

BYLAWS OF: ROSEMONT COMMUNITY BOOSTERS

(a nonprofit public benefit corporation incorporated with the State of California)

ARTICLE 1. NAME

- a. *Name.* The name of this corporation is ROSEMONT COMMUNITY BOOSTERS (“BOOSTERS” or “corporation”).

ARTICLE 2. PURPOSES AND LIMITATIONS

- a. *General Purposes.* This corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- b. *Specific Purposes.* Within the context of the general purposes stated above, the specific purpose of this corporation is to raise money to support and enrich the Rosemont community of the Sacramento, California area’s youth athletic, academic, club, and extracurricular activities.
- c. *Limitations.* No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person.

ARTICLE 3. LOCATION OF PRINCIPAL OFFICE

- a. *Principal Office.* The principal office for the transaction of the corporation's activities and affairs shall be located in California. The Board of Directors ("Board") may change the principal office from one location to another so long as it remains in California.
- b. *Other Offices.* The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 4. MEMBERSHIP

- a. *Members.* This corporation shall have no members. To the extent any donor, contributor, or other person is referred to as a “member” in any corporate materials, it shall be understood that such donor, contributor, or person is not a statutory member as contemplated by the California Nonprofit Public Benefit law and has no voting or other rights in the corporation.

ARTICLE 5. BOARD OF DIRECTORS

a. Powers.

1. *General Corporate Powers.* Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.
2. *Specific Powers.* Without prejudice to the general powers outlined in subsection (1) above, but subject to the same limitations, the Board may do the following:
3. *Policies.* Adopt policies, rules, and procedures for the management and operation of the corporation.
4. *Administration.* While the corporation is operated solely by volunteers and may continue that way, the Board, should it have the resources and wish to do so, may retain an employee, or a management firm, or contract with another entity to administer the day-to-day activities of the corporation. An individual paid to manage the day-to-day activities of the corporation shall be known as the Executive Director. The Board may also employ, retain, or authorize the employment of other employees, independent contractors, agents, accountants, and legal counsel as it occasionally deems necessary or advisable in the corporation's interest, prescribe their duties, and fix their compensation.
5. *Bonds.* The corporation may require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bonds.
6. *Borrowing money.* The Board may borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes in the corporate name, promissory notes, bonds, debentures, deeds of trusts, mortgages, pledges, liens, and other evidence of debt and securities.
7. *Gifts.* The Board may receive and accept gifts, devices, bequests, donations, annuities, and endorsements of real and personal property, and use, hold, and enjoy the same, both as to principal and income and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests, or purposes of this corporation.
8. *Contributions.* The Board may make such contributions as it determines necessary and advisable to further the interests and purpose of this corporation.
9. *Fiscal Year.* The Board may establish and change the fiscal year of the corporation.
10. *Contracts.* The Board may enter into contracts and agreements with individuals, public entities, and private entities to advance the purposes for which the corporation is organized.

11. *Property.* Acquire, construct, possess, and sell, real, personal, and intellectual property.
12. *Bank Accounts and Special Funds.* Establish one or more bank accounts and/or special funds to accomplish and further the corporation's purposes.
13. *Committees.* Appoint committees as provided in these bylaws.
14. *Other.* Do and perform all acts and exercise all powers incidental to, in connection with, or deemed reasonably necessary for the proper implementation of the corporation's purposes.

b. Number and Qualification of Directors.

1. *Number.* The Board shall consist of four (4) directors.
2. *Qualifications.* All directors must be individuals dedicated to this corporation's purposes as set forth in Article 2 sections a and b.

c. Election; Term of Office; Term limits. The Board shall nominate and elect directors to available positions for a period of two (2) years. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected to the Board.

d. Removal of Directors. A director may be removed from the Board at any time, with or without cause, by a two-thirds (2/3) vote of all the other directors on the Board.

e. Vacancies on Board.

- 1) *Events Causing Vacancy.* The vacancy or vacancies on the Board shall exist on the occurrence of either of the following:
 - a) The death or resignation of any director.
 - b) The removal of a director by the Board.
 - c) The declaration by a resolution of the Board of a vacancy in the office of a director who has been declared of an unsound mind by an order of the court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.
 - d) The increase of the authorized number of directors.
- 2) *Resignations.* Except as provided below, any director may resign by giving written notice to the President or Secretary of the Board. The resignation shall become 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 is left without a duly appointed director or directors.

- 3) *Filling Vacancies.* The Board may fill vacancies on the Board at any properly called and noticed meeting where a quorum is present. The individual filling a vacancy director position shall serve until the end of the director's term whose vacancy they are filling.
- 4) *No Vacancy on Reduction of the Number of Directors.* Notwithstanding the provisions elsewhere in Article V, reduction of the authorized number of directors shall not result in the removal of any director before that director's term of office expires.

f. Board Meetings.

- 1) *Quarterly Meetings.* The Board shall hold quarterly meetings during the year to organize, elect officers and directors, and conduct transactions with other businesses. Notice of the quarterly meetings shall be given as outlined in subsection (4) below.
- 2) *Special Meetings.* Special Meetings of the Board for any purpose may be called at any time by the President or any two directors. Notice of any special meeting shall be given as outlined in subsection (4) below.
- 3) *Place of Meetings.* The annual and any special meetings of the Board shall be held at any place within or outside California designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the corporation's principal office.
 - a. *Format of Meetings.* Meetings may be held in person, by telephone, videoconference, or electronic transmission. Directors may participate in a meeting of the Board using conference telephone, electronic video screen communication, or electronic transmission by and to the corporation, as specified in California Corporations Code section 20 and 21.
 - b. *Virtual Participation.* Virtual participation in a meeting using conference telephone or electronic video screen communication constitutes presence in person if all directors can hear one another. Participation in a meeting using electronic transmission by and to the corporation, other than conference telephone and/or electronic video screen communication constitutes presence in person at that meeting if both of the following apply:
 - (1) Each director in the meeting can communicate with all other directors concurrently; and
 - (2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or interpose an objection to a specific action to be taken by the corporation.

- 4) *Notice.* Notice of the quarterly and any special meetings of the board, shall be given to each director at least (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered, delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (pursuant to California Corporations Code section 20). Notice shall be deemed delivered when deposited in the U.S. Mail (if being sent by first-class mail), or with an express mail service, postage prepaid, or when received if delivered personally by telephone, or on its confirmation of delivery if by electronic transmission. A notice or waiver of notice need not specify the purpose of any Board meeting.
- 5) *Waiver of Notice.* Notice of a meeting need not be given to any director, who, before the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the meeting minutes. The waiver or notice of 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 meeting minutes. Notice of a meeting need not be given to any director who attends the meeting and does not protest the lack of notice to him or her before or at the commencement of the meeting.
- 6) *Proof of Notice.* Documentation of how the notice of a quarterly or special meeting was delivered to the directors of the Board shall be lodged with the Secretary and filed with the corporate records or made a part of the meeting minutes. The proof of notice shall be lodged by the President or by the two directors calling a Special Meeting as outlined in subsection (2) above.
- 7) *Quorum/Act of the Board.* A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Except as specifically provided in these bylaws, or in the California Nonprofit Public Benefit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum was present shall be the act of the Board. A meeting at which a quorum is initially resent may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- 8) *Adjournment.* A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of the adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice shall be given as outlined in section (4) above.
- 9) *Action by Written Consent.* Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. The written consents shall be filed with the minutes of the

proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.

10) *Voting Power.* For all purposes, the voting of power of each voting director shall be one vote.

11) *Closed Sessions.* Any meeting of the Board, or portion thereof, may be closed by the President so that only directors and individuals deemed necessary to be present by the President are present.

12) *Attendance.* Any director who misses three (3) consecutive Board meetings shall automatically lose their seat on the Board. The President will immediately notify the director in writing regarding the removal after the third missed Board meeting.

a. The Board may waive this provision to a particular director by a majority vote. The Board's waiver of the automatic removal provision can be based upon an acceptable excuse tendered to the Board or any other justification deemed appropriate. Any vacancy created by this provision shall be filled in accordance with Article 5(c) above.

g. *Compensation and Reimbursement.* Directors shall not receive compensation for their services on the board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable when the resolution is adopted.

h. *Property Rights.* No director shall have any property rights in any assets of the corporation.

ARTICLE 6. OFFICERS

a. *Officers of the Corporation.* The corporation's officers shall be a President, Vice President, Secretary and Treasurer. All officers must be directors.

b. *Election of Officers.* The corporation's officers shall be elected by and from the directors as necessary for the Board.

c. *Term Limits.* Officers shall serve at the pleasure of the Board for two-year terms. There is no limit to the number of terms an officer may serve if they are a director and continues to be elected to an officer position by the Board.

d. *Oath of Office.* At the beginning of each term of an officer's service on the Board as officers, officers shall swear or affirm to an oath of office, which shall state: "do solemnly swear (or affirm) that I will support and defend the Constitution of the United States and the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am

about to enter.” The oath shall be filled with the Secretary and made a part of the corporate records.

- e. *Removal of Officers.* Any officer may be removed from his/her officer position at any time, with or without cause, by a majority vote of the Board at any properly called meeting where a quorum is present.
- f. *Resignation of Officers.* An officer may resign at any time by giving the President or Secretary written notice. 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.
- g. *Vacancies in Office.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the directors present at any annual or special meetings of the Board where a quorum is present. The individual filling a vacant officer shall serve until the end of the term of the officer whose vacancy he or she is filling.
- h. *Responsibilities of the President.* The President of the Board shall preside at Board meetings and exercise and perform such other powers and duties as the Board may assign from time to time. If there is no paid management, the President shall be responsible for the day-to-day operation of the corporation with the assistance of the other Board members and officers.
- i. *Responsibilities of the Vice President.* If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers and be subject to all restrictions on the President. The Vice President shall have other powers and perform other duties as the Board, President, or bylaws may prescribe.
- j. *Responsibilities of the Secretary.*
 - 1. *Book of Minutes.* 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 committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept at the principal office in California, a copy of the Articles of Incorporation and the Bylaws as Amended.
 - 2. *Notices.* The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by these Bylaws.
 - 3. *Acting as President.* If both the President and Vice President are absent and/or unable to serve, the Secretary shall perform all duties of the President. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the President.

4. *Seal and Other Duties.* The Secretary shall keep the corporate seal in safe custody. The Secretary shall affix the seal to any true and correct copy of the corporation's records. The Secretary may perform other duties as the Board, the President, or the Bylaws may prescribe.

k. *Responsibilities of the Treasurer.*

1. *Books of Account.* The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer 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.

2. *Deposit and Disbursement of Money and Valuables.* The Treasurer 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 disperse 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 Treasurer and of the financial condition of the corporation, and shall have such powers and perform other such duties as the President, the Board, and/or the bylaws may prescribe.

ARTICLE 7. COMMITTEES

a. *Committees of the Board.* The Board, by resolution, may create one or more committees of the Board, each consisting of two or more directors, and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the board shall be made by the President. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

1. Fill vacancies on the Board or any committee that has the authority of the Board; or
2. Provide compensation for directors serving on the Board or on any committee; or
3. Amend or repeal Bylaws or adopt new Bylaws; or
4. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; or
5. Create any other committees of the Board or appoint the members of committees of the Board; or

6. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.
- b. *Notice Requirements for Committees of the Board.* Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings.
- c. *Quorum for Committees of the Board.* A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.
- d. *Advisory Committees.* The Board may also establish advisory committees comprised of any number of directors and/or other interested persons who are not directors. Appointments to advisory committees shall be made by the President. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision-making authority.
- e. *Meetings by Telephone or Video Conference or by Electronic Transmission.* Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner as for Board meetings.

ARTICLE 8. LIABILITY, INDEMNIFICATION, AND INSURANCE

- a. *Liability.* No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.
- b. *Right of Indemnity.* 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 Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, 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 by that section. "Expenses," as used in this Bylaw shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- c. *Approval of Indemnity.* On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

- d. *Advancement of Expenses.* 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 pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.
- e. *Insurance.* The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Section 5239 of the California Corporations Code.

ARTICLE 9. RECORDS AND REPORTS

- a. *Maintenance of Corporate Records.* The corporation shall keep:
 - 1. Adequate corporate books and records of accounts; and
 - 2. Written minutes of the proceedings of the Board and committees of the Board; and
 - 3. A record of each director's name, address, telephone number, facsimile number, and electronic mail address, if any.
- b. *Maintenance of Articles 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.
- c. *Inspection by Directors.* Every director shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.
- d. *Annual Report.* The Board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:
 - 1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year; and
 - 2. The principal changes in assets and liabilities, including trust funds; and
 - 3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes; and

4. The expenses or disbursements of the corporation for both general and restricted purposes; and
5. Any information required by section (e) of this article.

The annual report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement were prepared without audit from the corporation's books and records. This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

- e. *Annual Statement of Certain Transactions and Limitations.* If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:
 1. Any transaction:
 - A. In which the corporation, its parent or subsidiary was a party, and
 - B. In which an "interested person" had a direct or indirect material financial interest, and
 - C. Which involved more than \$50,000 or was one of a number of transactions with the same "interested person" involving in the aggregate more than \$50,000.
 2. The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.
 - A. Any indemnifications or advances aggregating more than \$10,000 which were paid during the fiscal year to any officer or director of the corporation.

ARTICLE 10. MISCELLANEOUS

- a. *Fiscal Year.* Unless changed by the Board, the fiscal year of the corporation shall begin on July 1 and end on June 30.

- b. *Conflict of Interest.* The Board will adopt a Conflict of Interest Policy and each Board member and committee member shall annually sign a statement that they have received, read, understood, and agreed to comply with such policy.
- c. *Intellectual Property.* All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, and contributor lists, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.
- d. *Required Filings and Disclosures.* The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General's office, the Internal Revenue Service, and the Franchise Tax Board.
- e. *Construction and Definitions.* Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

ARTICLE 11. AMENDMENTS

- a. *Amendments.* Subject to any limitations in the Nonprofit Public Benefit Corporation Law, these Bylaws may be initially adopted, and thereafter amended, or repealed and new bylaws adopted, by a 2/3 vote of the Board at any properly called meeting where a quorum is present, so long as the amendments, proposed repeal, or new bylaws are provided to each director at least three (3) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on.

ARTICLE 12. DISSOLUTION

- a. *Voluntary Dissolution by Vote.* The corporation may be dissolved at any time by a three-fourths (3/4) vote of all the directors on the Board. If the Board votes in favor of dissolution, the directors shall promptly cease operations and proceed to wind up and dissolve the corporation.
- b. *Remaining Assets.* Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I hereby certify under penalty of perjury of the laws of California that I am the duly elected and authorized Secretary of Rosemont Community Boosters, a California nonprofit public benefit corporation; that the above Bylaws, consisting of thirteen (13) typewritten pages including this page, are the Bylaws of this corporation as adopted by the Board of Directors on April 8, 2024 and are the original bylaws as this corporation was incorporated on March 25, 2024.

Executed on this 8th day of April, 2024, at Sacramento, California.

Cheri Randall, Secretary

(seal)