

RIVER VALLEY SPORTS ASSOCIATION BOARD OF DIRECTORS AGENDA

DATE: December 10, 2018

Call Meeting to Order:

Presentations

- 1) Overview of information

Old Business

- 1) None

New Business

- 1) Formation of River Valley Sports Association
- 2) Election of Officers
- 3) Meeting Schedule

Committee Reports

President (general club updates):

Secretary (Any correspondence):

Treasurer (Financial Information – bank balances, etc.):

As of 12/4/2018

ACCOUNT	BALANCE
General	\$2,428.02
Baseball	\$282.74
Boys Basketball	\$288.89
Cheer	\$4,633.48
Football	\$283.94
Girls Basketball	\$1,378.38
Girls Volleyball	\$4,134.70
Golf	\$489.46
Running	\$2,907.70
Softball	\$9,800.46
Tennis	\$142.55
Wrestling	\$3,712.58
	\$30,482.90

Event/Fundraiser Committees:

River Valley Sports Association Policies and Procedures

I. Introduction

A. Purpose of Policies and Procedures. The purpose of these Policies and Procedures is to provide a set of written guidelines for use by Officers (Officers), directors (Directors) and Member Clubs (Clubs) of the River Valley Sports Association (Association), interested students and parents, members of the community, and members of the River Valley High School (RVHS) faculty and administration. These Policies and Procedures have been developed by the Board of Directors (Board) of the Association and the Board reserves the right to change and revoke these Policies and Procedures at any time.

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II. The Association

a. **Purpose of Association.** The Association is a nonprofit corporation established to benefit students attending RVHS by raising and contributing funds to be used for RVHS activities, academics, athletics and extracurriculars. The principal purposes of the Association are to:

i. Facilitate and support fundraising activities which support RVHS students and programs by:

1. Obtaining and maintaining “charitable organization” exempt status for federal and state taxes purposes (so that contributions made to the Association and its Clubs will be tax deductible by the Donor):

2. Establishing and maintaining a master calendar of fundraising activities to avoid conflicts between various fundraising and community events;

3. Maintaining dedicated accounts for each Club (described below) to receive earmarked donations for that Club and to facilitate certain categories of expenditures which cannot be handled through an appropriate ASB account (described below);

4. Provide an umbrella fundraising organization to help defray the expense of worthwhile RVHS activities which are not sufficiently supported by a Club and to organize major and long-term fundraising activities which may benefit RVHS as a whole.

5. Recruit and organize parent and community volunteers to provide support and assistance in connection with Various RVHS activities and programs.

6. Provide Insurance coverage for sponsored, approved, and master calendared event.

b. **Members of the Association.** The Association is operated and managed by a volunteer Board consisting of up to five voting Directors elected by the Members and Directors for Two-year terms who are either coaches, parents, or community volunteers, and up to two ex-officio nonvoting Directors consisting of the principal, and the athletic director of RVHS. The Members of the Association are RVHS Clubs which register with the Association and maintain the policies of the Association.

c. **Address,** The mailing address for the association is:

River Valley Sports Association
801 El Margarita Rd.
Yuba City, CA 95993

d. **Fiscal Year.** The fiscal year of the Association is July 1st through June 30th

III. Sports Clubs: In order to facilitate and support fundraising for specific RVHS activities and programs (e.g. Football, Volleyball, Cheer, etc.), The Association will encourage and endorse the establishment of various Sports Clubs (e.g., a Soccer Club, a Football Club, a Golf Club). By becoming an Association approved and registered Club, a Club will be a Member of the Association and will be eligible to use the Association's charitable organization exempt tax status, its taxpayer identification number, a designated Association subaccount for recording keeping/accounting purposes and the Association's name in connection with its fundraising activities.

a. **Registration.** Sports wishing to establish a Club must apply to the Board and receive formal recognition as an association Club. In order to receive recognition as a Club, the proposed Club Members must complete an Application for Club Recognition (Attachment A) and agree to abide by the Association's policies, which are established from time to time. Each Club agrees to send a club representative to each Association Board meeting. Repeated failures to follow the Association's policies will be ground for revocations of Club Status. Clubs will be charged a fine of \$100 for failure to attend at least 2 of the 4 meetings throughout the fiscal year, July 1 to June 30.

b. **Subaccount.** Once a Club has been formed and recognized by the Board, the Treasurer will establish a fundraising subaccount for that Club. All Donations which are acquired by or designated or earmarked for a particular Club will be credited to that Club's Subaccount. Statement of subaccounts for each Booster Club will be prepared quarterly.

c. **Withdrawals.** Except as provided for below, the signatures of the authorized officer of the Association, and the authorized officer of the Club are required to withdraw funds or write checks for a Club subaccount. Disbursements from a Club subaccount will be made following completion and approval of a Request for Funds (Attachment B)

d. **Reports,** After completion of an approved fundraising event or at least quarterly, all Booster clubs are required to provide records of income and expenditures to the Association Treasurer along with the monies to be deposited, this must be completed within seven (7) Days of the conclusion of the fundraising event. The records should include an accounting for all monies paid out (Date, amount, to whom and for what purpose), and the total amount of income for the activity.

e. **Records and Reconciliation.** Club officers are asked to keep records and periodically balance their Subaccount with the association Treasurer. If there are discrepancies that cannot be resolved between the Association Treasurer and the Boosters, this should be brought to the attention of the association board. Clubs are required to send out Contribution Letters to comply with IRS Guidelines for received donations.

f. **Budget.** Clubs are required to give the Association a Club approved budget by June 1 for Fall clubs , Oct 1 for Winter clubs, and Jan1 for Spring clubs.

g. **District Policy.** Clubs are to comply with District Policies and procedures as required.

IV. General Association Fundraising

a. In addition to the fundraising done by the various Clubs, the Association may, and intends to, undertake general fundraising activities. Funds accumulated through the external fundraising activities will be dispensed in accordance with the Association's allocations procedures.

V. Coordination of Fundraising Activities.

a. **Scheduling Fundraising.** In order for the Booster Association fundraising master calendar to function properly it is necessary for all Association and Club Fundraising functions and activities (whether ongoing or one-time) to be approved and entered in the calendar. The Association's Vice President will also be responsible for inputting into the calendar the fundraising activities of other organizations (e.g. ASB). In order for a Club to obtain the approval of and calendaring of a particular fundraising activity or event, the individuals organizing the event or activity must fill out and submit to the Vice President a Club Fundraising Activity/Event Scheduling Request (Attachment C). Following submission of an appropriate approval or rejection of the request within Three (3) weeks from the date requested. If a request is rejected, the Association's reasons for rejecting the request will be provided in writing. If necessary, the Board will develop additional written policies governing the prioritization and approval of proposed fundraising activities and events.

b. Only previously approved fundraising and authorized activities may utilize the name of the Association, or its taxpayer identification number, or its tax exempt status. If a Club has received approval for a recurring Activity (i.e., an annual fund raiser), it will be responsible for conducting that activity within the authorized time frame(s). Failure to conduct activities and/or events when and as approved may be grounds for revocation of approval and removal from the master schedule.

c. **Monitoring Fundraising.** All fundraising activities approved by the Association may be monitored to ensure compliance with applicable Association Bylaws as well as Federal and state income tax laws and fundraising. Each Club shall provide the Association, upon request, with the information and records necessary for the Association to properly account for income and expenditures from each Association approved activity or event.

VI. CONFLICTS OF INTEREST POLICY : Board Members and Members have an obligation to conduct matters within guidelines that prohibit actual, potential and/or perceived conflicts of interest. This policy establishes only the framework within which RVSA wishes the

association to operate. The purpose of these guidelines is to provide general direction so that members can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when a member is in a position to influence a decision that may result in a personal gain for that member or for a relative as a result of RVSA dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the member is similar to that of persons who are related by blood or marriage, as with domestic partners of members of the same household.

No “presumption of guilt” is created by the mere existence of a relationship with outside parties. However, if members have any influence on transactions involving purchases or contracts, it is imperative that they disclose to an officer of RVSA as soon as possible the existence of any actual or potential conflict of interest so that all safeguards can be established to protect all parties. Personal gain may result not only in cases where a member or relative has a significant ownership in a firm that RVSA does business, but also when a member or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving RVSA.

VII. WHISTLEBLOWER PROTECTION POLICY : RVSA is committed to being a model for the community and to full compliance with all applicable state and federal statutes, rules and regulations. RVSA prohibits retaliation by members or third parties against any RVSA member who: reports any suspected violations at RVSA; participates in any investigations or provides information concerning suspected violations; or refuses to participate in an act that would result in a violation of state or federal statute, rule or regulation.

All reports received by RVSA will be promptly and thoroughly investigated. If RVSA concludes, as a result of the investigation, that there is reason to believe that this policy has been violated, it will take appropriate action including termination of membership or Board seat. Other legal action also may be taken under certain circumstances.

VIII. DOCUMENT RETENTION POLICY

The Sarbanes-Oxley Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored. Nonprofit organizations should have a written, mandatory document retention and periodic destruction policy. Policies such as this will eliminate accidental or innocent destruction. In addition, it is important for administrative personnel to know the length of time records should be retained to be in compliance.

The following table provides the minimum requirements.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Tax returns and worksheets	Permanently

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Attachment A

River Valley Sports Association Application for Sports Club Recognition

To establish a Club to support student activities at RVHS you must apply and receive formal recognition as a **Non Profit** Association Club. Please read and understand the Association "Policies and Procedures" pertaining to Booster Clubs.

1. Club Name: _____ Date of Application: _____

2. Supporting which RVHS Activity(ies)? _____

3. Faculty Contact: _____ Phone: _____

4. Club officers or parent contact(s): (Names, addresses and telephone numbers)

5. Club Representative to Association: _____ Phone: _____

6. Club Treasurer (or person responsible for moneys and authorized officer for withdrawals):

Name: _____ Phone: _____ Fax: _____

Email address: _____

Address: _____

I have read the River Valley Sports Association "Policies and Procedures." On behalf of the Club I agree to comply with these policies and procedures for Club operation. Repeated failure to comply with the Association's Policies and Procedures will be grounds for revocation of Club status. I agree to inform the Association of any changes to the Club information contained in this application.

7. Signature of Club Treasurer: _____ Date: _____

Submit completed form
(in advance of next Association Board Meeting)
TO: River Valley Sports Association
River Valley High School
801 El Margarita Rd.
Yuba City, CA 95993

FOR ASSOCIATION ONLY:

APPROVED / DISAPPROVED Date: _____

Comments _____

River Valley Sports Association: By: _____

Title: _____ Date: _____

Attachment B

River Valley Sports Association Request for Disbursement

Club Name: _____ Date of Request: _____
Faculty Contact: _____
Club Treasurer (print legibly): _____ Contact No: _____
Total amount of this request: \$ _____
Purpose of this request: _____
Apply towards budget category: _____
Make Check Payable To: _____
Address: _____ State: _____ Zip: _____

If payee is an independent contractor, is W-9 attached or on file? Yes No

Send check to:

Attach original invoices and receipts. Include an additional remittance copy of invoice.

I declare, under penalty of perjury, that this claim has been examined by me and that to the best of my knowledge and belief that all these claims are true and correct.

Original Authorized signatures for requests (*Please print name with signature*)

a. _____
Club Treasurer Signature – required for all requests Print Name
b. _____
Second authorized signature – all requests over \$250 Print Name

This request cannot be honored at this time for the following reason:

Need Original Receipt and/or Invoice Need Two Authorized Signatures
 Payee cannot be the authorized signer Need Method of Payment
 Proper documentation Insufficient funds in your club account
 Other: _____

RVSA only:

Disbursed by: _____ Title: _____

Date: _____ Check No. _____

Date Received: _____ Date Mailed: _____

Club File

Stamped envelope attached

District office

Other _____

Attachment C

River Valley Sports Association Booster Club Fundraising Activity/Event Scheduling Request

All RVSA Club fundraising events/activities must be approved and placed on the RVSA master calendar prior to the event/activity. Only previously approved fundraising and authorized activities may utilize the name of the Association or its taxpayer identification number.

Upon the completion of the activity/event, all Clubs are required to provide records of income and expenditures to the Association Treasurer along with the amount to be deposited. This must be completed within seven (7) days of the event.

Submit this form to the RVSA Vice President. Approval/disapproval will be sent within three (3) weeks. The mailing address for the Association is:

River Valley Sports Association
801 El Margarita Rd.
Yuba City, CA 95993

1. Club Name: _____ Date of Request: _____
2. Faculty Contact: _____ Phone: _____
3. Title of event/activity: _____
4. Description: _____
5. Date(s): _____
6. This is a: One time event? Yes No Annual reoccurring? Yes No
Continuing event? _____ From: _____ To: _____
7. Location of event/activity: _____
8. Approval/disapproval should be sent to (name, address, telephone number)
Name: _____ Phone: _____ Fax: _____
Email address: _____
Address: _____
9. Your activity is: APPROVED / DISAPPROVED

RVSA: By: _____
Title: _____ Date: _____
Explanation: _____

**BYLAWS
OF
RIVER VALLEY SPORTS ASSOCIATION
A California Nonprofit Public Benefit Corporation
Adopted DATE**

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1: PURPOSE. The River Valley Sports Association (Association) is a broadly-based, nonprofit community organization created exclusive for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The primary purpose of this Association is to benefit students attending River Valley School by raising and contributing funds to be used for educational, athletic, and extracurricular, activities. The Association also shall promote community support and awareness of the various educational, athletic, and extracurricular events, programs and activities at River Valley High School.

2: MEMBERS. Each River Valley High Sports Club (Club) which registers with the Association, and is accepted under Procedures duly prescribed by the Association, shall be a Member of the Association.

2.1 Vote: Each Club shall have one vote on matters to be voted upon by the Members.

2.2 Representative: Each Club will be represented by one person to cast its vote and receive notice of meetings. The Club representative must be registered with the Association, and the Association will follow the following priority in acknowledging representation by each Club: President, Vice President, Secretary, Treasurer and Representative.

2.3 Quorum: A decision of the Members, upon matters for which the Members may vote, requires a majority of a quorum unless a higher percentage is specified. A quorum shall be thirty percent (30%) of current Members

3: THE BOARD OF DIRECTORS.

3.1 Powers and Duties: Other than amendments to the Articles or the Bylaws and election or removal of Directors, all Association business will be conducted by the Board of Directors.

3.2 Number of Directors: The number of Directors shall be no less than five (5) and no more than seven (7). All Directors but the two discussed in section 3.3(D) below shall be elected.

3.3 Manner of Selection and Term:

A. Terms: Each of the elected Directors shall serve for a term of two years or until a successor is elected. Half of the Directors shall be elected in odd numbered years at the annual meeting of the Members, and half of the Directors shall be elected in even numbered years. If there is an odd number of directors initially, the greater number shall be said to have been elected in the proceeding the year of creation of the board.

B. Nomination: Nominations for Director may be submitted by the Nominating Committee, by individual Board members, or by Members.

C. Election: The elected Directors must be elected by a majority of the Members and by a majority of the Directors then in office.

D. Exofficio: The Principal, and the Athletic Director of River Valley High School shall serve as ex-officio members of the Board of Directors and shall not be entitled to vote.

3.4 Vacancies: Except as otherwise stated in these bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

3.5 Quorum: That number of directors which is more than fifty percent (50%) of the currently occupied elected seats on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

3.6 Compensation: No Director shall receive, directly or indirectly, any compensation for his or her services as Director.

3.7 Resignation: Any Director may resign at any time by giving written notice of such resignation to the President. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Association, the effective date specified is subject to acceptance by the Board of Directors. No Director may resign if the Association would then be left without a duly elected Director or Directors in charge of its affairs.

3.8 Removal: Any number of Directors may be removed by the same vote that would have been necessary to elect them at the time of removal.

4: OFFICERS.

4.1 Offices: The officers of the Association shall consist of a President, a Vice-President, a Secretary, two (2) Treasurers and such other officers as the Board of Directors may from time to time appoint.

4.2 Election and Term of Office: The officers of the Association shall be elected annually by the Board of Directors, at the General Annual Meeting. Vacancies

may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified. There is no restriction on the number of consecutive terms that any officer may serve.

4.3 President: Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the Association. The President shall preside at all meetings and shall serve as an ex-officio member of all committees. The President shall set the agenda for each Board meeting and each Executive Committee meeting and shall distribute it to all members at least seven (7) days prior to the scheduled meeting. Included in the agenda shall be all requests made by any Board member to the President at least two (2) weeks prior to the scheduled meeting. The President shall be responsible for media relations, public visibility, and shall be the primary spokesperson of the Association.

4.4 Vice President: In the absence of the President, the Vice President shall perform the duties of the President. The Vice President is responsible for keeping the Board informed on current issues affecting the Association and reporting to the Board on the activities and decisions of the River Valley High School Administration (Administration) or the Yuba City Unified School District (District) relating to the contribution and fund raising activities of the association. The Vice President is also responsible for maintaining an “information exchange” with other similar organizations in the area and reporting to the Board on their activities, successes and ideas.

4.5 Secretary: The Secretary shall act as secretary of all meetings of the Board of Directors and shall be responsible for minutes from said meetings. The minutes shall include a record of issues, discussed, motions, seconds and vote results and shall be distributed to each Board member within three (3) weeks of each meeting. The Secretary shall maintain a current Board member and Committee roster.

4.6 Treasurer: A Treasurer shall act as the Chief Financial Officer of the Association and shall be responsible for the accounting and Financial reporting for all monies of the Association. A Co-Treasurer shall act as a authorized signer on all accounts in accordance with policies adopted by the Board.

5: COMMITTEES.

5.1 Committees: Except as otherwise stated in these Bylaws, the Board shall appoint the members and designate the chair of standing and other committees. Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Each Committee chair shall be responsible for recruiting Committee members outside the Board membership. Each Committee chair shall report to the full Board at each meeting on the activities of the respective Committee.

5.2 Executive Committee: There shall be an Executive Committee composed of the officers of the Association. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Association between meetings of the Board. All action taken by the Executive Committee shall be subject to ratification by the Board.

5.3 Standing Committees:

A. Allocations Committee: There shall be an Allocations committee whose responsibilities shall include review of proposals and recommendations for program allocations.

B. Finance Committee: There shall be a Finance Committee whose responsibilities shall include fact finding for the Board on matters relating to the financial administration of the Association, and preparation of the Annual Budget for presentation to the Board. A Treasurer shall chair this Committee.

C. Fundraiser Committee: There shall be various fundraising Committees established from time to time by the Board, each having the purpose of planning and conducting special events or fundraising drives.

D. Nominations Committee: There shall be a Nominating Committee of not less than two (2) persons. The Nominating Committee shall present nominations for the Directors and Officers.

5.4 Other Committees: The Board may create additional Committees as needed. Such additional Committees shall each have at least one (1) member who is a current member of the Board.

6: MEETINGS.

6.1a Executive Annual Meeting: The Executive Annual Meeting of the Officers and Board of Directors shall be held during the last full month of the school year each year at such time and place as the Board of Directors shall determine.

6.1b. General Annual Meeting: The General Annual Meeting of the Board of Directors and the Members shall be held during the last full month of the school year each year at such time and place as the Board of Directors shall determine.

6.2 Regular Meetings: In addition to the Annual Meetings, regular meetings of the Board of Directors shall be held at least three (3) other times per year, at such times and places as the Board of Directors shall determine.

6.3 Special Meetings:

A. Special Meetings may be called by the President or any other two (2) Board Members or officers.

B. Notice of special meetings shall be given to all the Directors a minimum of five (5) days prior to the meeting if delivered by first class mail or a minimum of seventy-two (72) hours prior to the meeting if notice is delivered personally or by telephone.

C. Waiver of notice: The notice requirements contained in these Bylaws may be waived in writing by a Director. All waivers shall be made part of the minutes of the meeting.

6.4 Action In Lieu of a Meeting: Any Board action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent to such action in writing, including via email. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

6.5 Meetings by Telephone: Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

7: GRANTS, CONTRACTS, LOANS, ETC.

7.1 Grants: The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Association, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers in the name of and on behalf of the Association, to make any such grants, contributions, or assistance.

7.2 Execution of Contracts: The Board of Directors may authorize any officer in the name and on behalf of the Association, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Association.

8: INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 Indemnification by Association: The Directors and Officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law except for acts of negligence and/or fraud.

8.2 Execution of Contracts: The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association 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 Association would have the power to indemnify any agent against such liability under the provisions of this section; provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5233 of the California Nonprofit Corporation Law (relating to self dealing transactions).

9: ASSETS AND INVESTMENTS.

9.1 Standards, Retention of Property:

A. Primary Focus: The Association shall invest, manage, acquire, and dispose of its assets and its endowment assets such that the primary focus is the preservation of the assets of the Association and secondarily obtaining the highest return on those assets after consideration of the primary focus.

B. Gifts: All gifts, contributions and donations received shall be irrevocable. As to any real or personal property properly received by the Association, the Association may continue to hold it if and as long as the Board of Directors may consider that retention is in the best interests of the Association. No retention of donated assets violates these Bylaws, where such retention was required by the donor in the instrument under which the assets were received by the Association, except that no such requirement may be effective more than ten (10) years after the death of the donor.

C. Rejection: Notwithstanding any other provision in these Bylaws, the Association may reject any donation, acceptance of which the Board of Directors deems would not further the purposes of the Association or the acceptance of which would impose an undue burden on the Association.

D. Records: The Association shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Board of Directors deems appropriate to recognize and commemorate each gift.

10: GENERAL BYLAWS

10.1 Fiscal Year: The fiscal year shall begin July 1 and shall end June 30.

10.2 Rules: Robert's rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Association.

10.3 Report to Directors: The President shall furnish a written report annually to all Directors of the Association. The report shall include, but is not limited to the following information: the assets and liabilities including trust funds as of the end of the fiscal year, the principal changes in assets and liabilities during the fiscal year, the revenue or receipts of the Association both restricted and unrestricted, the expenses or disbursements, and any information required by Section 6322 of the California Nonprofit Corporation Law. The annual report shall be accompanied by any report thereon of independent accountants or the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

10.4 Amendments: These Bylaws and the Articles of Incorporation may be amended only by the affirmative vote of two-thirds (2/3) of the Directors and of the Members present and voting at any meeting at which quorums of Directors and of Members are present. No action shall be taken to amend any Bylaw or Article unless written notice of the proposed amendment(s) shall have been given to all Members and Directors at least ten (10) days prior to the meeting. (10-97)