

**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)

**Certificate Of Adoption Of Bylaws
Of
RIVER VALLEY SPORTS ASSOCIATION
a Non-Profit Corporation**

Adoption by acting Board of Directors.

The undersigned, being all of the persons elected to the Board of Directors of this corporation, hereby assent to the foregoing Bylaws, and adopt the same as the Bylaws of this corporation.

Executed at Yuba City, California, as of _____.

Directors:

Brennan McFadden

Jen Cates

Tom Rockenstein

Brent Bosanek

Rob Cates

Philip McCaulley

Certificate by Secretary of Adoption by Directors.

THIS IS TO CERTIFY that I am the duly elected, qualified and acting secretary of the above named corporation and that the foregoing Bylaws were adopted as the Bylaws of said corporation on the date set forth above by the person elected as the first Board of Directors of said corporation.

Executed at Yuba City, California, as of _____.

Jen Cates, Secretary