

**SUNDEVIL COMPETITIVE BASKETBALL
A CALIFORNIA NON-PROFIT CORPORATION**

BY-LAWS

**ARTICLE I
NAME**

The name of the corporation is SUNDEVIL COMPETITIVE BASKETBALL hereafter referred to as "Corporation" and the governing body is the Board of Directors of the Corporation hereafter referred to as "Board of Directors" or "Board."

**ARTICLE II
NON-PARTISAN ACTIVITIES**

SECTION ONE: SUNDEVIL COMPETITIVE BASKETBALL FORMED

SUNDEVIL COMPETITIVE BASKETBALL has been formed under the California Non-profit Public Benefit Corporation Law for the public purposes described below and shall be non-profit and non-partisan.

No substantial part of the activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted for the people to vote.

The Corporation shall not, except to an insubstantial degree, engage in any activities nor exercise any powers that are not in furtherance of the purposes described below in Article IV.

ARTICLE III

OFFICES

SECTION ONE: Principal Office

The Board of Directors shall fix the location of the principal executive offices of The Corporation at 13233-1 Black Mountain Road, #238, San Diego, California 92129. Branch or subordinate offices may be established by the Board of Directors.

SECTION TWO: Other Offices

The Corporation may also have offices at other places where it is qualified to do business as its business may require and as the Board of Directors may designate.

SECTION THREE: Change of Address

The County where The Corporation, principal office is located can be changed only by amendment of these By-laws and not otherwise. The Board of Directors may, however, change the principal office from one

location to another within United States. Any such change must be noted by the Secretary on these By-laws; alternatively, this section may be amended by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of the By-laws.

ARTICLE IV MISSION AND PURPOSE

SECTION ONE: Mission

The mission of the Corporation is dedication to youth development, healthy living and social responsibility. The Corporation will use basketball as a tool to teach and inspire leadership, prepare youth to succeed in life and to give back to our community as well as teach youth to do the same. The Corporation looks to provide participants with a safe, healthy and constructive environment while providing a positive influence upon the lives of the participants. The Corporation will provide a safe and secure sports environment to play and learn in, provide, structured and disciplined team play and provide Coaching Education.

SECTION TWO: Purpose

The Corporation operates exclusively for charitable and philanthropic purposes; no part of its earnings shall inure to the benefit of any private member or individual director or officer of the corporation, and no substantial part of its activities shall be carrying on propaganda or attempting otherwise to influence legislation.

ARTICLE V MEMBERSHIP

SECTION ONE: Membership

The Corporation shall have no statutory or voting members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of a quorum of the Board of Directors. All rights that would otherwise vest in members shall vest in the Board of Directors. Nothing in this Article V shall be construed as limiting the right of the Corporation to refer to persons associated with it or persons specified in Section One as "Members" even though such persons are not members within the meaning of Section 5056 of the California Non-profit Public Benefit Corporation Law, and reference to such persons as Members shall not make them statutory members. The Corporation may confer by amendment of its Articles of Incorporation or these By-laws some or all of the rights of a member, as set forth in the California Non-profit Public Benefit Corporation Law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles of Incorporation or By-laws, but no such person shall be a member within the meaning of Section 5056.

SECTION TWO: Associates

The Board of Directors, in its sole discretion, shall determine levels of participation by individuals associated with the Corporation who are not members within the meaning of Section 5056.

SECTION THREE: Property Rights

No Director shall have any right or interest in any of the property or assets of this Corporation.

SECTION FOUR: Non-liability

No Director shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VI
OFFICERS

SECTION ONE: Officers

The Officers of The Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Any one person may hold a number of offices, except that neither the Secretary nor the Treasurer may serve simultaneously as the President of the Board.

SECTION TWO: Qualification and Appointment of Officers

Any member in good standing may serve as an Officer of this Corporation. The Officers of The Corporation, shall be elected every two years (President and Secretary in even numbered years and Vice President and Treasurer in odd numbered years) by the Board of Directors and, subject to the provisions of this section, shall serve at the pleasure of the Board of Directors.

SECTION THREE: Composition and Number of Board of Directors

The Board of Directors shall be composed of persons who are interested in The Corporation and its Mission. The number of Directors shall be no fewer than five (5) and not more than eleven (11). The Directors shall be elected without regard to race, color, national origin, gender, creed or sexual orientation, shall represent a cross-section of the community of San Diego and shall meet those qualifications that are determined by the Board of Directors from time-to-time.

SECTION FOUR: Term of Office of Board of Directors

Members of the Board of Directors shall serve a maximum of five consecutive two-year terms (ten years), unless sooner removed by action of 51 percent majority of the remaining Board members or submission of a letter of resignation. A Board member must remain off the Board for one full year, after serving six years, prior to being voted back on the Board.

Each Board member, including a Board member elected to fill a vacancy, shall hold office until expiration of the term for which elected and/or until a successor is nominated, elected and qualified. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Any Board member missing three consecutive meetings of the Board, without good and sufficient reason determined by the Board, will be considered resigned, and the Board may declare the seat vacant. Any Officer or Board member unable to fulfill his/her duties shall submit a resignation in writing.

SECTION FIVE: Nominations

Nominations to the Board shall be made by a Board member in good standing and seconded. Nominees shall be given until the next Board meeting to accept. At the second Board meeting attended by the prospective member, the nomination must be approved by a majority of the Board members present via a closed ballot.

SECTION SIX: Vacancies on the Board of Directors

All vacancies on the Board of Directors that occur shall be deemed to exist if (1) a Director dies, resigns or is removed by action of the Board or an appropriate court, as provided in The Corporation, Code Sections 303 or 304; (2) the Board of Directors declares vacant the office of a Director who has

been convicted of a felony or declared of unsound mind by an order of a court; (3) the authorized number of Directors is increased; or (4) at any meeting at which one or more Directors is elected, the eligible voters fail to elect the full authorized number of Directors to be voted for at that meeting.

The term of office of a Director elected to fill a vacancy shall run until the next annual election of Directors, and such a Director shall hold office until a successor is nominated, elected and qualified.

SECTION SEVEN: Compensation

Directors may not be compensated for rendering services to The Corporation unless such compensation is reasonable and allowable. Directors shall be allowed reimbursement of expenses that have been pre-approved by the Board and incurred in the performance of their duties.

SECTION EIGHT: Grievance Procedure against a Board Member

A staff or Board member, who is concerned about a Board member's job performance, is responsible for communicating his or her concern, on a one-on-one basis, to that Board member. Every effort should be made to resolve problems, conflicts and misunderstandings on this level.

If a resolution cannot be reached in this way, a written copy of the grievance should be submitted to the Executive Committee for its action. The committee will hold a meeting within two weeks of receiving the grievance. After reviewing the concerns and speaking to all parties involved, the committee will propose a resolution.

If the committee resolution is not acceptable to one or more of the aggrieved, the matter may be appealed to the full Board of Directors. This appeal must be in writing and be received within two weeks of the Executive Committee decision. The full Board (minus members who are named in the grievance) will convene to consider the grievance within 30 days. The decision of the Board of Directors will be final.

SECTION NINE: Removal of an Officer or Member

Any officer elected by the Board of Directors may be removed at any time with cause or notice, according to the By-laws, exclusive of the Founder, by a majority vote of the Board of Directors.

In the event of the removal of President, such removal shall be accomplished as follows: The President shall first be suspended from all powers to act on behalf of The Corporation, and from all duties, and an interim President shall be appointed. Then, the President to be removed shall have the right to a special meeting of the Board of Directors, at which meeting every Director shall be present, and at which meeting the suspended President may present evidence, testimony, argument or any other information relating to the proposed removal. Following the conclusion of the presentation by the suspended President, the Board shall vote on the removal of the suspended President. The suspended President shall be removed only upon a two-thirds vote of the Board of Directors. If the suspended President is removed after the preceding process, a new President shall be appointed as soon as is practical. If the suspended President is retained, he or she shall be immediately reinstated to full powers and duties on behalf of The Corporation

The special meeting described above shall be held not less than three or more than 30 calendar days following the suspension of the President. Failure of the Board to hold such special a meeting within the time specified, or to otherwise comply with the foregoing procedures, shall result in immediate reinstatement of the suspended President at the end of 30 calendar days following the suspension.

Any officer may resign at any time by giving written notice to the Board or to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice, or any other later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII **RESPONSIBILITY**

The Corporation, Board of Directors, who are volunteers, act as fiduciary bodies, governing the non-profit as a community trust. The Board members answer to the community for the organization's actions. The Board of Directors is responsible for governance and policy setting. This is a level of Board oversight that focuses on mission, direction, priorities and evaluation of the organization's programs.

SECTION ONE: General Powers of Directors

Subject to the limitations of the Articles of Incorporation, of the By-laws and of the Non-profit Public Benefit Corporation Law of the State of California as to action to be authorized or approved by members, and subject to the duties of Directors as prescribed by the By-laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to authorize and empower Officers or agents to enter into contracts and other commitments on behalf of the Corporation and to appoint and delegate responsibilities and authority to committees, Officers and agents. The Board shall have control over the operational affairs, funds and property of the Corporation. It shall authorize payments from corporate funds; act upon resignations, termination, disciplinary matters, and invitations to cooperate with other fellowships, organizations and social agencies; receive such reports of committees as may be necessary; and perform such other duties as required by law and by these By-laws.

Without prejudice to these general powers and subject to the same limitations, the Board of Directors shall have the power to:

- Select and remove any officer(s) of The Corporation, , prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation and these By-laws, fix their compensation and require from them security for faithful service;
- Change the principal executive office or the principal business office in California from one location to another, cause The Corporation, to be qualified in any other state or country, and designate any place in or outside of California to hold corporate meetings; and
- Adopt, make and use a corporate seal and alter the form of the seal.

SECTION TWO: Duties of The Corporation, Inc., Board of Directors

The duties of the Board of Directors shall be to:

- Establish rules for governing Board operations through the By-laws and resolutions;
- Establish policies, goals, objectives, priorities, timetables and procedures;
- Authorize material transactions – investments, acquisitions, major expenditures, etc.;
- Select and remove other corporate officers;
- Establish personnel policies;
- Establish mechanisms for and contribute to resource development;
- Monitor corporate finances, both income and expenditures, often through the Treasurer;
- Monitor and evaluate implementation of Board policies and decisions;
- Define the requirements of Board service, including personal contributions; and
- Help enlist the goodwill of the community in the programs of the agency.
- Maintain the corporation's mission and strategic direction for growth.
- Maintain confidentiality of records of all constituents.

ARTICLE VIII
RESPONSIBILITIES OF OFFICERS

SECTION ONE: President (Chair)

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Corporation. The President is responsible for Board governance. The President shall preside at all meetings of the Board and Executive Committee and exercise or perform such other powers and duties as may be assigned from time-to-time by the Board. The President shall serve as an ex-officio member of all committees. The President shall, when directed by the Board of Directors, sign with the proper Officers of the Corporation, all contracts and other obligations of the Corporation in the name of the Corporation.

The President is responsible for providing direct management, guidance and supervision to the Executive Director. The President, or his/her designee, represents The Corporation, its vision and its function to prospective and current funders, donors and the community-at-large.

SECTION TWO: Vice President (Co-chair)

In the absence of the President, or in the event of his/her inability to act, the Vice President, if there is one, shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to, all restrictions on the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of The Corporation, , or by these By-laws, or as may be prescribed by the Board.

SECTION THREE: Secretary

- The Secretary's duties shall consist of the following:
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 - The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board of Directors and other official corporate meetings. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The minutes of each meeting shall state the time and place the meeting was held, whether it was regular or special, the names of Directors present at Board meetings (including meetings of committees of the Board), an accurate account of the proceeding and the time of adjournment;
 - The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the Board of Directors and committees of the Board of Directors;
 - The Secretary shall give notice, or cause notice to be given, of all Board meetings, and meetings of committees of the Board for which notice is required by statute, the Articles of Incorporation of The Corporation, or the By-laws. If the Secretary fails to give such notice, any other Officer of The Corporation, may give such notice; and
 - The Secretary shall keep the seal of The Corporation, (if any), and shall have any other powers and duties as prescribed by the Articles of Incorporation of The Corporation, , the By-laws or the Board of Directors.

SECTION FOUR: Treasurer

The Treasurer shall keep, or cause to be kept, adequate, timely 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 and capital. The books of accounts shall, at all reasonable times, be open to inspection by any Director.

The Treasurer shall (1) render a statement of The Corporation, financial condition and an account of all transactions conducted as Treasurer whenever requested by the President or the Board of Directors; and (2) have other powers and duties as prescribed by the Articles of Incorporation of The Corporation,, the By-laws or the Board of Directors.

ARTICLE IX

MEETINGS

Meetings of the Board of Directors shall be held at any place inside the United States that the Board of Directors may designate.

Any meeting, regular or special, may be held by conference telephone or similar communication ten times a year, the time for such meetings to have been set at the meeting immediately prior thereto.

SECTION TWO: Notification of Meetings

There shall be at least 72 hours notice prior to a general Board of Directors and/or Executive Committee meeting. This notification will be by usual forms of communication, i.e., electronic, telephone or letter.

SECTION THREE: Quorum

By law, the Board of Directors must act as a group. Decisions must be made not by individual Directors, but by the whole Board. At least 51 percent of the total duly-elected members shall constitute a quorum for conducting business at any regular or special meeting of the Board. The presence, in person, assuming a quorum has been established, of a majority of the persons entitled to vote at any meeting of the Officers and/or Directors shall constitute a quorum for the transaction of business.

The Officers and/or Directors present at a duly-called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Officers and/or Directors to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the persons required to constitute a quorum.

SECTION FOUR: Minutes

The minutes of each meeting shall be taken by the Secretary, or the presiding Officer of the meeting shall designate another person to take the minutes of the meeting. The minutes shall state the time and place the meeting was held, whether it was regular or special, the names of Directors present at Board meetings (including meetings of committees of the Board), an accurate account of the proceeding and the time of adjournment.

The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board of Directors and other official corporate meetings. If the Secretary is unable to be present, the Secretary or the presiding Officer of the meeting shall designate another person to take the minutes of the meeting.

SECTION FIVE: Voting

The persons entitled to vote at any meeting of the Board shall be determined in accordance with the Bylaws, and the vote will be by written ballot. Election of the Board of Directors must be by written ballot if demanded by any person entitled to vote, before the voting has begun.

Any action that could be taken at an annual or special meeting of the Executive Committee and/or Board of Directors may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by eligible voters having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all persons entitled to vote on that action were present and voted.

Directors may be elected by written consent of the Officers and/or Directors without a meeting only if the written consent of all persons entitled to vote are obtained, except that vacancies on the Board (other than vacancies created by removal) not filled by the Board may be filled by the written consent of a majority of the persons entitled to vote.

SECTION SIX: Adjournment

Any The Corporation, Inc., meeting, whether or not a quorum is present, may be adjourned at any time by the vote of the majority of the persons entitled to vote at that meeting, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Article IX Section Three (Quorum).

SECTION SEVEN: Special Meetings

Special meetings may be called by the President of the Board of Directors or by not less than two-thirds of the members. In the event of a special meeting called by two-thirds of the members, a petition shall be presented to the Board of Directors that may state a period of time not less than two weeks within which time the meeting shall occur. In both instances, the Board of Directors shall then issue notice to all members by either letter, telephone or other electronic notice, to the address of the member as shown on the records of the agency, designating the time, date, place and principal purpose of the special meeting.

SECTION EIGHT: Action without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the Non-profit Public Benefit Corporation Law of the State of California that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws authorize the Directors to so act. For the purposes of this section only, "all members of the Board" shall not include any "interested person" as defined in Article XII Section Two.

SECTION NINE: Telephone Conference

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

ARTICLE X
COMMITTEES

SECTION ONE: Appointment and Authority of Committees

The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more other committees and shall by majority vote appoint members to any committee that has the authority of the Board of Directors. Membership on all committees shall consist of two or more Directors and may also have non-Directors as members of the committee. The President of the Board of Directors shall appoint the chair of the committees and in consultation with the Executive Director, appoint the members of any advisory committee, which does not have the authority of the Board of Directors. The chair of each committee shall also be responsible for communicating the charge to the other committee members, keeping minutes of committee meetings, establishing specific goals for the year and scheduling meetings and reports to the Board. Neither committee nor any Director as an individual may establish policy, issue directives or speak in the name of the Board unless expressly receiving such delegated power from the Board of Directors, except that no committee, regardless of Board resolution, may not:

- Take any final action on any matter that, under the California Non-profit Public Benefit Corporation Law, also requires approval of the Board of Directors;
- Fill vacancies on the Board or on any committee that has the authority of the Board;
- Fix compensation of the Directors for serving on the Board or on any committee;
- Amend or repeal By-laws or adopt new By-laws;
- Amend or repeal any resolution of the Board that by its express terms is not so amenable or repeatable;
- Create any other committees of the Board or appoint the members of committees of the Board; and
- 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.

ARTICLE XI
STANDING COMMITTEES

SECTION ONE: Executive Committee

The Executive Committee shall be composed of the Officers of the Board of Directors (President, Vice President, Secretary and Treasurer). The Board of Directors' Executive Committee shall function on behalf of its Board in emergencies and/or interim situations.

This committee shall advise and make recommendations to the Board in the management of the Corporation, provided, however, that the designation and delegation of authority thereto shall not operate to relieve the Board of Directors or any member individually of any responsibility imposed on him/her by these By-laws.

The Executive Committee is empowered to make urgent decisions that maintain the vision and function of The Corporation. These action decisions are subject to timely reporting and approval at the next meeting of the full Board. The Executive Committee has the following responsibilities:

- Review and/or prepare Board of Directors meeting agendas to ensure all matters coming before the Board are relevant and appropriate;
- Interpret Board policies to staff;
- Oversee policy implementation;
- Refer questions to other committees of the full Board; and
- Report its activities at each Board of Directors meeting.

The Executive Committee can exercise all the powers and authority of the Board in the management of the business and affairs of The Corporation, except with respect to:

- The filling of vacancies on the Board;
- The fixing of compensation of the Directors;
- The amendment or repeal of By-laws or adoption of new By-laws;
- The appointment of committees of the Board or the members thereof; and
- The approval of any transaction to which this Corporation is a party and which one or more of the Directors has a material financial interest.

SECTION TWO: Finance Committee

The Finance Committee shall consist of the Board Treasurer, who serves as the chair, the Executive Director, the agency controller or bookkeeper and two other members of the Board. The Finance Committee's chief responsibility is to oversee the agency's finances and assets including the allocation of its total resources. This committee shall prepare and submit a proposed annual operating and services budget for approval by the Board, not later than the regular meeting of the Board in the last month of each fiscal year. The committee shall see that a monthly (or at least quarterly) financial statement is presented to the Board. The committee ensures that the agency's bookkeeping practices are in accordance with standard accounting procedures for non-profits and that its financial records are accurate; it initiates an annual audit to be conducted by an independent accountant. The Finance Committee periodically evaluates The Corporation, sources of revenue, income structure, investments, assets and liabilities position, and it makes policy recommendations when changes are indicated.

SECTION THREE: Nominating Committee

The Nominating Committee shall consist of a chairperson elected by a majority vote and at least two other members of the Board. The Nominating Committee is responsible for maintaining a current file of prospective Board members. This enables The Corporation, Board members to bring a list of carefully-selected nominees to the Board whenever a vacancy occurs. This committee shall submit names and qualifications of proposed candidates for election to the Board of Directors and for election of Officers of the Corporation. The consent of all proposed candidates shall be obtained prior to nomination. Nominations may be made from the floor by members of the Board of Directors, provided the consent of the nominee has been obtained prior to being nominated. Additionally, the Nominating Committee provides orientation to new Board members arranges annual Board planning retreats or other Board education programs and alerts Board members to other volunteer training in the community. This committee shall also be responsible for providing recruitment packets to potential Board members.

SECTION FOUR: Resource Development Committee

The Resource Development Committee shall consist of a chairperson appointed by the President and at least two other Board members, including the person designated as the Fund Development chairperson for fundraising events. The Resource Development Committee shall be responsible for recommending a philosophy of fund development to the Board and recommending an annual strategy for fund development to the Board of Directors. This committee shall also develop an annual fundraising plan no later than 10 November 30th of the current calendar year for the following calendar year.

SECTION FIVE: Committee Chairpersons

All committee chairpersons shall be Board members, however, non-Board members may serve on committees, except the Executive and Personnel Committees. Each committee member shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless such committee shall be abolished or unless such member be removed or cease to qualify as a member thereof. The President shall be an ex-officio member of all committees, except the Nominating Committee.

SECTION SIX: Advisory Council

Membership for the Advisory Council will be screened by the Nominating Committee and then recommended to the full Board, as appropriate. This is an honorable title in recognition of the individual's active participation, financial contribution or continuing strong interest in The Corporation. The main goal of The Corporation, is to support fund development efforts, advocate for The Corporation, and/or serve as liaison between constituents and The Corporation, .

Advisory Council members have no legal or formal responsibilities like governing Board members. Corporate law does not give them a specific status – they have no vested right to serve, to vote, no immunity from removal and no right to renewal or appointment.

ARTICLE XII

CONFLICT OF INTEREST

SECTION ONE: Purpose

The purpose of the conflict of interest policy is to protect The Corporation, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of The Corporation, Inc., , or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable State laws governing conflicts of interest applicable to non-profit and charitable organizations.

SECTION TWO: Definitions

Interested Person: Any director, principal officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect financial interest, as defined below.

- Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
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 - An ownership or investment interest in any entity with which The Corporation, has a transaction or arrangement; or
 - A compensation arrangement with The Corporation, or with any entity or individual with which The Corporation, has a transaction or arrangement; or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Corporation, is negotiating a transaction or arrangement (compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial); or
 - A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

SECTION THREE: Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-governing delegated powers considering the proposed transaction or arrangement.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

SECTION FOUR: Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or committee shall determine whether The Corporation, Inc., can obtain, with reasonable effort, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in The Corporation, best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, The Corporation shall make its decision as to whether to enter into the transaction or arrangement.

SECTION FIVE: Violation of the Conflict of Interest

If the governing Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and making further investigation as warranted by the circumstances, the governing Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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SECTION SIX: Compensation

A voting member of the governing Board of Directors who receives compensation, directly or indirectly, from The Corporation, for services, is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Corporation, for services, is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION SEVEN: Annual Statements

Each director, principal officer and member of a committee with governing Board-delegated powers shall annually sign a statement which affirms that such person:

- Has received, read, understands and signed a copy of the Conflict of Interest Policy; and
- Understands that The Corporation is charitable, and that in order to maintain its Federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

SECTION EIGHTH: Periodic Reviews

To ensure that The Corporation operates in a manner consistent with charitable purposes and that it does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Executive Committee. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and
- Whether partnerships, joint ventures and arrangements with management organizations conform to The Corporation, written policies are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE XIII

EXECUTION OF INSTRUMENTS, FUNDS, DEPOSITS AND GIFTS

SECTION ONE: Execution of Instruments

The Board, except as otherwise provided in these By-laws, may, by resolution, authorize any Officer or agent of The Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION TWO: Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of The Corporation, shall be signed by the President, any Officer and/or the Executive Director.

SECTION THREE: Deposits

All funds of The Corporation, shall be deposited from time-to-time to the credit of The Corporation, in such banks, trust companies or other depositories as the Board of Directors may select. The Corporation will, at all times, maintain a cash balance of no less than Five Thousand Dollars (\$5,000.00) at a regional FDIC insured bank.

ARTICLE XIV
CORPORATE RECORDS, REPORTS AND LOGO/SEAL

SECTION ONE: Maintenance of Corporate Records

The Corporation shall keep the following at its principal office in the County of San Diego, State of California:

- Minutes of all meetings;
- Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- A record of its members, indicating their names and addresses; and
- A copy of The Corporation’s Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members of The Corporation, at all reasonable times during office hours.

SECTION TWO: Logo

The Board may adopt, use, and at will, alter a corporate logo or seal. Such seal shall be kept at the principal office of The Corporation Failure to affix the seal to corporate instruments, however, shall not affect the validity of any instrument.

ARTICLE XV
INDEMNIFICATION OF DIRECTORS

SECTION ONE: Indemnification of Directors, Officers, Employees and Other Agents

The Corporation, shall, to the maximum extent permitted by California law, have the power to indemnify its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of The Corporation, , and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by any relevant laws.

For purposes of these By-laws, an agent of The Corporation, includes any person who is or was a Director, Officer, employee, or other agent of The Corporation, or is or was serving at the request of The Corporation, as a Director, Officer, employee, or agent of another The Corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee or agent of The Corporation, that was a predecessor of The Corporation, or of another enterprise serving at the request of such predecessor.

ARTICLE XVI
DEDICATION OF ASSETS

SECTION ONE: Property of The Corporation, Inc.,

The property of this Corporation is irrevocably dedicated to charitable or educational purposes or any purposes permitted under Section 501 (c) (3) of the Internal Revenue Code.

No part of the net income or assets of this Corporation shall prevent payment to any person as reasonable compensation for services performed for The Corporation, in effecting any of its public purpose, as long as such compensation is otherwise permitted by these By-laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of The Corporation, .

SECTION TWO: Dissolution

Upon the dissolution or termination of this Corporation, its remaining assets after payment or provision for payment of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund or foundation that is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XVII
AMENDMENT OF BY-LAWS

SECTION ONE: Amending the By-laws

Except as otherwise provided by law or by The Corporation, Articles of Incorporation, these By-laws may be amended or repealed by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE XVIII
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing meetings of the Board of Directors.

ARTICLE XIX
ADOPTION OF BY-LAWS AND APPOINTMENT OF DIRECTORS AND OFFICERS

The By-laws of this Corporation as presented to the Board of Directors are hereby adopted. The Secretary is hereby authorized and directed to execute a certification of the adoption of the By-laws, to file the By-laws as so certified in the minutes book of The Corporation, and to see that a copy of the By-laws, similarly certified, is kept at the principal office of The Corporation, in accordance with State of California Code Section 213.

The following persons are elected Directors of The Corporation, to hold office until the next election meeting and until successors have been nominated, elected and qualified:

President: Ryan Badgero

Treasurer: Rakesh Pillai

Secretary: Mark Latham

**These By-laws of SUNDEVIL COMPETITIVE BASKETBALL
Board of Directors
Are effective as of the following August 6, 2023**

CERTIFICATE OF SECRETARY

I, Mark Latham, do hereby certify that I am the duly qualified and acting secretary of The Corporation a duly organized and existing California non-profit public benefits Corporation.

The foregoing By-laws were adopted by the Directors of the Corporation at a meeting of the Board of Directors held on December 10, 2023.

Mark Latham, Secretary