

# **SASL BYLAWS**

## **ARTICLE I PRINCIPAL OFFICE**

The principal office of this corporation is located in the City and County of Sacramento, California.

## **ARTICLE II AFFILIATION**

This corporation shall be a member of, the California Soccer Association North (“CSAN”); an Organization and State Association Member of United States Soccer Federation (“USSF”), the official governing body of the sport in the United States; and, Member of the United States Adult Soccer Association, Inc. (“USASA”) a part of USSF.

## **ARTICLE III MEMBERSHIP**

**Section 3.01. Classification of Members.** This corporation shall have one class of members with voting rights as provided in these Bylaws or under applicable law. The Board of Directors, which consists of all members and officers, (hereinafter referred as “the Board”) may, by resolution, establish one or more classes of nonvoting members, and provide for their rights and obligations; however, the terms “member” and “membership” as used in these Bylaws shall refer only to voting members. The Board may establish dues for nonvoting members.

**Section 3.02. Qualifications for Membership.** The members shall be amateur adult soccer teams which apply for and be accepted for membership. A soccer team must have a minimum of eleven (11) players. Every soccer player and coach associated with the team must register with CSAN, USASA, or other affiliations as may be approved by the members from time to time.

**Section 3.03. Admission of Members.** Any application for membership must be made in writing and may be submitted to the Board, or its appointee, at any time. The Board, the Registrar or other corporate officer, or a committee authorized by the Board, will review each application and, if appropriate, will certify that the applicant meets the qualifications for membership. Membership shall begin upon such certification and upon payment of any required dues and fees.

**Section 3.04. Membership Dues, Fees, and Assessments.** Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed by the Board, from time to time. Such dues, fees, and assessments shall be equal for all members of a class, but the Board may set different dues, fees, and assessments for each class.

**Section 3.05. Members in Good Standing.** Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.

**Section 3.06. Membership Roster.** This corporation shall keep a membership roster containing the name and last known street address of each member (its Designated Representative). The roster shall indicate whether the member is in good standing. The Board may rely on CSAN or other affiliates records concerning the good standing of members.

**Section 3.07. Nonliability of Members.** No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

**Section 3.08. Transferability of Memberships.** No member may transfer a membership or any rights arising therefrom and all rights as a member shall cease upon the member's dissolution, termination, or resignation.

**Section 3.09. Designated Representatives.** Any member of this corporation shall exercise all of the rights and obligations of membership, including the right to vote, through a designated representative. Each member shall designate its representative in writing, in a form authorized from time to time, and delivered to the Secretary, President or other designated officer of this corporation. Such written designations shall be retained with the membership records of this corporation. Members may change their designated representatives at any time and in the same manner.

**Section 3.10. Termination of Membership.** Membership in this corporation shall continue until terminated as provided in this Section, or until the member dissolves or resigns by means of a written and signed resignation delivered to the Secretary, President or other designated officer of this corporation. Resignation shall not relieve a member of any accrued but unpaid obligations of such member to this corporation.

**A. Basis for Termination.** Membership in this corporation shall terminate upon the occurrence of any of the following:

- i. Expiration of the period of membership, unless the member elects to renew the membership.

- ii. A member's failure to pay dues, fees, or assessments (if any), within 30 days after such member is sent written notice of failure to pay. A member may avoid such termination by paying the amount of delinquent dues or fees within the 30-day period. The

previous shall apply except league playing fees which are due, without written demand, within 7 (seven) days of the agreed to deadline

iii. A member's failure to continue to meet the qualifications for membership set forth in these Bylaws.

iv. Upon a good faith determination by the Board that continued participation by the member in this corporation is not in the best interests of this corporation or in furtherance of its purposes.

v. Failure to maintain valid registration for the team and all of its players with CSAN and/or any other affiliation as required by the members from time to time

**B. Termination Procedures.** The following procedures shall apply in the case of a suspension or termination under parts iii or iv of Subsection A above:

i. The Board shall give the member at least fifteen days prior written notice of the suspension or termination, the reasons for it, the effective date, and the date, time and place (if any) of the hearing described in the next subsection. Notice given by mail must be given by first-class or registered mail to the last address of the member shown on the corporation's records, or by email.

ii. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed suspension or termination by the Board or a committee authorized by the Board to decide whether the proposed suspension or termination will take place. No less than five (5) days prior to the hearing, the member shall pay a \$50 fee, or other fee approved by the Board from time to time, and submit a complete written answer to the written notice of suspension or termination referred to in B. i. including any written or other evidence intended to be submitted at the hearing. If the member does not submit the required fee and or complete written answer to the notice referred to in B.i., or appear at the hearing and has not notified the President of any adequate reason for not appearing, the suspension or termination shall be effective automatically on the proposed date of suspension or termination.

iii. Following the hearing date, the Board or the committee authorized by the Board shall decide whether the member should in fact be terminated, suspended, or

sanctioned in some other manner. The member shall be promptly notified of the decision, and that decision shall be final. If the membership is terminated, all membership rights of such member in this corporation shall cease on the effective date in the written notice given pursuant to this Section. The decision may be appealed to CSAN.

iv The Board may determine whether any prorated refund of dues shall be paid upon termination under this Section.

## **ARTICLE IV MEMBERSHIP RIGHTS**

**Section 4.01. Voting Rights.** Members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

(a) The removal of directors without cause pursuant to California Corporations Code Section 7222;

(b) The election and removal of the officers specified in these Bylaws;

(c) Any amendment to these Bylaws, and any amendment to the Articles of Incorporation, except for amendments permitted to be adopted by the Board alone under California Corporations Code Section 7812(b);

(d) Subject to the Articles of Incorporation, the disposition of all or substantially all of the assets of this corporation;

(e) Any merger of this corporation;

(f) Any dissolution of this corporation;

(g) The payment to or ratification of payment to an officer or director of a non-wage per diem or actual expenses incurred related to corporate activities; and,

(h) Any other matters that are properly presented to the members for a vote, pursuant to this corporation's Articles of Incorporation, Bylaws, Board Resolution, or by operation of the law.

### **Section 4.02. Inspection Rights**

**A. Articles and Bylaws.** This corporation shall keep at its principal office in California, or with the President, current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by members at reasonable times. Each member shall be provided a copy of the Articles of Incorporation and Bylaws upon ratification of its membership and upon written request.

**B. Accounting Records and Minutes.** On written request, any member (in person or through a designated agent) may inspect and receive a copy of the accounting books and records of this corporation and the minutes of the Board, meetings, at a reasonable time, at a place chosen by the corporation's custodian of records, and for a purpose that is reasonably related to the member's interests as a member.

**C. Membership Records.** The right of members to have access to membership records shall be governed by California Corporations Code Sections 8330 through 8332.

**Section 4.03. Other Rights.** In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 5.01. Powers.** This corporation shall have powers to the full extent allowed by law. Subject to any limitations in the Articles of Incorporation or these Bylaws relating to actions requiring approval by the members, the corporation's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of activities of the corporation to any person or persons, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 5.02. Number of Directors.** The number of directors, excluding ex officio directors, shall equal the number of members

**Section 5.03. Appointment and Term of Directors and Ex-Officio Directors.** The President (who shall also serve as Chairman of the Board of Directors), Vice Presidents, Secretary, and Treasurer ("the Officers") **shall automatically become directors by virtue of their office ("ex officio directors")** and shall serve as directors for their term in office. Each director, including the ex officio directors, shall be appointed for a term of one year and shall hold office until a successor has been appointed and qualified. In the event a member is terminated, the member's appointed director's term will automatically end on the date of that member's termination.

**Section 5.04. Vacancies.** A vacancy shall be deemed to exist on the Board whenever the actual number of directors is less than the authorized number for any reason. Vacancies shall be filled in the same manner as the director whose office is vacant was selected for the remaining unexpired portion of the term.

**Section 5.05. Resignation.** Resignations shall be effective upon receipt in writing by the President, or their designee.

**Section 5.06. Meetings.** The Board shall meet at least once a year. An annual meeting of the membership will be held before August 31, but no later than 20 days before the playing season begins, with the exact date, place, and time determined by the Officers. Meetings shall be called by the President and noticed in accordance with Section 5.08.

**Section 5.07. Regular Meetings.** Regular meetings of the Board may be held without notice if the date, time, and place of the meetings are fixed by resolution of the Board. Any change in the date, time, or place of a regular meeting shall be noticed in accordance with Section 6.09.

**Section 5.08. Notice.** Notice of the meetings of the Board shall state the date, time, and place of the meeting and shall be given to each director not less than 10 days and no more than 90 days before the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. The notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in that meeting

**Section 5.09. Notice of Certain Actions Required.** Approval by the members of any of the following actions, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting at which the vote occurred specified the general nature of the action: (a) to remove a director without cause (b) to amend this corporation's Articles of Incorporation, (c) to approve a transaction between this corporation and one or more of its directors or between this corporation and any entity in which one or more of the directors has a material financial interest, (d) on winding up the affairs of this corporation, to approve a plan of distribution of the assets not in accordance with any liquidation rights specified in the Articles of Incorporation or Bylaws, or (e) to voluntarily dissolve this corporation.

**Section 5.10. Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, or fails to provide accurate or functioning physical addresses, email addresses, and telephone numbers which include working voice mails and text messaging. Notice of a meeting need not be given to any director who attends the meeting without protesting the lack of notice before or at the beginning of the meeting.

**Section 5.11. Action at a Meeting.** Fifty percent (50%) of the total number of directors then in office shall constitute a quorum of the Board for the transaction of business. Every action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in Section 5.12 (taking action without a meeting), Section 6.01 (appointing Board Committees), Section 8.01 (approving loans), Section 8.02 (approving self-dealing), and Section 9.02 (approving indemnification) of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. Directors at a meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of

the required quorum for such meeting, or a greater number as required by law or by these Bylaws.

**Section 5.12. Action without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members individually or collectively consent in writing to such action. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the directors at a meeting. Officers may unanimously take action in cases of emergency if after taking action a meeting of the members is noticed under section 5.08.

**Section 5.13. Telephone and Electronic Meetings.** The Board may participate in a meeting through use of conference telephone or video screen or other electronic communication so long as all participating directors can communicate and understand each other

**Section 5.14. Member Vote.** Each member in good standing, through its director, and any corporate officer, as an ex officio director, shall have one vote on each matter on which members are entitled to vote. In no event shall a member have two votes.

**Section 5.15. Special Meetings of Members.**

**A. Who May Call Special Meetings.** Special meetings of the members may be called by the Board, the President, or on the written request of 20 percent or more of the membership.

**B. Procedures for Calling Special Meetings Requested by Members.** If a special meeting is called by the members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted to the President, or his designee. The requested meeting will be held not less than 35, but no more than 90, days after the receipt of the request.

**Section 5.16. Manner of Voting.**

**A. Voting at Meetings.** Voting at meetings may be by voice or by ballot.

**B. Proxy Voting Prohibited.** Proxy voting shall not be permitted on any vote put to the members.

**C. Cumulative Voting Prohibited.** Cumulative voting shall not be permitted.

**Section 5.17. Standard of Care.** A director shall perform the duties of a director, or officer, including duties as a member of any Board Committee, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. And, in performing such duties of a director, or officer each shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the corporation whom the director or officer believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director or officer believes to be within such person's professional or expert competence; or

(c) A person who performs the duties of a director or officer in accordance with this Section shall have no liability based upon any alleged failure to discharge that person's obligations as a director, or officer, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which assets held by this corporation are dedicated.

**Section 5.18. Compensation.** The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, including expenses for attending meetings of the Board and Board Committees. Written records of such reimbursements must be maintained by the Treasurer.

## **ARTICLE VI COMMITTEES**

**Section 6.01. Board Committees.** The Officers and the Board may, by resolution adopted by a majority of the directors then in office, create one or more Board Committees, each consisting of one or more directors, **or** other persons appointed by the officers, to serve at the pleasure of the Board. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board or any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) amend the Articles of Incorporation;
- (g) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
- (j) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.



**Section 6.02. Advisory Committees.** The Officers or the Board may establish Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Officers or Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

**Section 6.03. Meetings of Board Committees.** Meetings and actions of Board Committees may be at times and places determined reasonable by the Officers. Minutes need not be kept of each meeting of a Board Committee.

**Section 6.04. Meetings of Advisory Committees.** Advisory Committees may determine their own meeting rules and whether minutes shall be kept, subject to the authority of the Board.

## **ARTICLE VII OFFICERS**

**Section 7.01. Officers.** The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board. Any two offices may be held by the same person; however, no person may serve in all of the positions, or as President and Treasurer simultaneously.

**Section 7.02. Election.** The President, Vice President, Secretary, Treasurer, and any other office shall be elected by the members at the Annual Member Meeting

**Section 7.03. Vacancies.** A vacancy in any office for any reason shall be filled by the Board for the remaining unexpired portion of the term.

**Section 7.04. Resignation.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

**Section 7.05. Removal.** The Board or the members may remove any officer with or without cause.

**Section 7.06. President.** The President shall be the chief executive officer of this corporation and shall, subject to the control of the Board, generally supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 7.07. Vice President.** The Vice President shall, in the absence of the President, carry out all the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 7.08. Secretary.** The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the members and the Board and its committees, shall supervise the giving of such notices as may be proper or necessary, shall keep or cause to be kept the minute books of this corporation, shall keep or cause to be kept a record of the corporation's members, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 7.09. Treasurer.** The Treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall supervise the charge and custody of all funds of this corporation, shall supervise the deposit of such funds in the manner prescribed by the Board, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 7.10 Actions by Officers.** Officers of the corporation shall regularly meet from time to time to discuss corporate affairs, corporate business and planning. The President shall notice and preside over such meetings. In the absence of the President the Vice President shall preside. Decisions and actions taken by the Officers as a result of Officer meetings shall be by majority vote of a quorum of at least 2/3 (two thirds) of then serving Officers. Officer meetings may be informal and conducted face to face, in writing or by electronic transmission, and may take place and continue over extended periods of time until the vote is made. Acts taken by officers may be ratified at any later date by the same procedure and in the same manner used in a regular meeting, or at any other regular Officer meeting. No official record or minutes need be made at Officer meetings.

## **ARTICLE VIII CERTAIN TRANSACTIONS**

**Section 8.01. Loans.** This corporation may advance money to a director or officer of this corporation or of its subsidiary, parent, or affiliate, for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **Section 8.02. Self-Dealing Transactions.**

**A. Transactions with Directors or Their Companies.** A transaction between this corporation and one or more of its directors, or between this corporation and any organization in which one or more of its directors has a material financial interest, must be approved or ratified: (i) by the members, or (ii) by the Board or a Board Committee after finding that such transaction is just and reasonable to this corporation at the time it is authorized, approved, or ratified. In either

case, it must be approved or ratified in good faith, without counting the vote of any interested director, and with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

**B. Transactions with Organizations Sharing Directors.** A transaction between this corporation and any organization in which one or more of this corporation's directors are directors is not void or voidable because of the presence of such director or directors at the meeting of the Board or a Board Committee that authorizes, approves, or ratifies the transaction, if:

(i) it was authorized, approved, or ratified in good faith by the Board or a Board Committee with full knowledge of the material facts concerning the transaction and such director's other directorship and without counting the vote of the common director; or

(ii) it was approved in good faith by the members; or

(iii) it was just and reasonable as to this corporation at the time of authorization, approval, or ratification.

This subsection shall not apply to transactions covered by subsection A of this Section. For both Subsections A and B of this Section, interested or common directors may not be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this Section.

## **ARTICLE IX INDEMNIFICATION AND INSURANCE**

**Section 9.01. Right of Indemnity.** To the fullest extent allowed by law, this corporation shall indemnify its directors, officers, employees, and other agents as defined in California Corporations Code Section 7237(a), including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that such person is or was an agent of the corporation and while acting on behalf of the corporation in connection with the basis for the proceeding. "Proceeding" shall have the same meaning as in California Corporations Code Section 7237(a) and shall include any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; "expenses" shall have the same meaning as in California Corporations Code Section 7237(a) and shall include reasonable attorneys' fees.

**Section 9.02. Approval of Indemnity.** On written request to the Board by any agent seeking indemnification, to the extent that the agent has been successful on the merits in defense of certain proceedings, the Board shall promptly authorize indemnification in accordance with California Corporations Code Section 7237(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c),

and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not a party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct in Section 7237(b) or Section 7237(c) has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

**Section 9.03. Insurance.** This corporation shall have the power to purchase and maintain insurance on its own account and/or on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability. However, the corporation is not required to purchase insurance and in any case may rely in whole or in part upon coverages to which the corporation is entitled as a result of the corporation's membership in CSAN or any other affiliate from time to time.

## **ARTICLE X MISCELLANEOUS**

**Section 10.01. Fiscal and Playing Year.** The fiscal year for this corporation shall be from August 1<sup>st</sup> through July 31<sup>st</sup> and the playing year shall begin on September 1 and end on August 31.

**Section 10.02. Contracts, Notes, and Checks.** All contracts entered into on behalf of this corporation must be authorized by the Board, the President or his or her designee, or the person or persons on whom such power may be conferred by the Board. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board or these Bylaws.

### **Section 10.03. Annual Reports to Members and Directors.**

**A. Financial Report.** The Chairman of the Board or his or her designee shall provide an annual written report to all of the directors. The corporation shall annually notify each member of the member's right to receive a copy of the financial report. The report shall contain the following information:

- (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of cashflows for that fiscal year;
- (ii) a statement of the place where the names and addresses of current members are located; and
- (iii) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the statement by an authorized officer of this corporation that such reports were prepared without an audit from the books and records of this corporation.

**B. Report of Certain Transactions.** Within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this corporation concerning the following:

(i) a description of any transaction during the previous fiscal year between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than 10 percent of the voting power of this corporation (or its parent or subsidiaries, if any) involving (a) more than \$500 or (b) any of a number of such transactions, which in the aggregate involved more than \$500, in which the same person had a direct or indirect material financial interest. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest; and

(ii) the amount and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$500 paid during the fiscal year to any director or officer of this corporation; provided that no such report need be made if the loan, guaranty, indemnification, or advance was approved by the members, or if the loan or guaranty was not subject to the provisions of California Corporations Code Section 7235(a).

**Section 10.04. Electronic Transmissions.** Subject to procedures that the Board may adopt, the term "written" and "in writing" as used in these Bylaws includes electronic transmissions, such as facsimile or e-mail.

**Section 10.05. Amendments.** Amendments to these Bylaws may be adopted by the members only. Such amendments shall require the vote of a majority of the total number of members in good standing.

**Section 10.06. Rules.** The Board of Directors may from time to time adopt Rules to clarify, supplement, or compliment the Bylaws; and to implement playing and other rules related to and in furtherance of the purpose of the Corporation.

**Section 10.07. Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.