

BYLAWS OF
UNIVERSITY HIGH SCHOOL AQUATICS BOOSTER CLUB
a California Non-Profit Public Benefit Corporation

I. GENERAL

Name of corporation

Section 1.01. The name of the corporation is University High School Aquatics Booster Club (the "corporation").

Principal Offices

Section 1.02. The executive board shall fix the location of the principal office of the corporation at any place within the County of Orange, State of California. The principal office is currently 4771 Campus Drive, #550, Irvine, California 92612. The executive board may change the location of the principal office.

Other Offices

Section 1.03. The corporation may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

Dedication of Assets

Section 1.04. The corporation's assets are irrevocably dedicated to charitable and public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

II. MEMBERS

One Class of Members

Section 2.01. The corporation shall have one class of members, designates as regular voting members. The voting and other rights, interests, and privileges of each regular voting member shall be equal. Member and spouse may each be a regular voting member.

Annual Enrollment

Section 2.02. The corporation shall conduct an annual enrollment of members but may admit new members at any time on such terms as the executive board shall determine.

Membership will be valid from the date of enrollment to the immediately following June 30th. There shall be no limit on the number of members of the corporation.

Nondiscrimination

Section 2.03. Membership shall be granted to any person, without regard to gender, race, color, creed, or national origin, who supports the aquatics booster club program of University High School and pays the annual membership dues as established by the executive board.

Non-liability of Members

Section 2.04. No member of the corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Voting Rights

Section 2.05. All members shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the corporation's assets, on any merger, and on any election to dissolve the corporation. The members shall additionally have all rights afforded to them under the California Nonprofit Public Benefit corporation law. If not otherwise fixed by the executive board, the record date for determining members entitled to receive notice of a meeting of members shall be the business day immediately preceding the day on which notice is given or, if notice is waived, the business day immediately preceding the day on which the meeting is held. If not otherwise fixed by the executive board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

Termination of Membership

Section 2.06. Membership shall terminate on the occurrence of any of the following events:

- A. Resignation of the member;
- B. Expiration of the period of membership, unless the membership is renewed on terms fixed by the executive board;
- C. Failure of the member to timely pay dues, fees, or assessments as set by the executive board; and
- D. Any event that renders the member ineligible for membership, or failure by the member to satisfy membership qualifications.

Prohibited Transactions

Section 2.07. This corporation shall not lend any money or property to or guarantee the obligation of any member without the approval of the California Attorney General; provided, however, that the corporation may advance money to a member of the executive board for expenses reasonably anticipated to be incurred in the performance of the board member's duties if that board member would be entitled to reimbursement for such expenses by the corporation.

III. MEMBERSHIP MEETINGS

Annual Meetings

Section 3.01. The annual meeting of the corporation's members shall be held at the principal office of the corporation or at another place determined from time to time by the executive board. The annual meeting shall be held at 7:00 p.m. on the first Thursday of April of each year if not a legal or Irvine Unified School District holiday (but if a legal holiday, then on the next day not a legal holiday), or at another time in each year as determined from time to time by the executive board. The annual meeting shall be for the purpose of electing directors and considering reports. On due notice, matters that can properly be considered and acted on at a special meeting may also be considered and acted on at an annual meeting, in which case the annual meeting shall also be considered as, and shall be, a special meeting. If the annual meeting is not held, or if directors are not elected at the annual meeting, a special meeting may be called and held for that purpose.

Special Meetings

Section 3.02. Special meetings of the membership may be called by a majority vote of the executive board or the president or 5 percent or more of the members. A special meeting (other than called by vote of the executive board) shall be called by written request specifying the general nature of the business proposed to be transacted and submitted to the president or any vice president or the secretary of the corporation. The officer receiving the written request shall promptly provide notice to the executive board which shall then set the date, time, and location of the meeting and give notice of the special meeting to the members entitled to vote. The meeting date shall be at least 35 days but no more than 90 days, after receipt by the executive board of the request. If the notice is not given by the executive board to the membership within 20 days of the request, the person or persons requesting the meeting may then give notice. Nothing in this section shall be construed to limit, fix, or affect the time at which a meeting of the members may be held when the meeting is called by the executive board. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

General Meetings

Section 3.03. The executive board shall set a schedule for a general meeting of the membership for the purposes of conducting such business as may lawfully come before the corporation. Notice of any such meeting shall be in writing and shall be given at least 10 days before the meeting date. Notice posted at University High School or on the corporation's

website shall satisfy the requirement for notice under this article. Such general meetings shall be monthly during the academic year.

Notice of Annual or Special Membership Meetings

Section 3.04. A written notice of annual or special membership meetings, stating the time, place, and in the case of special meetings, the object or objects of the meetings, shall be given by or at the direction of the president to each member entitled to vote at the meeting. The notice shall specify the date, time, and location of the meeting. Notice posted on the corporation's website shall satisfy the requirement for notice under this article. For the annual meeting, the notice shall state the matters that the executive board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. No failure or irregularity of notice of meeting shall invalidate the meeting or any proceeding or action taken at the meeting, and actual attendance at any meeting without protest prior to commencement of the meeting shall constitute a waiver. Notice of meetings may be waived by any member or by all the members pursuant to law.

Quorum

Section 3.05. Seven members shall constitute a quorum sufficient for the taking of any action submitted to a vote at a meeting of the members. Once a quorum is achieved, a meeting may continue until adjournment regardless of whether attendance drops below the number sufficient to constitute a quorum. Under such circumstances, any action other than adjournment must be approved by at least a majority of the members required to constitute a quorum.

Voting

Section 3.06. Each member entitled to a vote may cast one vote on each matter submitted to a vote of the members. Subject to the California Nonprofit Public Benefit Corporation Law, the privilege of making motions, debating, and voting is limited to members of the corporation who are present and whose dues are paid, and who have been members of the organization for at least the previous thirty days. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each member shall vote in person. Voting proxies are prohibited.

Adjournment

Section 3.07. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the members at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is

entitled to vote at the meeting. Notice posted on the corporation's website shall satisfy the requirement for notice under this article. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

IV. EXECUTIVE BOARD

Establishment of an Executive Board

Section 4.01. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the articles of the corporation and these bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of an executive board consisting of at least 5 but no more than 15 persons. The executive board shall be comprised of all elected officers, the Aquatics Director and the chairman of each committee. A quorum shall be determined by the total number of board members then in office, not by the number authorized.

Election and Term of Office

Section 4.02. All officers other than the Aquatics Director shall be elected at the annual membership meeting, or, if not then elected for whatever reason, at a special membership meeting called for that purpose. Each officer shall hold office during good behavior until the expiration of the term for which he or she was elected and shall continue in office until a successor is elected, or until earlier resignation, removal from office, or death. Each officer's term of office shall be one year, from the annual meeting date to the next succeeding annual meeting date.

Removal of Officer

Section 4.03. In the event the executive board determines, in its discretion, that an officer is not fulfilling the responsibilities of the office as prescribed in the bylaws, or has engaged in conduct which the executive board determines to be injurious to the corporation or its purposes, the executive board may, by a two-thirds affirmative vote, take such action as it determines appropriate, including removal of the officer from any position on the executive board.

Vacancies

Section 4.04. Any vacancy occurring in the executive board shall be filled by a majority vote of the remaining members of the executive board. Interim directors appointed in this manner shall hold office until the next annual shareholders' meeting. If the vote of the remaining members of the executive board results in a tie, the vacancy may be filled by a vote of the shareholders at a special meeting called for that purpose.

Duties of the Executive Board

Section 4.05. The president shall preside over all meetings of the members and of the executive board. He shall be the corporation's chief executive officer with the rights and

responsibilities typical of such chief executives. Under the direction of the president or his designee, the executive board:

- A. shall transact necessary business between meeting of the corporation and such other business as may be referred to it by the corporation;
- B. may authorize the payment of corporate bills within the limits of the budget adopted by the corporation. Such action must be ratified at the next meeting of the corporation and be recorded in the minutes;
- C. may authorize the payment of other unbudgeted organization bills not to exceed a cumulative total of \$500.00 between meetings of the corporation. Ratification of payment of these bills must occur at the next meeting and be recorded in the minutes;
- D. shall create committees as deemed necessary to carry on the work of the corporation;
- E. shall fill vacancies in any office, including that of president;
- F. shall present a report at meetings of the corporation; and,
- G. shall receive a financial report from the treasurer at each meeting.

Meetings of the Executive Board

Section 4.06. Meetings of the executive board may be held at any place within or outside California that has been designated by resolution of the executive board or in the notice of the meeting or, if not so designated, at the principal office of the corporation. Meetings of the executive board may be called for any purpose at any time by the president, any vice president, the secretary, or any two board members. The executive board may permit any officer to participate in any meeting of the executive board by means of conference telephone, video screen communication, or other communications equipment. A majority of the executive board members appearing in person or electronically at the meeting shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of board members present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a board member has a direct or indirect material financial interest, (b) creation of and appointments to committees of the board, and (c) indemnification of board members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some board members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Notice of Executive Board Meetings

Section 4.07. Notice of the time and place of any meeting of the executive board shall be given to each member of the executive board by (a) personal delivery; (b) first-class, postage

prepaid mail at the member's last known address of record; (c) telephone, including a voice message system, either to the member or to a person who would reasonably be expected to communicate notice promptly; (d) facsimile; or, (e) electronic mail. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting; notices given by other means shall be given at least 48 hours before the time set for the meeting. Notice may be waived by any member of the executive board; attendance at an executive board meeting by a member of the executive board shall constitute a waiver of any defect in notice.

Action Without a Meeting

Section 4.08. Any action that may be authorized or taken at a meeting of the executive board may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the officers. The writing or writings shall be filled with or entered on the records of the corporation.

V. OFFICERS

General Provisions

Section 5.01. Each officer or member of the executive board shall be a member of the corporation and shall serve without compensation. Any two of the following officers are authorized to sign corporation checks: president, treasurer, and secretary. The authorized signers shall not be related by blood or marriage, or reside in the same household.

Title and Duties of Officers

Section 5.02. The organization shall have a total of 9 officers whose titles and duties are as follows:

1. **President.** The president shall (a) coordinate the work of the officers and committees of this organization; (b) preside at all meetings of the executive board or membership; (c) sign all warrants; (d) serve as official representative of the organization; (e) ensure all newsletters, fliers, and/or notices are approved by the University High School principal or designee (including the Aquatics Director), prior to distribution; (f) have all contracts and/or legally binding documents approved by the organization prior to any two elected officers signing such document; (g) coordinate the duties with the University High School principal, or designee (including Aquatics Director; and (h) perform all duties incident to the office and such other duties as provided in these bylaws or as may be prescribed by the executive board.

2. **Vice President, Swimming.** The vice president, swimming, shall perform the duties of the president in the absence or disability of the president to act. The vice president shall (a) conduct membership enrollment for the swim team members; (b) keep an accurate membership roll to be available at each monthly meeting; and, (c) perform such other duties as may be prescribed by the executive board. In addition, such officer shall (a) give a receipt of all

monies received, keeping an accurate account thereof, and deposit in a bank approved by the executive board, and give a copy of the deposit slip to the treasurer.

3. Vice President, Girls' Water Polo. The vice president, girls' water polo shall (a) conduct membership enrollment for the girls' polo members; (b) keep an accurate membership roll to be available at each monthly meeting; and, (c) perform such other duties as may be prescribed by the executive board. In addition, such officer shall (a) give a receipt of all monies received, keeping an accurate account thereof, and deposit in a bank approved by the executive board, and give a copy of the deposit slip to the treasurer.

4. Vice President, boys' water polo. The vice president, boys' water polo, shall (a) conduct membership enrollment for the boys' polo team members; (b) keep an accurate membership roll to be available at each monthly meeting; and, (c) perform such other duties as may be prescribed by the executive board. In addition, such officer shall (a) give a receipt of all monies received, keeping an accurate account thereof, and deposit in a bank approved by the executive board, and give a copy of the deposit slip to the treasurer.

5. Secretary. The secretary shall (a) keep minutes of all executive board and general meetings; (b) conduct all necessary correspondence of the corporation upon authorization of the president, executive board, or general membership; (c) serve as custodian of the organizational records; (d) keep a record of all income and expenditures as reported by the treasurer; (e) maintain a current list of all members as provided by the vice presidents; (f) maintain a current copy of the bylaws; (g) perform such other duties as may be prescribed by the executive board.

6. Chief Financial Officer, who shall be known as the Treasurer. The Treasurer shall (a) receive and retain a copy of the deposit slip for any deposit made; (b) secure two signatures on all checks as provided in these bylaws (c) keep an accurate record of receipts and disbursements in a ledger which is a permanent record of this booster club; (d) keep the membership informed of the income and expenditures as they relate to the budget adopted by the corporation; (e) present a statement of account at every meeting of the organization and the executive board and at other times as requested by the corporation; (f) provide an annual financial report to the organization which includes gross receipts and disbursements for the year; (g) fill out and forward all necessary report forms for insurance and taxes, and other forms required by any government agency; and (h) perform such other duties as may be prescribed by the executive board.

7. Auditor. The auditor shall (a) audit the books and financial records of the organization semi-annually; (b) prepare a midterm audit to be completed in February; (c) prepare a final audit in July at the close of the officers' terms; (d) present a written report to the executive board by the February and August meetings; and, (e) audit the books upon resignation of the treasurer, and at any time deemed necessary by the auditor or at the direction of the executive board. The auditor shall not be related by blood or marriage or reside in the same household as any authorized signers of checks.

8. Parliamentarian. The parliamentarian shall (a) attend all meetings of the organization and the executive board and give advice in parliamentary procedure as necessary;

(b) call the first meeting of the nominating committee, conduct election of chairman, and give instructions in procedure for elections, and serve on the nominating committee only if elected; (c) chair the bylaws committee; and (d) be entitled to all rights and privileges of membership.

9. Aquatics Director. The Aquatics Director shall (a) be the person appointed to such position by the principal of University High School, Irvine Unified School District, Irvine, California; (b) attend all meetings of the corporation; (c) inform the corporation organization of all activities and needs of the aquatics department; and (d) provide input as required by the other officers to fulfill the duties of their positions.

Contracts with Officers

Section 5.03. No officers or board member of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's officers or board members are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that board member'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; (b) 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; (c) 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 (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time of entrance into the transaction. This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more board members or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

VI. INDEMNIFICATION

Right to Indemnification

Section 6.01. To the fullest extent permitted by law, this corporation shall indemnify its officers and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonable 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 Corporations Code.

Written request for Indemnification

Section 6.02 On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the executive board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the executive board shall authorize indemnification. If the executive board cannot authorize indemnification, because the number of board members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of the quorum of board members who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting the members shall determine under Corporations Code section 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.

Reimbursement of Expenses

Section 6.03. 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 shall be advance 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.

Purchase of Insurance

Section 6.04. The corporation shall have the rights to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, and agents to cover any liability asserted against or incurred by any officer, employee, or agent in such capacity or arising from the officer's, employee's, or agent's status as such.

Indemnification Not Exclusive

Section 6.05. The indemnification provided under this section shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the membership or disinterested officers, or otherwise. The indemnification provided under this section shall be deemed exclusive of any other power to indemnify or right to indemnification that the corporation or any person referred to in this Section may have or acquire. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Section.

Liability Insurance

Section 6.06. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or designated agent of the corporation against any liability asserted against and incurred by that person whether or not the corporation would have the power to indemnify that person under the provision of these Bylaws.

VII. AMENDMENTS

Vote Required to Amend

Section 7.01. These bylaws may be adopted, amended, or repealed by the affirmative vote of two-thirds majority of the members empowered to vote at any meeting called and held for that purpose, or without a meeting, by the written assent of two-thirds of the members.

Articles to Govern

Section 7.02. In case any provision of these bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern.

California Law to Govern

Section 7.03. These bylaws are to be governed by and construed under the laws of the State of California.