

**NON-PROFIT BYLAWS
OF
DEL ORO JR. GOLDEN EAGLES FOOTBALL & CHEER
a California Nonprofit Public Benefit Corporation**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of Del Oro Jr. Golden Eagles Football & Cheer (DOJGE). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Del Oro Jr. Golden Eagles Football & Cheer, and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSES

Section 2.01. This corporation is a nonprofit benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The specific purposes of this corporation are for the formation of a youth football and cheerleading program and is organized and operated exclusively for sports purposes within the meaning of the Internal Revenue Code Section 501(c)(3).

ARTICLE 3 - PRINCIPAL OFFICE

Section 3.01. The Board of Directors (Board) shall fix the location of the principal executive office of the corporation at any place within the State of California.

Section 3.02. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is authorized to do business.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall ensure to the benefit of any

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person or any member, Director, or Officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.01. General Powers and Responsibilities: The Corporation/Organization shall be governed by a Board, which shall have all the rights, powers, privileges and limitations of liability of Directors of a non-profit corporation organized under the Non-Profit Corporation Act of California. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 5.02. Background Checks: All Board members must have submitted and passed an approved background check as outlined in the DOJGE Policy and Procedures.

Section 5.03. Number and Qualifications: The Board shall have up to fifteen (15) members, but no fewer than one (1) member. The number of Board members may be increased beyond fifteen (15) by the affirmative vote of a two-third majority of the then-serving Board. In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect, shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as the other Directors.

Section 5.04. Board Compensation: The Board shall receive no compensation.

Section 5.05. Election and Term of Office. The officers of the corporation shall be elected by the Board at the annual meeting held on the second Thursday of December annually. Each Officer shall serve at the pleasure of the Board. Each Director, including a Director elected to fill a vacancy, shall hold office until an Event Causing Vacancy or Resignation and a successor has been elected and qualified. A Director may succeed themselves in such an office. A special circumstance election may be held in the event that a position is left vacant after the annual meeting.

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Section 5.06. Vacancies: A vacancy on the Board may exist at the occurrence of the following conditions:

a) The death, resignation, or removal of any Director.

b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Director, or has missed three (3) consecutive meetings of the Board, or a total of four (4) meetings of the Board during any one calendar year.

c) An increase in the authorized number of Directors.

d) The failure of the Directors, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors. The Board, by way of affirmative vote of a majority of the Directors then currently in office, may remove any Director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing in the manner set forth in DOJGE Policies and Procedures. Except as provided in this paragraph, any Director may resign effective upon giving written notice to the President of Corporation/Organization, the Secretary of Corporation/Organization, or the Board unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of California is first notified, no Director may resign when the Corporation/Organization would then be left without a duly elected Director in charge of its affairs. If the request of resignation is not received timely, or received at all, the action will be memorialized in the Board minutes.

Any vacancy on the Board may be filled by simple majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

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ARTICLE 6 - MEMBERS

Section 6.01. *The Corporation shall have three classes of non-voting members:*

1. **Player members** - any player meeting the requirements of Sierra Athletic Conference Football & Cheer (“SAC”) regulations regarding age, weight, and residence shall be eligible to compete for participation, but shall have no rights, duties, or obligations in the management or in the property of this corporation.
2. **Parent or Guardian member** - Those persons who have one or more children participating in the corporation's youth football & cheer program.
3. **Coach members** – Any head coach or assistant coach who is actively coaching the children of the corporation's youth football & cheer program. All coaches must have submitted and passed an approved background check as outlined in the DOJGE Policy and Procedures.

Section 6.02. Membership in the corporation may be suspended or terminated by action of the Board. The Board, by majority vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any member whose conduct is considered detrimental to the best interests of the corporation and/or SAC as outlined in the DOJGE Code(s) of Conduct. Any adult member terminated by Action of the Board is prohibited from volunteering, in any capacity, for the DOJGE in the future.

ARTICLE 7 - MEETINGS

Section 7.01. *Minutes:* The Secretary shall be responsible for the recording of all meeting minutes of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the acting Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the official meeting minutes archive. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 15 business days after the close of each Board meeting.

Section 7.02. *Quorum:* Each meeting shall require a minimum of three (3) Executive Members and two (2) general members which constitutes a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the President shall cast the deciding vote. A Board member shall be

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considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing.

Section 7.03. Voting: Each Board member shall have one (1) vote.

Section 7.04. Proxy: A Board member shall not be allowed to vote by written proxy.

Section 7.05. Board Member Attendance: An elected Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President their commitment to the Corporation/Organization. The Board may deem a member who has missed three (3) consecutive meetings, without such a reevaluation, to have resigned from the Board.

Section 7.06. Call of Meetings. Meetings of the Board may be called by the President, or any Vice President, the Secretary, or any two (2) Directors of the corporation.

Section 7.07. Place of Meetings. Regular meetings of the Board shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at the location specified in the notice of the meeting.

Section 7.08. Annual Meeting. Unless the Board fixes another date and notifies each Director as provided herein below, the annual meeting of Directors shall be held on the second Thursday of December of each year. At such annual meetings, the Directors shall be elected, and any other proper business may be transacted.

Section 7.09. Regular Meetings. Regular meetings of the Board shall be held on the fourth Thursday of each month.

Section 7.10. Notice of Meetings. Notice of special meetings or of an annual meeting held on a date different than that specified shall be submitted to each Director by telephone or email at least 48 hours in advance of the meeting.

Section 7.11. Adjournment. A majority of the Directors' present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

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Section 7.12. Rules. Robert's Rules of Order shall govern all proceedings of this organization and its constitutional parts, except as otherwise provided by these bylaws.

ARTICLE 8 – OFFICERS

Section 8.01 Officers and Duties: The Board shall elect officers of the Corporation/Organization which shall include a President (Executive Director), a Secretary, a Treasurer, and any other officers with any titles and duties as stated in these Bylaws. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 8.02. Executive Officers. This corporation shall have a President, Vice President, a Vice President of Football, a Vice President of Cheer, a Secretary, a Treasurer, and a Registrar. Any two or more offices may be held by one person except that of the President who may not serve as any other Executive Board position. Any office designated by the Board may be left unfilled for any period at the discretion of the Board.

Section 8.03. General Officers. General Officers will be elected by the Board, as the business of the corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the bylaws and/or as outlined in the DOJGE Policies and Procedures.

ARTICLE 9 - EXECUTION OF INSTRUMENTS

Section 9.01. Execution of Corporate Instruments: The Board may, at its' discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Section 9.02. Financial Transactions. All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board shall authorize to do so.

Section 9.03. Loans and Contracts: No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the

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Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 - RECORDS AND REPORTS

Section 10.01. Maintenance of Articles and Bylaws. The Secretary shall keep the original or a copy of the articles and bylaws as amended to date. Bylaws may be reviewed, and changes may be made once every quarter of the calendar year. All changes to the Bylaws require previous notice of the proposed change(s) and a majority vote.

Section 10.02. Maintenance of Other Corporation Records. The accounting books, records, and minutes of proceedings of the Board shall be kept at such place or places designated by the Board. The minutes, records, and accounting books shall be kept in written or typed form, or in any other form capable of being converted into written, typed, or printed form. The accounting books must be reconciled monthly by an independent bookkeeping firm or audited once a year by an independent Certified Public Accountant.

Section 10.03. Inspection by Directors. Directors have the right to inspect all books, records, and documents of and the physical properties of the corporation and each of its subsidiary corporations, by providing a reasonable notice to request a review site and time for such. The request may not be an unreasonable time or date. The inspection may be made in person or by an agent or attorney with the right of inspection

Section 10.04. Annual budget. The Treasurer shall provide a complete and complete accounting to the Board prior to the close of the fiscal year. The budget review must contain all Executive Board and at least two (2) additional current Board members. Said review shall convene within thirty (30 days) after the close of the fiscal year. An annual budget shall be prepared and presented to the Board of Directors no later than forty-five (45) days after the close of the fiscal year. The budget requires a majority approval by all members present at a duly held quorum meeting; or shall be returned for further information, clarifications, definition or other question types necessary to move toward closure of a balanced and complete version by an agreed upon date.

Section 10.05. Annual Report. The Board shall be provided a copy of the Annual Report by the Treasurer, within 60 days after the close of its fiscal year.

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INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

ARTICLE 11. FINANCIAL POLICY

Section 11.01. Income and Expenditures. The Board of Directors shall decide all matters pertaining to finances of the corporation. All income shall be placed in a common corporate treasury. Expenditures shall be directed in such a manner as will give no individual or team an advantage over others.

Section 11.02. Contributions. The Board of Directors may permit the contribution of funds or goods to levels or teams if decided by the majority and found to be in the best interest of DOJGE. Such funds shall be used for the purpose stated unless released by designated party.

Section 11.03. Distribution of Funds upon Dissolution. Upon dissolution of this corporation, and after satisfaction of all outstanding debts and claims, the Board of Directors shall distribute the property of the corporation to other organizations maintaining an objective similar to that set forth herein. Preference shall be given to other local SAC leagues.

ARTICLE 12. RULES AND REGULATIONS

Section 12.01. Adoption of Rules. The official Rules and Regulations of SAC shall be binding on this corporation.

Section 12.02. Supplemental Rules. The Board of Directors may adopt such local rules and regulations for the conduct of its meetings and the operation of its corporation as it may deem proper. Such rules and regulations shall be supplemental rules and in no way shall conflict with the official Rules and Regulations of SAC. The supplemental rules shall be established, amended or repealed by a majority vote of the Board at any duly constituted meeting.

Section 12.03. Distribution of Rules. The constitution and bylaws and the supplemental rules of the corporation shall be distributed annually to the Board. A copy of the constitution and bylaws and the supplemental rules shall be sent to the Highest Local Authority (HLA) whenever those documents are amended.

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ARTICLE 13. AMENDMENT OF BYLAWS

Section 13.01.A. AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

Section 14.01.A. CORPORATE/ORGANIZATION SEAL

The Board may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

Section 15.01.A. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

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OFFICIAL CERTIFICATION

I, Abby Garrett, certify that I am the current elected Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on June 22, 2023, and that they have not been amended or modified since the above.

EXECUTED on this date June 29, 2023, in the County of Placer, in the State of California.



Secretary Signature