

BY LAWS OF  
TITAN ATHLETIC BOOSTER CLUB, INCORPORATED  
*A California Nonprofit Public Benefit Corporation*

**ARTICLE I**  
NAME

1. The name of this Corporation shall be Titan Athletic Booster Club, Incorporated.

**ARTICLE II**  
OFFICES

2.01 Principal Office: The principal office for the transaction of business is in Bakersfield, California 93314

2.02 Change of Address: The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section or this section may be amended to state the new location.

**ARTICLE III**  
OBJECTIVES AND PURPOSE

3.01 The specific objective of this Corporation is to encourage and assist students of Frontier High School in interscholastic sports programs; to aid and assist the Frontier High Staff, Faculty, and Coaches in any way possible in their efforts to aid students of Frontier High School involved in interscholastic sports programs. This includes, but not limited to, seminars and clinics for the purpose of enhancing the knowledge of staff, faculty, and coaches. This shall include the solicitation of gifts, devise and otherwise, of money and property of every kind, nature and description and in use of the same, and any income of proceeds, for such purposes which are consistent with the objectives and purpose of this Corporation.

**ARTICLE IV**  
NONPARTISAN ACTIVITIES

4.01 This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or express opinions for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3 of the Bylaws.

**ARTICLE V**  
DEDICATION OF ASSETS

5.01 The property and assets of the nonprofit Corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501( c) (3).

**ARTICLE VI**  
DIRECTORS

6.01 Number: The Corporation shall have no more than 6 directors, consisting of a President, Vice President, Secretary, Treasure and the former President. In addition one director shall be the Athletic Director of Frontier High School or a representative appointed by the Frontier High School Principal.

6.02 Qualifications: The directors of the Corporation shall be residents of Kern County, California.

6.03 Term of Office: Each director shall hold office for the term of three (3) years and until the successor director has been elected and qualified.

6.04 Nomination: Any officer, director or member may nominate qualified candidates for election to the Board of Directors at least thirty days before the election of the Board of Directors. A consent of the nominee shall be obtained prior to the election.

6.05 Election: The directors shall be elected by the majority of the members present at the annual April TABS meeting. No proxy votes will be allowed. Retiring directors shall serve until the newly elected director(s) are installed. The directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by paragraph 6.02 of these Bylaws.

6.06 Vacancies: Vacancies on the Board Of Directors shall exist on the death, resignation, or removal of any director. The vacancies shall be filled by a majority vote of the remaining directors. Any person elected to the Board of Directors in order to fill a vacancy shall serve until the next election and until a successor director has been elected and qualified as prescribed in paragraph 6.05 of these Bylaws.

6.07 Removal: The Board of Directors may declare vacant the office of a director on the occurrence of any of the following events:

- A. The director has been declared unsound of mind by a final order of the court or a conservator of the estate has been appointed for the director.

- B. The director has been convicted of a felony.
- C. The director has failed to attend fifty percent (50%) of the meetings of the board
- D. The director has the responsibility to promote a positive image of the Frontier High School Athletic program and the Booster Club in our community. Violation of this may result in disciplinary actions.
- E. Misappropriation of funds

6.08 Powers: The Board of Directors shall have the following powers:

- A. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these Bylaws, the Board of Directors shall have general corporate powers and shall manage the business and affairs of the Corporation.
- B. Without prejudice to these general powers and subject to the same limitations, the directors shall have the specific power to:
  1. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
  2. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of regular, special, or annual meetings.
  3. Adopt, make, and use a Corporation seal and alter the form of the seal and certificate.

6.09 Compensation: The directors shall serve without compensation except that they shall be reimbursed for their actual expenses properly incurred on behalf of the Corporation.

6.10 Regular Meetings: The Board of Directors shall hold a regular meeting on the first Monday of every month at 5pm at the principal office of the Corporation or as changed from time as provided in Section 2.02 of these Bylaws. Notice of this meeting shall not be required. If any day fixed or the regular meeting falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next day which is not a legal holiday. Meeting date may be changed as needed if regular meeting falls tandem with a scheduled school event.

6.11 Special Meetings: Special meetings of the Board of Directors may be called at any time by the chairperson of the Board or the president, or any vice president, secretary, or any two directors.

6.12 Notice of Special Meetings: Notice of the time and place of special meetings shall be given to each director as follows:

- A. Notice shall be sent or give to the director at the address or telephone number as shown on the records of the Corporation by one of the following methods:
  1. By personal delivery of notice
  2. By first class mail, postage paid
  3. By telephone communication, either directly to the directory or to a person who would reasonably be expected to communicate such notice promptly to the director

#### 4. Electronic transmission by email or other form

- B. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting.

6.13 **Waiver of Notice:** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after a regular call and notice, if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of the notice or consent need not specify the purpose of the meeting. All waiver, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting without protesting before or at its commencement about the lack of adequate notice.

6.14 **Without Meeting:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting. If all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent(s) shall be filed with the minutes or the proceedings of the board.

6.15 **Place of Meetings and/or Meetings by Telephone:** Notwithstanding the above provisions, a regular or special meeting may be held at any place consented to in writing by all board members. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or communication equipment so long as all directors participating in the meeting can hear or otherwise communicate with each other and all such directors shall be deemed to be present in person at such meeting.

6.16 **Quorum:** A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act of decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action is taken is approved by at least a majority of the required quorum for that meeting.

6.17 **Conduct of Meeting:** The President, Chairperson of the Board, or in his or her absence, any director selected by the directors present, shall preside at the meeting of the Board of Directors. The secretary of the Corporation, or in the secretary's absence, any person appointed by the presiding officer shall act as secretary of the board.

#### **ARTICLE VII OFFICERS**

7.01 **Officers:** The officers of the Corporation shall be a president, vice president, secretary and treasurer. The Corporation may also have at the discretion of the Board of Directors, a chairperson of

the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of 7.02 of these Bylaws.

7.02 Appointment of Offices: The officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer. The officers shall be members of the Board of Directors.

7.03 Term of Office: Each officer shall hold office for the term of three (3) years and until the successor officer has been elected and qualified.

7.04 Subordinate Officers: The Board of Directors may appoint, and may authorize the chairperson of the board or the president or another officer to appoint, any other officers that the business of the Corporation may require. Each of who shall have the title hold the office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

7.05 Removal of Officers: Any officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the board by majority of the Board of Directors

7.06 Resignation of Officers: Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

7.07 Vacancies in Office: a vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

7.08 Responsibilities of Officers: The officers have the responsibility to promote a positive image of the Frontier High School Athletic program and the Booster Club in our community. Violation of this may result in disciplinary actions. The officers shall have the following responsibilities:

- A. The President/Chairperson of the Board- Subject to such supervisory powers as may be given by the Board of Directors to the chairperson of the board, if any, the president shall, subject to the control of the Board of Directors, generally supervise, direct, and control he business of the officers of the Corporation. He/she shall preside at all meetings. He/she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.
- B. Vice President- In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the chairperson of the board.
- C. Secretary- The secretary shall attend to the following:
  - 1. Book of Minutes- The secretary shall keep or cause to be kept, a the principal executive office or such other place as the Board of Directors my direct, a book of minutes of all meetings and actions or directors and committees of directors with

the time and place of holding, the notice given, the names of those present at such meetings, and the proceedings of such meeting, whether regular or special.

2. Notices, and other Duties- The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws.

D. Treasurer- The treasurer shall attend to the following:

1. Books of Account- The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
2. Deposit and Disbursement of Money and Valuables- The treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the Corporation; and shall have other powers and perform such duties as may be prescribed by the Board of Directors or these Bylaws.
3. Discretion- The treasurer may write checks not to exceed \$25.00 for incidental matters without authorization of the Board of Directors, but shall report at the next meeting of the Board the issuance of each said checks in sums in lesser amount than \$25.00.
4. Bond- If required by the Board of Directors, the treasurer shall give the corporate bond in the amount and with the surety of sureties specified by the board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

## **ARTICLE VIII**

### **MEMBERS**

8.01 Members: This Corporation shall have one class of members, designated as a regular member. Any person dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

8.02 Right and Responsibilities: Members shall have the right to vote in person, as set forth in these Bylaws. No proxy votes shall be allowed. Members may vote on election of Directors, on the disposition of all or substantially all of the Committees assets in which their athlete participates and any election to dissolve the Corporation. Members have the responsibility to promote a positive image of the Frontier Athletic programs and the Booster Club in our community. Violation of this may result in disciplinary actions.

8.03 Meetings: Notice of any meeting of the members shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. Notice may be given by (a) electronic transmission by the

Corporation by facsimile telecommunications or electronic mail when directed to the email address respectively, for that recipient on record with the Corporation; or (b) other means of electronic communication. Further, notice may be given by announcements, mailers, and posting by or at Frontier High School or such other means as determined by the Board of Directors as appropriate means to notify members of meetings.

8.04 Annual Meeting: The annual meeting shall be held on the first Monday of April each year unless the Board of Directors fixes another date and notice is provided as set forth in section 8.03 of these Bylaws.

## **ARTICLE IX COMMITTEES**

9.01 Committees: The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more advisory committees for each sport, each consisting of membership as determined by the Board of Directors, to serve at the pleasure of the board, for special projects. Committees shall be composed of 3-7 members as prescribed in the Bylaws (must include a President, Vice President, Treasure and Secretary). Committees shall maintain a book of minutes of all meetings and actions with the time and place of holding, the notice given the name of the present at such meetings and the proceeding of such meetings whether a regular or special meeting.

1. The Board of Directors may by resolution adopted by a majority of directors, then in office, designate 1 or more advisory committee each consisting of membership as determined by the Board of Directors, for special projects .
2. Each sport by majority vote of members present may elect an Executive Committee Board outlined as follows:
  - A. Nominating- Nominations may be made by the members for the Executive Committee Board of qualified candidates for the positions of President, Vice President, Secretary and Treasurer and any additional position up to seven (7). Nominations must be made at least thirty (30) days before the election.
  - B. Elections- The Executive Committee Member shall be elected by the majority of the members present at the April meeting. No proxy votes shall be allowed. Retiring committee members shall serve until the newly elected committee is installed.
  - C. Term of Office- Each Executive Committee Member shall hold office for the term of three (3) years and until the successor committee member has been elected and qualified.
  - D. Qualification- The Executive Committee Member shall have a student at Frontier High School within the designated sport.
  - E. Vacancies- Vacancies on the Executive Committee shall exist on the death, resignation, or removal of any Executive Committee member by the Board of Directors. Vacancies shall be field by a majority vote of the remaining Executive Committee members. Any person elected to the Executive Committee to fill a vacancy shall serve until the next election as prescribed in 9.01 B.
  - F. Removal- The Board of Directors may declare vacant the office of an Executive Committee member on the occurrence of any of the following events:
    1. The Executive Committee Member has been declared unsound of mind by a final order of the court or a conservator of the estate has been appointed for the director.
    2. The Executive Committee Member has been convicted of a felony.

3. The Executive Committee Member has failed to attend fifty percent (50%) of the meetings of the board
4. The Executive Committee Member has the responsibility to promote a positive image of the Frontier High School Athletic program and the Booster Club in our community. Violation of this may result in disciplinary actions.
5. Misappropriation of funds

3. Furthermore, no committee, regardless of board resolution, may:

- A. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires directors' approval or approval of a majority of all the directors.
- B. Fill vacancies on the Board of Directors or in any committee which has the authority of the board.
- C. Fix compensation of the directors for serving on the board or on any committee.
- D. Amend or repeal Bylaws or adopt new Bylaws.
- E. Amend or repeal any resolution of the Board of Directors or the members of these committees.
- F. Appoint any other committees of the Board of Directors or the members of these committees.
- G. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- H. Approve any transaction (1) to which the Corporation is a party and one or more directors have a material financial interest; or (2) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

9.02 Meetings and Action of Committees: Regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors or by resolution of the committee. Notice of special meetings of committees shall also be given to any and all members, who shall have the rights to attend all meetings of the committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE X**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

10.01 Definition: For purpose of this Article:

- A. Agent- Any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Corporation that was a predecessor Corporation of this Corporation or of another enterprise at the request of the predecessor Corporation.
- B. Proceeding- Any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.



C. Expenses- Includes without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

10.02 Successful Defense by Agent: To the extent that an agent of this Corporation has been successful on the merits in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgement rendered against him, then the provisions of Section 10.02 through 10.05 in these Bylaws shall determine whether the agent is entitled to indemnification.

10.03 Actions Brought by Persons other than the Corporation: Subject to the required finding to be made pursuant to paragraph 10.03 in these Bylaws, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director, or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporation Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, or by reason of the fact that such person is or was an agent of this Corporation for all expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with the proceeding.

10.04 Action Brought by or on Behalf of the Corporation:

- A. Claims settled out of Court- if any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- B. Claims and Suits Awarded against Agent- this Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met:
  - 1. The determination of good faith conduct required by Section 7.05 of these Bylaws must be made in the manner provided for in that section of these Bylaws, and
  - 2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

10.05 Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in paragraphs 10.03 and 10.04 in these Bylaws is conditioned on the following:

- A. Required Standard of Conduct- The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgement, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- B. Manner of Determination of Good Faith Conduct- The determination that the agent did act in a manner complying with paragraph A above shall be made by:
  - 1. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding, or
  - 2. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

10.06 Limitations: No indemnification or advance shall be made under this Article, except as provided in paragraph 10.02 or 10.05.B.2 in these Bylaws any circumstances when it appears:

- A. Inconsistent Indemnification- The indemnification or advance would be consistent with a provision of the articles, a resolution of the board, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or
- B. Court Condition- That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

10.07 Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

10.08 Contractual Rights of Non-directors and Non-officers: Nothing contained in this Article shall affect any right or indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

10.09 Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of the section.

**ARTICLE XI**  
**RECORDS AND REPORTS**

11.01 Maintenance of Corporate Records: The Corporation shall keep:

- A. Adequate and correct books and records of account.
- B. Minutes in written form of the proceedings of its board and committees of the board.
- C. All such records shall be kept at the Corporations principal executive office in this state.

11.02 Maintenance and Inspection of Articles and Bylaws: The Corporation shall keep at its principal executive office in the state the original or a copy of the articles and Bylaws as amended to date.

11.03 Inspection of Directors: Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a director may be made in person or by an agent of attorney, and the right of inspection includes the right to copy and make extracts of documents.

11.04 Annual Report: Not later than 120 days after the close of the Corporation's fiscal year, the board shall cause an annual report to be prepared. Such report shall contain the following information in reasonable detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

11.05 Annual Statement of Transactions and Indemnification: No later than the time the Corporation gives its annual report, and in any event no later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- A. Any transaction(s) in which the Corporation, its parent or it subsidiary was a party, and In which either of the following had a direct or indirect financial interest:
  - 1. Any director or officer of the Corporation, its parent or subsidiary (a more common directorship shall not be considered such an interest);
  - 2. Any holder of more than 10% of the voting power of the Corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.
- B. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer of directors.

**ARTICLE XII**  
**AMENDMENT**

12.01 Except as may be otherwise restricted by the California Corporation Code for Nonprofit Public Benefit Corporation, the Board of Directors may adopt, amend or repeal the Bylaws.

**ARTICLE XIII**  
CONSTRUCTION AND DEFINITIONS

13.01 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes plural, and the plural number includes singular, and the term "person" includes both the Corporation and a natural person.

CERTIFICATE OF SECRETARY

I hereby verify that I am the duly elected and acting secretary of Titan Athletic Booster Club, Incorporated, a nonprofit public benefit Corporation, and the above Bylaws, consisting of 12 pages, are the Bylaws of this Corporation as duly adopted as a special meeting of the Board of Directors held on February 16, 2022.

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Carolyn Sherman  
2/16/2022