

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
THE COLLEGE PARK ATHLETIC BOOSTER CLUB

Effective as of October 21, 2019

The undersigned, being all of the members of the Board of Directors (the "Board") of the College Park Athletic Booster Club (the "Organization") do hereby adopt the following preambles and resolutions by written consent, which action shall be as valid and legal and of the same force and effect as though taken at a meeting duly and validly noticed and held.

AMENDED AND RESTATED BYLAWS

WHEREAS, a form of amended and restated bylaws, in the form attached hereto as Exhibit A (the "Amended and Restated Bylaws") has been presented to the Board for approval;

RESOLVED, that the Amended and Restated Bylaws be, and they hereby are, adopted as the Bylaws of this Organization.

RESOLVED FURTHER, that the Amended and Restated Bylaws be authenticated as such by a Certificate of the Secretary of this Organization and inserted as so certified in the corporate minute book, and that a copy of said Amended and Restated Bylaws similarly certified be kept at the principal office for the transaction of business of this Organization.

RESOLVED FURTHER, that the Board hereby waives the requirement to provide 7 days prior notice to amend the bylaws of the Organization.

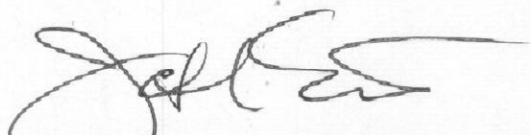
GENERAL AUTHORIZATION

RESOLVED, that the officers of the Organization are authorized, empowered and directed, for and on behalf of the Organization, to execute and deliver, or to cause to be executed and delivered, any and all agreements, certificates, instruments, notices and other documents and to take, or to cause to be taken, any and all actions as they may deem necessary or desirable to carry out the intent or accomplish the purposes of the foregoing resolutions.

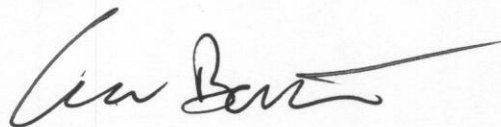
RESOLVED FURTHER, that any and all actions taken by the officers of the Organization prior to the adoption of the foregoing resolutions intended to carry out the intent or accomplish the purposes of the foregoing resolutions are hereby ratified, confirmed, approved and adopted in all respects.

Signature Page Follows

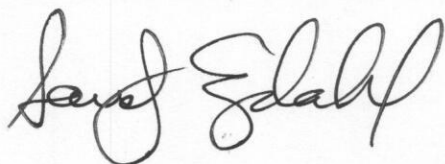
IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of College Park Athletic Booster Clubas of the date first above written.



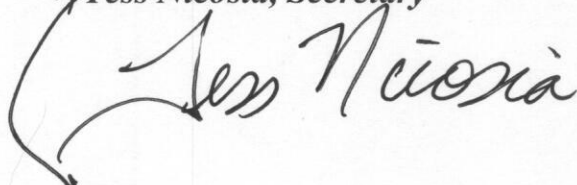
Jeff Eide, President



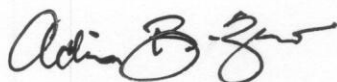
Eric Barnett, Vice President



Tess Nicosia, Secretary



Sandy Engdahl, Treasurer



Adina Ben-Zeev, Treasurer Assistant



Julia Holenstein, Director of Communications

Exhibit A

Amended and Restated Bylaws

AMENDED AND RESTATED CONSTITUTION and BYLAWS
The College Park Athletic Booster Club
Pleasant Hill, California
Dated as of October 21, 2019

Article I. Name and Purpose

A. Name

The name of this organization shall be the College Park Athletic Booster Club.

B. Mission

The College Park Athletic Booster Club is dedicated to the enhancement of the athletic experience of College Park High School athletes, their teams, and their fans through the promotion of athletics, school spirit, and the development of competitive teams, academically successful student-athletes, and a community awareness of their athletic achievements.

C. Charitable Purposes

The Booster Club is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). This organization is a non-profit organization and is not organized for the private gain of any person. Notwithstanding any other provision of this constitution and by-laws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding section of any future federal internal revenue law).

1. The specific charitable purposes of the Booster Club are to (1) support CPHS athletic teams, student athletes, and coaches who participate in league (currently Diablo Athletic League) North Coast Sectional and California Interscholastic Federation sporting events and athletic contests, (2) work with each athletic program to develop and manage operating budgets for each fiscal year (3) assist and support philanthropic projects that benefit College Park High School sports programs (4) operate in partnership with the Mt. Diablo Unified School District, College Park High School, and/or their respective staff members, and (5) function in a financially responsible manner so as to ensure the longevity of the Booster Club.
2. No substantial part of the activities of the Booster Club shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, and the Booster Club shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
3. The property of the Booster Club is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Booster Club shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person(s).

Article II. Membership

A. Definition

A member is someone who has paid the requisite dues as determined by the Board of Directors (the "Board"). All memberships shall expire on June 30 of each year and may be renewed annually by paying requisite dues for the new fiscal year that begins on July 1 of each year.

B. No Voting Members

The Booster Club shall have no voting members, other than directors. Any action, which would otherwise, under applicable law or the provisions of these Bylaws, require approval by a majority of all members or approval by the members, shall only require the approval of the Board.

Article III. Organization

A. Administration

The affairs of the Booster Club shall be governed and all powers exercised by the Board.

B. Board of the Booster Club

1. **Number.** The Board shall have not less than five (5) nor more than thirteen (13) Board directors, with the exact number to be fixed from time to time within these limits by the Board.
2. **Board directors.** The directors of the Board shall consist of the President, Vice President(s), Secretary, Treasurer and other directors whose responsibilities shall be determined by the Board. All other positions are non-voting members of the Booster Club.
3. **Powers and Duties of the Board.** It shall be the duty and within the powers of the Board to: (1) Plan and perform the work of the Booster Club for the year, (2) Budget and disburse Booster Club funds as set forth below in Articles VI and VII, (3) Supervise all officers, committee members and agents of the Booster Club to assure that their duties are performed properly, (4) Meet at such times and places as required by these Bylaws, and (5) Perform any and all other duties imposed on them collectively or individually by applicable law or by these Bylaws.
4. **Term of Office.** Each Board director shall serve for a term of one year beginning on July 1, or sooner if so approved by the Board and ending June 30 approximately one year later. All Board directors shall be eligible to serve in the same position for more than one successive term. The Board has the right to modify these dates as they deem fit.
5. **Board Actions.** Board actions and decisions are made in accordance with the provisions set forth in Article IV of these Bylaws.
6. **Non-liability of Board.** A Board director shall not be personally liable for the debts, liabilities, or other obligations of the Booster Club.
7. **Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Board director or officer, or any other agent of the Booster Club.
8. **Compensation and Reimbursement.** Board directors shall serve without compensation, and no payments shall be authorized for attendance at Board meetings. Board directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

9. Indemnification. The Booster Club shall indemnify any person who is or was a director, officer, employee, or agent of the Booster Club, or is or was serving at the request of the Booster Club as a director, officer, employee, or agent of the Booster Club. It is meant to protect any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Booster Club to procure a judgment in its favor or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Booster Club, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Booster Club unless a judge determines the contrary.

C. Officers of the Booster Club

1. The officers of the Booster Club shall consist of the following: President, Vice President(s), Secretary, Treasurer. Each officer shall also be a Board director. The officers of the Booster Club shall serve as the Executive Committee.
2. Election and Term of Office. The officers shall be elected by the Board for a term of one (1) year. Each Term of Office shall start on July 1, of each year and end on June 30, the following year. All officers shall be eligible to serve in the same position for more than one successive term. In the event of a vacancy in any other elective office, the Board will elect a replacement.
3. Duties. All officers shall be responsible for the preservation and perpetuation of the objectives of the Booster Club. Specific responsibilities of each office are as follows:
 - a) President. Shall preside at all general and special meetings of the Booster Club, the Board, the Executive Committee and the Budget Committee. The President shall also serve on the Nominating Committee and all other committees in an advisory role; shall communicate regularly with the membership; shall be a liaison to and between parents and the school administration and staff regarding Booster Club matters; may make appointments (other than a committee chairperson) and may assist in coordinating the activities of all committees; and shall represent (or may designate a Vice-President to represent) the Booster Club in all other matters effecting the Booster Club.
 - b) Vice President(s). Shall act as President whenever the President fails or refuses to act in accordance with these Bylaws; shall serve on the Nominating Committee and also as a member of the Executive Committee and Budget Committee; and shall perform such other duties as may be directed or requested by the President.

- c) Secretary. Shall be a member of the Executive Committee; shall keep written minutes of each meeting of the Board; shall prepare a summary of Board meetings for publication; shall attend to all correspondence; and shall perform such other duties as may be directed or requested by the President.
- d) Treasurer. Shall be a member of the Executive Committee and Budget Committee; shall receive, keep, and preserve all monies of the Booster Club; shall keep an accurate record of all receipts and disbursements and pay out all monies of the Booster Club only as authorized by the Board; shall make periodic financial reports in writing to the Board and shall prepare or cause to be prepared an annual financial report to the Board as set forth in paragraph B. of Article VIII of these Bylaws; shall assist the Budget Committee in the preparation of the annual Budget; shall prepare, or cause to be prepared, and submit all required state and federal statutory filings in a timely manner; and shall perform such other duties as may be directed or requested by the President. In addition, the Board may appoint an Assistant Treasurer to perform such duties as may be directed or requested by the President or Treasurer. If appointed, an Assistant Treasurer shall be a Board director and member of the Budget Committee but shall not be an officer nor serve on the Executive Committee

D. Ex-Officio Members

The College Park High School Principal, or a representative, and the Athletic Director shall be invited to all regular meetings of the Board. While not voting members, their views will be solicited and received on all matters that come up for discussion and/or action.

E. Executive Committee

The Executive Committee shall consist of: The President, Vice President(s), Secretary and Treasurer. The powers and authority of the Board in the management and affairs of the Booster Club may be delegated to such Executive Committee, except with respect to:

- a) The approval of any action which, under applicable law or the provisions of these Bylaws, requires the approval of the Board or of a majority of the Board;
- b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d) The approval of any transaction to which the Booster Club is a party and which one or more of the Board directors has a material financial interest.

A quorum of the Executive Committee shall be a majority of the members of the committee. Decisions of the Executive Committee may be made by electronic mail. The Executive Committee shall have the authority to incur indebtedness and to authorize payment on behalf of the Booster Club, without the necessity of further Board action, on any unbudgeted matter for which the total aggregate costs will not exceed Five Thousand Dollars (\$5,000.00) or such other sum as may be decided upon from time to time by the Board. The Executive Committee shall also have the authority to modify the annual Budget of the Booster Club but only in accordance

with the provisions of paragraph C. of Article VI of these Bylaws. All such decisions by the Executive Committee shall be reported to the Board at its next regularly scheduled meeting.

F. Other Committees

The Booster Club may have such other committees as may from time to time be designated by resolution of the Board. Each committee chairperson shall be a Board director. Except as otherwise provided in these Bylaws, committees act in an advisory capacity only to the Board.

Article IV. Meetings and Voting of the Board

A Regular Meetings of the Board

The Board shall meet every other month during the school year on a regular schedule and at a regular place to be determined by the President in consultation with the administration. The time and place of such regularly scheduled meetings shall be made known to the Board and the membership at large on the Booster Club website and in electronic mail sent to Board directors.

All general membership meetings will be held on the second Wednesday of every other month during the school year at the CPHS library. All general membership meetings shall be open to the public. It shall be within the power of the Board to vary the schedule of its meetings if, in the judgment of a majority of the Board, circumstances so require.

B. Special Meetings of the Board

Special meetings of the Board may be called at such times and upon such occasions as may be determined by the President and at least two other elected Board directors, who shall also determine the nature, date, and time of such meetings.

C. Board Decisions

An act, or decision, by the Board shall be made by a majority of the Board directors present at a meeting duly held at which a quorum is present, unless the Bylaws of the Booster Club, or provisions of applicable law require a greater percentage or different voting rules for approval of a matter by the Board.

D. Quorum for a Board Meeting

A quorum shall consist of 51% of the then total number of Board directors.

Except as otherwise provided in these Bylaws of the Booster Club, or by applicable law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Board directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in paragraph C of this Article.

The Board directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Board directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by applicable law, or the Bylaws of this Booster Club.

E. Rules of Order Recommended

It is recommended but not required that the current edition of Robert's Rules of Order be used as a guide for all matters of procedure not specifically covered by these Bylaws.

F. Conflict of Interest Policy

Whenever a Board member has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the Board to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article V. Nominations and Elections of Board Directors

A. Nominating Committee

The Vice President, in consultation with the President, shall appoint a Committee in the spring of each school year to nominate candidates for all Board director positions for the subsequent school year starting in the following summer/fall. The Nominating Committee shall submit a slate of candidates to the Board no later than the April Board meeting.

B. Additional Nominations and Election of Board Directors

Other nominations may be submitted to the Nominating Committee prior to the April Board meeting: If no other nominations are submitted, then the slate proposed by the Nominating Committee shall be deemed elected when confirmed by a vote of the Board. If additional nominations are received for any position, then a ballot with these nominees plus the slate chosen by the Nominating Committee shall be presented to the Board at the April Board meeting. In this case, the majority vote of those Board directors present at the meeting shall determine the election.

C. Installation and Orientation of Board

Newly elected and appointed Board directors may assume their duties at the June meeting and hold office for the ensuing school year. It shall be the responsibility of the outgoing Board to assist the incoming Board at either the regular June Board meeting or at a Board meeting held for such purpose prior to the close of the then current year. Board directors should prepare a report describing their duties to pass along to their replacements. It is suggested that there be a new Board orientation meeting held in May or June.

D. Removal of a member of the Board

Any member of the Board may be removed, at any time, with or without cause by a majority vote of the remaining Board directors. An Officer or Executive Board Member may resign from office by tendering a written resignation to the Executive Board at its regular meeting.

Article VI. Expenditure of Booster Club Funds

A. Power to Disburse

It shall be within the power and discretion of the Board to determine whether, to what extent, and in what form the current funds of the Booster Club shall be disbursed. The objective of disbursements for the benefit of College Park High School athletics shall be to supplement the athletic teams' financial needs relating to after school sports. However, this provision shall not prohibit the Booster Club from providing funds to support specific school or district staff positions such as the athletic trainer.

In general, the Board shall be limited to incurring indebtedness or to committing funds equivalent to sums currently on hand and shall not have the power to incur indebtedness for future funds of the Booster Club.

B. Budgeted and Unbudgeted Expenditures of the Boosters Club

1. In general, disbursements of Booster Club funds shall be within the budget appropriations approved annually by the Board as set forth in this Article.
2. Expenses not specified in the annual budgets or in excess of a budgetary appropriation shall

not be incurred without prior approval of the Board, or as otherwise provided in these Bylaws. This includes items for long-term equipment and capital improvements to the facilities that are considered outside of the annual budgetary expenditures, and will be funded out of the Capital Reserve established and maintained by the Booster Club.

C. Budget Preparation and Approval

The proposed annual budget of the Booster Club general fund for the following fiscal year shall be prepared by a Budget Committee composed of the President, Vice President and Treasurer (and any other Board members chosen by the President), and presented at the May monthly meeting of the General Membership. The budget shall be approved by the Board no later than the last Board meeting of the current fiscal year. Subsequent to Board approval, the annual budget may be modified by the Board in accordance with the provisions of paragraph B. of this Article. A modification to the budget made by the Executive Committee shall be reported at the next Board meeting.

The proposed annual budgets of each athletic program managed out of the operating, or 'TEAM' account for the following fiscal year shall be prepared by the Treasurer and respective athletic program coach (and any other Board members chosen by the President), and approved by the Board prior to the start of the next athletic season (Fall, Winter, Spring). The Board will work closely with the school administrative team when approving the budgets. Subsequent to approval, the team budgets may be modified by the Board in accordance with the provisions of paragraph B. of this Article.

The recommendations of the Budget Committee shall be advisory only and not binding upon the Board or the Executive Committee, which shall make all final decisions on allocations as provided elsewhere in this Article.

D. End of year cash transfer

1. At the end of each fiscal year (June 30), if the balance in the TEAM operating account is above the minimum amount stipulated by ABC of 50% of the 3-year average expenditures of all athletic programs, the surplus will be transferred to the Capital Reserve.
2. At the end of each fiscal year (June 30), if the balance in the TEAM operating account is below the minimum amount stipulated by ABC of 50% of the 3-year average expenditures of all athletic programs, funds will be transferred from the Capital Reserve to the TEAM operating account in order to maintain a balance equal to the minimum amount stipulated by ABC.
3. At the end of each fiscal year (June 30), if the balance in the GENERAL operating account is above the minimum amount stipulated by ABC of 50 of the 3-year average expenditures of all general programs, the surplus will be transferred to the Capital Reserve.
4. At the end of each fiscal year (June 30), if the balance in the GENERAL operating account is below the minimum amount stipulated by ABC of 50% of the 3-year average expenditures of all general programs, funds will be transferred from the Capital Reserve to the GENERAL operating account in order to maintain a balance equal to the minimum amount stipulated by ABC.

Article VII. Deposits, Checks, Contracts and Review

A. Deposits and Investments of Booster Club Funds

All funds of the Booster Club shall be deposited from time to time to the credit of the Booster Club in such accounts of such banks, trust companies, or other depositories as the Executive Board may select. The investment of Booster Club funds shall not create a risk to the principal of those funds.

B. Two Signatures for Booster Club Checks or Transfers Required

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness and issued in the name of the Booster Club shall be signed by 2 officers with signatory powers.

C. Credit Cards and Online Transactions

The Treasurer may maintain a credit card account on behalf of the Booster Club. The credit card may be used for purchases as deemed appropriate by the Board. Settlement of credit card statements shall be made by check and supported by both the credit card statement and individual purchase receipts. The Treasurer may also establish online banking accounts under rules and restrictions established by the Board.

D. Contracting on behalf of Booster Club

The Board may authorize any officer or officers or agent or agents of the Board to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Booster Club, and such authority may be general or confined to specific instances.

E. Audit or Independent Review of Booster Club Accounts

The accounts of the Booster Club shall be kept in accordance with generally accepted accounting principles. No later than June of each year, the Board shall determine whether an audit or independent review of the Booster Club accounting and financial records is necessary.

F. Contributions and Gifts to Booster Club

The Board may accept, or reject, on behalf of the Booster Club any contribution, gift, bequest, or device for general purposes or for any special purpose.

Article VIII. Records and Reports of Booster Club

A. Inspection Rights by Board Directors

Every Board director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of Booster Club.

B. Annual Report

The Treasurer shall cause an annual report to be furnished not later than one hundred and eighty (180) days after the close of the Booster Club's fiscal year to be distributed at a meeting of the Board to all Board directors present and to any other Board director who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the Booster Club as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the Booster Club, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the Booster Club, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the statement of the Treasurer of the Booster Club that such statements were prepared without audit from the books and records of the Booster Club.

C. Dissolution

Upon the dissolution or winding up of the Booster Club, after paying or adequately providing for the payment of the debts, obligations, and liabilities of the Booster Club, the remaining assets of the Booster Club shall be distributed to a nonprofit organization, fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

Article IX. Amendment and Distribution of Bylaws

A. Bylaw Amendment

The Bylaws may be amended or revised at any regular meeting of the Board by two-thirds vote of those voting Board directors present, provided that written notice by mail, facsimile or electronic mail or other electronic means of such amendment is made to the Board directors at least seven (7) days prior to such meeting. Two-thirds (2/3) of those Board directors present at which a quorum is established shall be required to amend the Bylaws of the Booster Club.

B. Action Without Meeting

Any action required or permitted to be taken by the Board 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. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

C. Nullification of Prior Bylaws

Upon adoption, these Bylaws shall nullify in their entirety, all previously adopted Bylaws and the former Bylaws shall thereupon become null and void upon the future affairs and business of this Booster Club.

D. Distribution of Bylaws

A copy of these Bylaws shall be given annually to each Board director and published on the Booster Club website.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Administrative Secretary of the Booster Club, that the above Amended and Restated Bylaws, consisting of twelve (12) pages, are the Bylaws of this Booster Club as adopted by the Booster Club as of October 21, 2019.



Tess Nicosia, Secretary