

**BYLAWS
OF
SAN DIEGO FLOOR HOCKEY LEAGUE
A CALIFORNIA MUTUAL BENEFIT CORPORATION**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in San Diego County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The activities of the league are limited to those activities permitted by the R&TC section 23701g - Social and recreational organizations. The primary purpose of San Diego Floor Hockey League (SDFHL) is to organize and foster amateur floor hockey for men and women in a friendly and recreational sense of competition between teams disregarding race, age, and/or religion.

ARTICLE 3 MEMBERS

SECTION 1. CLASSIFICATION OF MEMBERS

The corporation shall have one class of members and each member shall have equal rights. No person shall hold more than one membership in the corporation.

SECTION 2. ELIGIBILITY FOR MEMBERSHIP

Any person, who has paid league dues and participated in any single league during the calendar year, is eligible to be a member of the corporation.

Any person, who has paid pick-up hockey dues during the course of a fiscal year, is eligible to be a member of the corporation.

Any person, who, due to injury or other reason, cannot participate in any of the leagues in a calendar year, shall be eligible to request retention of their membership rights from the Board of Directors.

Minimum age shall be 16 years old.

Submission of a liability waiver shall be required for eligibility in the corporation.

SECTION 3. DUES

Dues are payable to the corporation at the start of each league season. The dues shall cover the cost of the league, as well as the team shirt for that season. The captain of each team shall be responsible for the dues of their team. Each member of a team shall be responsible for payment of dues to the captain of their respective team. The dues shall be determined by the Board of Directors prior to the start of each season.

Dues are non-refundable.

SECTION 4. ASSESSMENTS

Members shall not be assessed additional amounts beyond the aforementioned dues.

SECTION 5. NUMBER OF MEMBERS

There shall be no limit on the number of members the corporation may admit.

SECTION 6. TRANSFERABILITY OF MEMBERSHIP

Neither the membership in the corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

SECTION 7. MEMBERSHIP BOOK

The corporation shall keep in written form or any form capable to be converted into written form, a membership book containing the name, address, and contact information of each member. The book shall also contain the fact of termination, and the date on which such membership ceased. Such book shall be kept in the possession of the President of the corporation and shall be subject to the right of inspection required by law.

SECTION 8. NON-LIABILITY OF MEMBERS

A member of the corporation shall not be solely, because of such membership, personally liable for the debts, obligations, or liabilities of the corporation.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (a) The voluntary resignation of a member
- (b) The death of a member
- (c) The dissolution of the corporation
- (d) The non-payment of dues by the member
- (e) The failure to participate in any of the leagues in the calendar year
- (f) Violation of personal conduct policy or acts determined to be detrimental to the league as defined by the Board of Directors of the corporation

SECTION 10. EFFECTIVE TERMINATION

All rights of a member in the corporation and in its property shall cease on the termination of such member's membership.

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER

The corporation shall have at least five (5) and no more than ten (10) directors and collectively with the officers of the corporation shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation law and any limitations in the Articles of Incorporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

A minimum of three seats will be put up for election each year, and the full membership will be notified to solicit nominations. The seats up for election will be determined in the following order: (1) resignation(s) of current Board members, (2) volunteer Board member(s), and (3) longest-serving Board member(s) since last election. In the last case, if there are multiple Board members who have served the same amount of time since their last election, the seat up for election will be determined at random. League founder and current President Mark DeGraffenreid has a permanent position on the Board, so his seat is not subject to the above rules.

In an initial round of voting, each existing Board member shall vote from amongst the list of candidates who have accepted their nominations. The maximum number of votes assigned to each Board member shall equal the number of seats up for election, and each vote shall be for a different candidate. The candidate(s) who receive(s) the most votes will be elected in order of decreasing vote total until all seats up for election are filled, as long as the candidate(s) receive(s) at least enough votes to constitute a majority, as determined by the number of voting Board members. If, when considering the decreasing vote totals to fill the last position(s), multiple candidates have a majority but are tied such that there are more candidates than seats to fill, then the Board shall conduct a runoff vote only amongst the tied candidates. Alternatively, if there are still positions to fill, but none of the remaining

candidates achieved a majority in the initial round of voting, then the Board shall conduct a runoff vote amongst all of the remaining candidates.

In runoff votes, each eligible candidate is ranked numerically by each of the voting members. If there are not enough #1 rankings to achieve a majority, and/or if there is a tie amongst a number of candidates that exceeds the number of remaining seats up for election, #2 rankings will be added to the candidates total votes. This process will be repeated, as necessary, in increasing rank order until the number of candidates matches the number of remaining seats. If candidates are still tied after this runoff process, the tied candidates will be selected by a separate head-to-head vote or at random.

Given that the San Diego Floor Hockey League is a co-ed organization, it is the Sense of the Board of Directors that, when deciding on Board membership by election or appointment, the gender ratio should approximately reflect that of the full active membership, whenever possible and practical.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid for any services rendered as an employee of the corporation subject to the restrictions set forth in Section 6. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, e-mail or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors;

(b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

(c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held at the end of each floor hockey season at a location designated by the Board.

If this corporation makes no provision for members, then, at the annual meeting of directors held in the month of May, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon three (3) days' notice by e-mail. The notice shall be deemed to be delivered on its date of transmittal. Such notices shall be addressed to each director at his or her e-mail address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of sixty six percent (66%) of eligible Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by 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 Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the 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 Section 10 of this Article.

The 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 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 law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Mutual Benefit Corporation Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material financial interest and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President(s) of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. PROXY VOTING PERMITTED

(a) **General Proxy:** Each Board Member may appoint another Board Member as a General Proxyholder to act on his or her behalf at any General Meetings, Special Meetings and continuations of General and Special Meetings. The proxyholder will have the discretion to vote, on the grantor's behalf, on all matters which properly come before the General or Special Meeting for which it is issued. The General Proxyholder shall have the power generally to do, execute, and perform any act, deed, matter, or thing, that in the opinion of the proxyholder ought to be done, executed, or performed in conjunction with the Appointment of Proxyholder, of every kind and nature, as fully and effectively as the grantor could do if personally present. The enumeration of specific items, acts, rights, or powers in this instrument does not limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers granted to the proxyholder except where powers are expressly restricted under a Specific Proxy.

(b) **Specific Proxy:** Each Board Member may appoint another Board Member as a Specific Proxyholder to act on his or her behalf on a specific item at any General Meetings, Special Meetings and continuations of General and

Special Meetings. The proxyholder will have the discretion to vote, on the grantor's behalf, on only the matters set forth in the Specific Proxy which properly come before the General or Special Meeting for which it is issued.

SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Written consent via facsimile or e-mail shall be acceptable. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 7233 of the California Nonprofit Mutual Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. VACANCIES

Directors may be removed with or without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 19. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

SECTION 21. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 7233 of the California Nonprofit Mutual Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

There shall be one Vice President of the Corporation. In the absence of the President, or in the event of his or her inability or refusal to act as 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 on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request the Bylaws, the player registration book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, upon their request.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Serve as point of contact for the league's insurance carrier and league members

ARTICLE 6 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2: RULES COMMITTEE

The Board of Directors shall elect a Rules Committee to establish a San Diego Floor Hockey League Game Rules Book. The Rule Book may be amended from time to time by the Board of Directors.

SECTION 3: DISCIPLINARY COMMITTEE

The Board of Directors shall determine the make-up of the Disciplinary Committee. The Disciplinary Committee consists of seven (7) members. A minimum of five (5) committee members must be present for a decision to be made. If a minimum cannot be achieved on a specific disciplinary issue, the other members of the Board of Directors will be required to participate. A simple majority of present members shall be required for disciplinary action to be taken. A tie is considered equivalent to a majority ruling for no action to be taken against. The Disciplinary Committee shall:

- (a) Handle complaints including, but not limited to, game procedures, bylaw infractions, and sportsmanship problems.
- (b) Shall meet as needed and within seven (7) days of the protested infraction.
- (c) Be led by a Chairperson, who will post the player name, infraction details, and applicable rules and/or guidelines for each supplementary discipline issue in the system of record, request witness statements, confirm any Disciplinary Committee member recusals, and establish a timeline for issue resolution.
- (d) Recuse Disciplinary Committee members if they are: 1) the subject of the supplementary discipline review, 2) a member of the same team as the player subject to the supplementary discipline review, or 3) directly involved in the incident subject to supplementary discipline review. Recused members will refrain from posting any statements regarding the supplementary discipline review.

SECTION 4. PICK-UP HOCKEY COMMITTEE

The Board of Directors shall designate two (2) or more members, who may or may not be on the Board of Directors, to run organized pick-up hockey at the rink. This committee shall determine the cost for individuals to participate in the pick-up hockey sessions and shall be responsible for collecting said fees and providing them to the Treasurer of the Corporation.

SECTION 5. PLAYER EVALUATION COMMITTEE

The Board of Directors shall designate three (3) members, who may or may not be on the Board of Directors, to serve in an advisory capacity to the Board of Directors regarding the assignment of team captain draft skips and on identifying comparable replacement players for league play.

Where possible, the Player Evaluation Committee will consist of one (1) Forward, one (1) Defenseman, and one (1) Goalie, none of whom is serving as a Captain in the current season of league play.

SECTION 6. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 7. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members,

except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by either the President or Treasurer.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

SECTION 5. USE OF FUNDS

An Officer or a member authorized by an Officer shall be allowed to purchase items under the value of \$100 without prior Board approval. These items shall be deemed to be necessary by the Treasurer to ensure that expenditures are compensated. In the event that the Treasurer does not deem the expenditure proper, the issue of reimbursement shall be put before the Board of Directors for resolution. No member, Officer or otherwise, shall be permitted to make expenditures of \$100 or more on behalf of the corporation without prior Board of Directors approval with the exception of reoccurring fees required to ensure that league and pick-up hockey play continue without interruption. These fees shall only be paid by either the Treasurer or the President of the corporation.

ARTICLE 8 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the board members at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every 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 the corporation.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts within context.

SECTION 4. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate 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;
- (d) The expenses or disbursements of the corporation, 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 certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 9 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the First day of January and end on the Thirty-First day of December in each year.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of Mutual Benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted.

ARTICLE 11 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT

Notwithstanding the above sections of this Article, This corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All board members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 13 PLAYER AND TEAM REGISTRATION

SECTION 1. SELECTION OF CAPTAINS

The number of teams will be set by the President based on the numbers of total players, goalkeepers, and women who register to play, as each team requires one (1) goalkeeper and a minimum of two (2) women. The President will identify Captains for the number of teams determined.

SECTION 2. DRAFTING

The President shall designate the location and time of the draft and shall preside over the draft in a manner that ensures a competitive league given the skill levels of the Captains. The Board of Directors may designate specific draft rules and guidelines.

SECTION 3. INJURIES/REPLACEMENTS

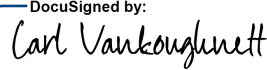




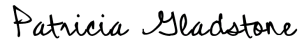
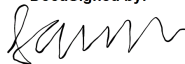

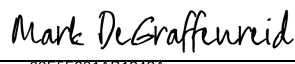
Under some circumstances, the League may provide teams with either temporary or permanent replacement players for regular players who are injured or otherwise unavailable. The Board of Directors may designate specific player replacement rules and guidelines.

ARTICLE 14 LEAGUE RULES

The full Board of Directors shall review and vote on any Rules of the Game or amendments submitted by the Rules Committee.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons elected as the directors of San Diego Floor Hockey League, Inc. a California Mutual benefit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 19 pages, as the Bylaws of this corporation.

Printed Name	Signature	Date
Carl Vankoughnett	<small>DocuSigned by:</small> 	6/16/2022
Chad Goins	<small>FEDD3E9901554B5...</small> <small>DocuSigned by:</small> 	6/13/2022
Chuck Bender	<small>3D5975734937492...</small> <small>DocuSigned by:</small> 	6/14/2022
Cory Brin	<small>4E3AA329CC3940E...</small> <small>DocuSigned by:</small> 	6/13/2022
Jordan Pynn	<small>655173CCAC2D456...</small> <small>DocuSigned by:</small> 	6/13/2022
Patricia Gladstone	<small>D95CC070009A40C...</small> <small>DocuSigned by:</small> 	6/20/2022
Sadie Hellstrom	<small>02EB2686A2294F7...</small> <small>DocuSigned by:</small> 	6/13/2022
Steve Goncalo	<small>D6F4C1E2050C444...</small> <small>DocuSigned by:</small> 	6/13/2022
Mark DeGraffenreid	<small>96D34D9B63214F0...</small> <small>DocuSigned by:</small> 	6/13/2022

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

6/20/2022
Dated: _____

DocuSigned by:
Patricia Gladstone
02EB2886A2294F7...

Secretary