

**BYLAWS**  
**OF**  
**CALIFORNIA NORTH REFEREE ADMINISTRATION**

**ARTICLE I**  
**PURPOSES AND AFFILIATION**

1.1 PRIMARY PURPOSE. The primary purpose of the corporation is to recruit, train, develop, instruct and evaluate individuals to officiate youth and amateur soccer matches, to provide competent and experienced officials for such matches, and to carry on other charitable activities associated with this purpose as allowed by law.

1.2 ADDITIONAL PURPOSES. The corporation may adopt and pursue additional purposes as may be identified by its board of directors, from time to time, which are not inconsistent with the primary purpose set forth above.

1.3 AFFILIATION. The corporation has been organized and is to be operated in a manner consistent with the bylaws and policies of the United States Soccer Federation, Inc. and for the primary benefit of youth and adult soccer programs sponsored and administered by (i) California Youth Soccer Association, Inc. (“**CYSA**”); (ii) by California Soccer Association North (“**CSAN**”); and (iii) other youth or adult soccer programs sanctioned and organized by the United States Soccer Federation, Inc. (“**USSF**”).

**ARTICLE II**  
**CORPORATE OFFICES**

2.1 PRINCIPAL OFFICE. The board of directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside such state and the corporation has one or more business offices in such state, then the board of directors shall fix and designate a principal business office in the State of California.

2.2 OTHER OFFICES. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

### **ARTICLE III MEMBERSHIPS**

There shall be no members of or memberships in the corporation. All corporate powers shall be exercised by or under the board of directors. The board of directors may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

### **ARTICLE IV BOARD OF DIRECTORS**

4.1 NUMBER AND MANNER OF SELECTION. There shall be five (5) directors of the corporation, as follows:

- (a) One person designated by CYSA;
- (b) One person designated by CSAN;
- (c) The State Referee Administrator for Northern California (“**SRA**”), as appointed under then-current USSF bylaws and/or policies.
- (d) Two directors at large jointly selected by the director of CYSA and the director of CSAN from nominations made by the SRA.

4.2 TERM OF OFFICE OF DIRECTORS. Subject to the provisions of Sections 4.3, 4.4 and 4.5, directors shall serve for a two (2) year term and until a successor has been designated and has agreed to fill the director’s position. No person may serve more than six (6) consecutive terms as a director.

4.3 PROVISIONAL APPOINTMENT. In the event of any vacancy in the board of directors created by resignation, removal, or death of a director, the person or entity permitted to fill such vacancy may designate a provisional director, who shall serve for a ninety (90) day term and until a successor has been designated and has accepted that position.

4.4 RESIGNATION AND VACANCIES. Any director may resign upon giving written notice to the chair of the board, the president, the secretary, or the board of directors. Resignation shall be effective upon delivery of the notice, unless the notice specifies a later time for that resignation to become effective. Vacancies in the board of directors, whether created by resignation or any other reason, shall be filled in a manner described in Section 4.1 above, so as to preserve the representation described therein. In the event that a vacancy in the board of directors is not filled by the person or the

entity with the power to do so, within 90 days after the vacancy is first created, the board of directors may fill that vacancy by a majority vote of the remaining directors, even if that majority constitutes less than a quorum.

A vacancy or vacancies in the board of directors shall be deemed to exist (i) in the event of the death, resignation or removal of any director; (ii) if the board of directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of the court or convicted of a felony; or (iii) if the authorized number of directors is increased.

**4.5 REMOVAL OF DIRECTORS.** Notwithstanding the term of office set forth in Section 4.2 above, a director may be removed at any time, with or without cause, by written notice from the person or entity who/which designated that person as a director. Written notice shall be provided to the director so removed and to the chair of the board, the president, the secretary, or the board of directors, and shall be effective upon delivery unless the notice specifies a later effective date.

**4.6 PLACE OF MEETINGS; MEETINGS BY TELEPHONE AND ELECTRONIC 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 resolution of the board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board may 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. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation; and all such directors shall be deemed to be present in person at the meeting so long as each director can hear each other in the case of meetings by conference telephone or electronic video screen communication, or can communicate with all other members concurrently in the case of meetings by electronic transmission by and to the corporation.

**4.7 REGULAR MEETINGS.** Regular meetings of the board of directors may be held without notice if the dates and times of such meetings are fixed by the board of directors.

**4.8 SPECIAL MEETINGS; NOTICE.** Special meetings of the board of directors for any purpose or purposes may be called at any time by the chair or co-chairs of the board, the president, any vice president, the chief financial officer, the secretary or any two directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone or by electronic transmission by the corporation or sent by first-class mail, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by telephone or by electronic transmission by the

corporation, it shall be delivered personally or by telephone or by electronic transmission by the corporation at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose or the place of the meeting, if the meeting is to be held at the principal executive office of the corporation.

4.9 QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.11 of these bylaws. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board of directors.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

4.10 WAIVER OF NOTICE. Notice of a meeting need not be given to any director (i) who provides a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (ii) who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such directors. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the board of directors.

4.11 ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

4.12 NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, then notice of the time and place of the adjourned meeting shall be given before the adjourned meeting takes place, in the manner specified in Section 4.8 of these bylaws, to the directors who were not present at the time of the adjournment.

4.13 BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING. Any action required or permitted to be taken by the board of directors may be taken without a meeting, provided that all members of the board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent and any counterparts thereof shall be filed with the minutes of the proceedings of the board.

4.14 FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement of expenses as may be fixed or determined by resolution of the board of directors. This Section 4.14 shall not be construed to preclude any director from serving

the corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation for those services.

4.15 INTERESTED PERSONS AS DIRECTORS. No more than 49% of the persons serving on the board may be “interested persons.” An interested person is (i) any person 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 such person. However, any violation of this section shall not affect the validity or enforceability of transactions entered into by the corporation.

## **ARTICLE V TRANSACTIONS WITH OFFICERS AND DIRECTORS**

5.1 CONTRACTS WITH DIRECTORS. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation’s directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) the material facts regarding that director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board’s consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if 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 because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

5.2 LOANS TO DIRECTORS AND OFFICERS. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

5.3 INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in California Corporations Code (“Code”) §5238(a), including persons formerly occupying any such positions, 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 in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Code.

On written request to the board by any person seeking indemnification under Code §5238(b) or §5238(c), the board shall promptly decide under Code §5238(e) whether the applicable standard of conduct set forth in Code §5238(b) or §5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Code §5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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 under Section 5.3 of these bylaws in defending any proceeding covered by that Section 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 found that the person is entitled to be indemnified by the corporation for those expenses.

5.4 INSURANCE. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

5.5 CONTRACTS WITH OFFICERS. Subject to the provisions set forth herein or in California law as they relate to self-dealing transactions and conflicts of interest, nothing herein shall prevent the directors from entering into agreements, from time to time, providing compensation and/or expense reimbursement to officers of the corporation.

///

///

///

## **ARTICLE VI RECORDS AND REPORTS**

6.1 DIRECTOR'S INSPECTION RIGHTS. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

6.2 MAINTENANCE AND INSPECTION OF BYLAWS. The corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and bylaws, as amended to the current date, that shall be open to inspection by members of the board of directors at all reasonable times during office hours.

6.3 ANNUAL REPORT. The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (4) The corporation's expenses or disbursements for both general and restricted purposes;
- (5) Any information required by Section 6.4 of these bylaws; and
- (6) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements 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. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

6.4 ANNUAL STATEMENT. As part of the annual report to all members of the board of directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually

prepare and mail, deliver, or send by electronic transmission to each director a statement of any transaction or indemnification of the following kind:

(1) Any transaction (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an “interested person” had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either

(i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

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.

(2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 5.3 of these bylaws, unless that indemnification has already been approved by the members under Code §5238(e)(2).

## **ARTICLE VII COMMITTEES**

7.1 COMMITTEES OF DIRECTORS. The board of directors may, by resolution adopted by a majority of the authorized number of directors, designate one (1) or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

(1) The filling of vacancies on the board or in any committee which has the authority of the board.

(2) The fixing of compensation of the directors for serving on the board or on any committee.

(3) The amendment or repeal of bylaws or the adoption of new bylaws.

(4) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable.



(5) The appointment of committees of the board or the members thereof.

(6) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Code Section 5233.

7.2 MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these bylaws, Section 4.6 (place of meetings), Section 4.7 (regular meetings), Section 4.8 (special meetings and notice), Section 4.9 (quorum), Section 4.10 (waiver of notice), Section 4.11 (adjournment), Section 4.12 (notice of adjournment) and Section 4.13 (action without meeting), with such changes in the context of these bylaws as are necessary to substitute the committee and its members for the board of directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the board of directors, and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## **ARTICLE VIII OFFICERS**

8.1 OFFICERS. The officers of the corporation shall be a president, a secretary and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chair of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed in accordance with the provisions of Section 8.3 of these bylaws. Any number of offices may be held by the same person provided, however, that the office of president or chair of the board (if created) cannot concurrently be held by the person serving as the corporation's secretary, treasurer, or chief financial officer.

8.2 ELECTION OF OFFICERS. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 8.3 or Section 8.5 of these bylaws, shall be chosen by the board, subject to the rights, if any, of an officer under any contract of employment.

8.3 SUBORDINATE OFFICERS. The board of directors may appoint, or may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine.

8.4 REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the board of directors at any regular or special meeting of the board or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

8.5 VACANCIES IN OFFICES. 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.

8.6 CHAIR OF THE BOARD. The chair of the board, if such an officer be elected, shall, if present, preside at meetings of the board of directors and exercise and perform such other powers and duties as may from time to time be assigned to the chair by the board of directors or as may be prescribed by these bylaws. If there is no president, then the chair of the board shall also be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 8.7 of these bylaws.

8.7 PRESIDENT. Subject to such supervisory powers, if any, as may be given by the board of directors to the chair of the board, if there be such an officer, the SRA shall be the president of the corporation, who shall function as the chief executive officer and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and the officers of the corporation. The president shall preside at all meetings of the board of directors. The president shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

8.8 VICE PRESIDENTS. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors, these bylaws, the president or the chair of the board.

8.9 SECRETARY. The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, and committees

of directors. The minutes shall show the time and place of each meeting, whether regular or special (and, if special, how authorized and the notice given), the names of those present at directors' meetings or committee meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all meetings of the board of directors required to be given by law or by these bylaws. The secretary shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these bylaws.

8.10 CHIEF FINANCIAL OFFICER. The chief financial officer, who may also be referred to as the corporation's "treasurer", shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any director.

The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the board of directors. The chief financial officer shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

## **ARTICLE IX GENERAL MATTERS**

9.1 CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. From time to time, the board of directors shall determine by resolution which person or persons may sign or endorse all checks, drafts other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

9.2 CORPORATE CONTRACTS AND INSTRUMENTS: HOW EXECUTED. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

9.3 CONSTRUCTION; DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Code shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a corporation and a natural person. "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission by a corporation to an individual shareholder or member under the Code is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c)(1)).

"Electronic transmission to the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to directors or other persons for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the person or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

"Electronic transmission by and to the corporation" has the meanings set forth above under the definitions "electronic transmission by the corporation" and "electronic transmission to the corporation".

## **ARTICLE X AMENDMENTS**

These bylaws may be amended by the board of directors at any regular or special meeting by a simple majority of the directors then in office.

CERTIFICATE OF SECRETARY [Corporations Code Section 314]

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of California North Referee Administration, a California nonprofit public benefit corporation;
2. That the foregoing Bylaws, consisting of X Articles and 13 pages (including this page), are the bylaws of this corporation as adopted by its board of directors on \_\_\_\_\_;
3. And that these bylaws have not been amended or modified since that date.

Executed on April \_\_\_\_\_, 2012 at \_\_\_\_\_, California.

\_\_\_\_\_  
Robert Fleck, Secretary