.

Section 9. Vacancies:

Any vacancy occurring on the Board by the death of, resignation of or removal of a Director or by reason of an increase in the number of Directors shall be filled by the remaining members of the Board.

Section 10. Parliamentary authority and order of business:

All meetings of the Board will be conducted in accordance with Roberts Rules of Order. The following order of business will be used at all regular meetings: 1. Call to order; 2. Reading and acceptance of the minutes of the previous meeting; 3. Financial report; 4. Reports by Officers; 5. Old Business; 6. New Business; 7. Miscellaneous items; 8. Set date for next meeting; 9. Adjournment.

ARTICLE 5. OFFICERS

The executive officers of the corporation shall be the President, Secretary, and Treasurer. An additional board of directors will be voted on by the executive officers, and these positions will be of Community Group Executive and Elite Performance Advisor.

Section 1. President:

The chief executive officer of the corporation shall be the President. He shall be elected by the Board and shall have the management powers of the corporation. His duties shall include but are not limited to administration of the corporation, including general supervision of the policies of the corporation as well as general management. The President shall execute contracts, mortgages, loans and bonds under the seal of the corporation. The President shall have such other powers as may be determined by the Board, by resolution.

Section 2. Secretary:

The Secretary, elected by the Board, shall keep the minutes of meetings of the Board. The Secretary shall have charge of the minute books, seal and all other official documents of the corporation. The Secretary shall have such other powers as delegated by the President.

Section 3. Treasurer:

The Treasurer, elected by the Board, shall have the power to manage the financial affairs of the corporation. The Treasurer shall keep books and records of financial affairs and make such available to the President and the Board upon request. The Treasurer may make recommendations to the officers and directors in regard to the financial affairs of the corporation. The Treasurer shall secure an annual independent audit of the financial affairs of the corporation, if requested by the Board. The Treasurer shall prepare quarterly financial statements and shall file such annual reports as are required by law with the appropriate State and Federal agencies. The Treasurer shall pay all annual membership dues as required by the MSA.

Section 4. Executive Board:

The officers of the Corporation shall serve as the Executive Board. The Executive Board shall have the power to manage the day to day affairs of the Corporation. This shall include, but is not limited to, the interpretation and execution of policies enacted by the Board of Directors and such other actions as may be required. The Executive Board shall meet at the discretion of the President or any 2 Officers.

Section 5. Qualifications and Term of Office:

The officers of the corporation shall be elected by the Board and shall serve until a successor has been duly elected and qualified, or until their death, resignation or removal.

Section 6. Removal:

Any Officer or agent of the corporation may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

Section 7. Vacancies:

Any vacancy in office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board. The President has the final decision when replacing a board member.

Section 8. Salaries:

The salaries of the Officers, or other staff persons, shall be fixed from time to time by the Board and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation. No officer of the corporation shall vote on their own compensation.

ARTICLE 6. CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 1. Contracts:

The Board may authorize any officer or officers, or agent or agents, 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.

Section 2. Loans:

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.:

All checks, drafts or other orders for payment of monies, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer, or signed, from time to time, as determined by resolution of the Board.

Section 4. Deposits:

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5. Gifts and Contributions:

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 7. SEAL FOR THE CORPORATION

The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, and which shall be in the form as hereon impressed.

ARTICLE 8. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board and shall keep at the principal office or such other place as designated, a record giving the names and addresses of the Board of Directors entitled to vote. Such records may be inspected by any Director or Officer.

ARTICLE 9. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The signature of any Director to the minutes of a meeting shall be deemed a waiver of any notice thereon required of any holding of such meeting or the business transacted therein.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board, by a two-thirds (2/3) vote thereon.

ARTICLE 11. FISCAL YEAR

The fiscal year of the Corporation shall end of the last day of December of each year.

ARTICLE 12. DISSOLUTION OF THE CLUB

Section 1. Dissolution can only be completed with a two-thirds (2/3) majority vote at the Annual Meeting.

Section 2. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to another tax-exempt charitable organization.

Section 3. Should the Club merge with another club, all assets shall be transferred to the surviving entity by the end of the fiscal year.

ARTICLE 13. INDEMNIFICATION

Section 1. The corporation shall, to the extent legally permissible, indemnify each person who serves or who has served at any time as an officer, director, committee member, volunteer, agent or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation.

Section 2. Indemnification shall be made by the corporation only if it is determined that the person acted in good faith and in a manner the person reasonably believed to be in the best interest of this corporation and in the case of a criminal proceeding had no reasonable basis to believe the conduct was unlawful by a majority vote of a quorum of directors who are not parties to the proceeding or the court in which the proceeding is pending upon application made by the corporation or person.