



SouthernCalifornia
CricketAssociation
Established 1935

S C C A
B Y L A W S

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SCCA Bylaws

These Bylaws are for the regulation of the Southern California Cricket Association, Inc. (referred herein as the SCCA, the Corporation, or the Association), unless otherwise provided by state statute or the Articles of Incorporation of the SCCA, Inc.

Article 1 — Offices

- a. The principal office of the Corporation shall be located within Southern California.
 - b. The Board of Directors is hereby granted full authority to change by two-thirds (2/3rd) majority vote at a quorate BOD meeting said principal office from one location to another within Southern California. Any such change shall be noted by the Secretary in the Corporation's records, but shall not be considered an amendment of these Bylaws.
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Article 2 — Members

Section 2.1 — Classification of Members

There shall be four (4) classes of Members of the Corporation as follows:

- a. **Regular Members:** Regular Members shall be cricket clubs. Each Regular Member club shall be represented at the Corporation meetings by its representative individual described herein as a "Director" as designated by the president of the Member club. Regular Members are the only class of membership that may exercise voting rights at Corporation meetings;
- b. **Direct Members:** These shall be individuals, not necessarily affiliated with any Regular Member clubs, but currently residing in Southern California, and actively participating in promotion and conduct of cricket in Southern California. Direct Member shall be inducted by a simple majority vote of the Board of Directors. Direct Members shall have no voting rights;
- c. **Honorary Life Members:** These shall be individuals who have made significant contributions to the cause of cricket. They shall be inducted by recommendation of the SCCA Officers, followed by a simple majority vote of the Board of Directors. No more than two Honorary Life Members may be inducted in a given year. Honorary Life Members shall have no voting rights;
- d. **Associate Members:** These shall be clubs organized to play cricket on a casual or social basis. These clubs shall not be included in the regular SCCA League schedule and competitions and may not exercise any voting rights. They shall be admitted by a simple majority vote at any quorate Board of Directors meeting, provided that they fulfill the requirements for membership stipulated for Regular Members under these Bylaws, except the Application Fee. Associate members must conform to all applicable sections of Bylaws, Rules and Regulation governing Member clubs of the Southern California Cricket Association.

Section 2.2 — Eligibility for Regular Membership

Only those cricket clubs having a genuine interest in accordance with purposes set forth in the Articles of Incorporation and the SCCA Bylaws shall be eligible to apply

for membership in the Corporation. Application requirements for new Member clubs shall include the following as minimum. Other requirements may be added and/or altered as deemed necessary by the Board of Directors, via simple majority vote at a quorate BOD meeting, without requiring an amendment of these Bylaws.

- a. The official bylaws of the club;
- b. A completed and signed SCCA Membership Application Form including a list of duly-elected officers of the club, the Director designated by the club for the SCCA Board of Directors, their contact information, mailing addresses, e-mail addresses, and a signed agreement by all officers of the club to maintain full compliance with all requirements and obligations of Member clubs in accordance with the SCCA Bylaws;
- c. The Membership Application Form may be changed from year to year by a simple majority vote of the Board of Directors at a quorate BOD meeting, and shall not constitute an amendment of these Bylaws;
- d. Unless otherwise approved by the BOD via simple majority vote, proof of possession of adequate ground facilities and equipment essential to conduct cricket matches per SCCA scheduling. The ground facilities of each club/team must pass an official inspection by a designated representative or representatives of the SCCA Grounds Committee in accordance with the SCCA Rules and Regulations requirements;
- e. An Application Fee in the amount indicated on the SCCA Membership Application Form. This fee shall be non-refundable. The fee amount may be changed by a simple majority vote of the Board of Directors without requiring a Bylaws amendment;
- f. Payment of the first year's SCCA Annual Dues in full is to be submitted with the Application Form. In case the membership application is not approved, a refund shall be issued within ten days;
- g. An existing Member club seeking to enter a new team into the SCCA League shall follow the same application procedures noted herein for its new team. The Probationary Period and other limitations and provisions noted in these Bylaws regarding new Member clubs shall not apply to the new team of an existing Member club, other than the conduct and responsibilities of the new team and its registered players as per SCCA Playing Rules and Regulations. There shall be no limit on the number of teams a Member club may apply for entry into the SCCA League.

Section 2.3 — Qualification and Admission of Members

- a. A Member of the Corporation, Regular, Direct or Associate, shall be inducted by a simple majority vote of Directors at any quorate Board of Directors meeting.
- b. **Probation Period:** A new Member shall be on probationary status for the first twenty four (24) consecutive months from the membership start date. During this period, the new Member shall participate in all SCCA activities, and shall have the opportunity to show its full compliance with the SCCA Bylaws, code of conduct, and the Rules and Regulations of the Association. In addition:
 - I. A new Regular Member shall not have the right to vote in any Members and/or Board of Directors meetings during the Probation Period;

- II. At the end of the Probation Period, the probationary Member club shall submit a request to the Officers to become a full Regular Member. A simple majority vote of Directors at any quorate BOD meeting shall approve the request, extend the Probationary Period by a specific number of months, or terminate its membership from the SCCA.
 - III. If a probationary Member club is terminated, it may reapply for SCCA membership after a period of at least twelve (12) months has passed from the date of probationary membership termination.
- c. Honorary Life Members shall be inducted by recommendation of the Executive Committee, followed by a simple majority vote of the Board of Directors. No more than two Honorary Members may be appointed in any given year.

Section 2.4 — Termination of Membership

- a. Membership shall be terminated for any of the following reasons:
- i. Dissolution of the Member club;
 - ii. Resignation by the Member club from the Association;
 - iii. Failure to pay the SCCA annual dues within 30 days of the last due date (with late payment penalty) noted in the SCCA Rules and Regulations. A one-time extension may be granted to a Member club under extenuating circumstances by the BOD via simple majority vote in a quorate BOD meeting.
 - iv. A Member club may not transfer its SCCA membership or any of its rights to the SCCA resources/grounds/benefits to another club or team. Any attempted transfer of membership shall cause such membership to terminate immediately.
- b. Membership may also be terminated for any of the following reasons upon two-thirds (2/3rd) majority vote of Directors at a quorate BOD meeting, unless otherwise noted in these Bylaws:
- i. Failure to participate in three (3) consecutive League cricket matches or in four (4) matches totaling in one entire League season. In case a Member club has more than one team in the SCCA League, that club's membership status shall not be affected if one of its teams fails to participate in the number of games as noted in this paragraph;
 - ii. Conduct deemed inimical to the best interest of the Corporation. In this case, a written complaint must be submitted to the Officers by at least five (5) Members clubs in good standing, detailing the Member club's alleged conduct. The Board shall discuss the allegations prior to the vote;
 - iii. An action or conduct by a Member club, or its designated Director or agent, that is contrary to the Association Bylaws, Rules, or the code of conduct, and that occurs during the New Member Probationary Period, shall be grounds for termination of membership at the discretion of the Board of Directors.
- c. A written notice of membership termination and the reasons thereof must be provided to the Member, including a probationary Member, at least fifteen (15) calendar days prior to the effective date of termination. An opportunity must be provided to the Member to be heard by the Board of Directors prior to the Board's vote, orally or in writing, not less than five (5) calendar days prior to the

termination effective date. All rights of a Member in the Association and its property and resources shall cease immediately upon termination of membership.

Section 2.5 — Reinstatement of Membership

- a. An expelled or terminated Member may submit a written request for reinstatement of membership, together with all items listed below, no later than December 31st for consideration for the following season, but after a minimum of twelve (12) month period has passed from the termination effective date:
 - I. Membership Application Form
 - II. Membership Reinstatement Fee equivalent to the current year's SCCA Annual Dues for Woodley Teams
 - III. Next year's full SCCA Annual Dues in advance
 - IV. All previously owed SCCA moneys and fines in full
- b. With a simple majority vote of Directors at any quorate BOD meeting, the Board may reinstate membership on any terms that the Board deems appropriate, including but not limited to the loss of SCCA Seniority of the Member club for the purposes of use of the SCCA assets and resources (i.e. Home ground at Woodley/SMP).
- c. Such reinstatement must be made in a manner that does not affect the SCCA League Division assignments, the league scheduling, and/or the rights of any other Member clubs/teams, including, but not limited to, the SCCA Rules regarding team promotion and demotion to/from each Division and the home ground issues.

Section 2.6 — Dues

Dues in the amount as determined, and approved by the Board of Directors via simple majority vote, shall be payable for the first year upon admission to membership and annually thereafter at times and deadlines as may be fixed by the SCCA BOD. In case of termination of membership described in this Article, any dues and/or fines paid by the Member club and/or any of its teams shall be non-refundable.

Section 2.7 — Designation of Directors by Member Clubs

- a. Each Member club shall designate one person as an SCCA Director at the start of each calendar year. See Article 4.
- b. It is the responsibility of each Member club to ensure that its designated Director remains active in the Corporation, without gaps, by participating in all BOD activities. Each Member club shall provide in writing to the Corporation its designated Director's full contact information, i.e., home address, phone number, and e-mail address information, and any updates thereof within 72 hours, for the Corporation records.

Section 2.8 — Use of Corporation Resources and Assets

- a. Due to the limited amount of resources belonging to and available to the Association, Member clubs and their personnel must utilize them with maximum efficiency and care. Such resources may include, but not limited to, funds, personnel with special skills, qualified umpires, grounds and facilities, and equipment. Any act or behavior contrary to the effective use of SCCA resources may be deemed as "conduct inimical to the best interests of the Association," subject to the provisions of these Bylaws. It is a combined responsibility of the SCCA Board of Directors to continue to improve, develop, and grow its resources for the best interest of the Association and cricket in Southern California.

- b. **Equal Distribution:** The SCCA resources that are in sufficient amount and availability shall be distributed equally among all SCCA Member clubs.
- c. **SCCA Seniority System:** The SCCA resources that are not in sufficient amount and/or availability for equal distribution among all Member clubs shall be distributed based on Members' SCCA Seniority on the basis of "first-come-first-served" in the SCCA. For the purpose of Seniority, only the date of induction of a club and/or its cricket team in the SCCA as a Regular Member shall be considered. In case of a lapse in the membership status of a Member club or its team due to any reason, unless as noted in paragraph (d) below, the Seniority Date shall be reset to the date the club and/or its team resumed its status as a Regular Member. The SCCA Secretary shall maintain an SCCA Seniority List as part of the Corporation records at all times.

In case a Member club/team's original Home ground becomes an "SCCA-supported" ground, that Member club/team shall maintain the Home rights to that ground, superseding the SCCA Seniority System. Example: LACC joins the SCCA in 2010 and acquires Disney Park from the city as its Home ground. In 2012, the SCCA integrates Disney Park into the "SCCA-supported" grounds for its improvements and maintenance. LACC shall retain Disney Park as its Home ground even after it becomes an SCCA-supported ground, however LACC must follow the SCCA Seniority System to become a Woodley or SMP Home team.

- d. **One-Year Grace Period:** A Member club team shall be allowed to maintain its spot on the SCCA Seniority List for the use of SCCA resources in case it decides not to take part in one regular SCCA season. This shall be a "One-Year Grace Period" granted only once during the team's lifetime. In order to be eligible for the Grace Period, the team must pay full SCCA Annual Dues on time for that year, and submit this request to the SCCA Officers in writing no later than February 1st of the year in question, unless granted an extension by the Executive in writing. Upon its return the following year, that team shall participate in the League Division in accordance with the SCCA Playing Rules and Regulations that were applicable during the year in which the team took the Grace Period.
- e. In case an existing Member club enters a new team in the SCCA League, that new team shall not inherit the Seniority Date of its parent club and shall be treated like a new Member club for the purposes of assignment of SCCA resources, in accordance with the requirements listed under this Article and in the SCCA Membership Application Form.
- f. An entity outside the membership of the Association (e.g. other cricket associations and private clubs) may request to utilize the SCCA facilities, grounds, personnel, and equipment, by submitting to the Secretary in due time a complete prescribed SCCA form.

Section 2.9 — Name Change Not Allowed

A Member club may not change its official SCCA name. A name change shall result in immediate loss of SCCA membership, Seniority and all SCCA benefits.

Section 2.10 — Disputes and Grievances

- a. It is the primary obligation and duty of all SCCA Members to protect this Association against expense that is beyond its normal operations, including as provided in the SCCA budget, and/or outside the scope of its official purpose and goals.

- b. All Member clubs must maintain their club bylaws effectively and manage all their internal club matters without involving the Association in any manner. The Association shall not interfere in the internal matters of any Member club.
- c. In any dispute between Member clubs, Directors, Officers, and/or Committee personnel relating to the activities of the Corporation, all parties shall cooperate in good faith to resolve the dispute for the benefit of the Corporation.
- d. If the parties cannot resolve the dispute between themselves, each party shall inform the SCCA Officers of the dispute details in writing, and the following steps shall be followed in the order listed:
 - I. **Code of Conduct Committee (COCC) Resolution:** The Executive shall assign the dispute to the COCC to resolve. The COCC shall meet with the parties involved within 10 days and determine the outcome within 20 days of the date the dispute was filed with the Executive.
 - II. **Mediation:** In case no timely resolution of the dispute is obtained through the COCC as noted above, all parties involved in the dispute shall together choose one common disinterested individual to serve as a mediator to meet with both sides to resolve the dispute by agreement. In case of non-agreement between the parties over choosing that one individual, the SCCA Officers or the Board, during a quorate meeting via simple majority vote of the BOD, shall assign one individual from the membership as the mediator. The conclusion of the mediation shall be binding upon all parties involved.
 - III. **Arbitration:** In case no timely resolution of the dispute is obtained through mediation noted above, each side shall select one disinterested person to serve as arbitrator. The two persons selected as arbitrators shall then select a third disinterested person to serve as chair. This three-person panel shall serve as an arbitration panel and resolve the issue after hearing from both sides. The conclusion of the arbitration shall be binding upon all parties involved.
 - IV. **JAMS Arbitration — The Final Step:** In case no timely resolution of the dispute is obtained through the steps noted above, the matter shall be resolved as a binding arbitration under the auspices of the Judicial Arbitration and Mediation Services (JAMS). The California Corporations Code and the SCCA Bylaws shall govern the resolution of the dispute as applicable. The prevailing party shall be awarded their costs and attorneys' fees associated with such judicial arbitration.
- e. Every possible effort must be made in good faith by all parties to avoid litigation, lawsuits, and other costly means of dispute resolution for overall benefit and welfare of the Association.

Section 2.11 — Limitation of Member Liability

No Member of the Corporation, neither Regular Member clubs, Direct members, Honorary members, or Associate members, shall personally or otherwise be liable for any debts, liabilities, and/or obligations of this Corporation.

Article 3 — Corporation Meetings

Section 3.1 — Common Provisions and Requirements of All SCCA Meetings

The Sections listed in this Article describe the common provisions and requirements governing all meetings of the Association bodies:

- Directors Meetings
- Executive Committee Meetings
- Officers Meetings
- Administrative Committees Meetings

Any specific requirements for the meetings of each governance body are described separately within respective Articles for each governance body in these Bylaws.

- a. Only the individuals for whom a meeting is scheduled in accordance with these Bylaws shall be allowed presence at that meeting except the AGM. However, the meeting chair, at his discretion, may invite an individual or a group of individuals from outside the allowed attendees, and may grant advanced approval to a written request from a regular attendee of the body for the same.
- b. Any meeting of the Corporation may be held by telephone or video conferencing in which all persons participating in the meeting can communicate with each other. The notice of a meeting must state the fact that the meeting will be held by such means and include the procedures on how to participate, as well as all other matters as required for the notice. Participation of a person in such a telephone or video conference meeting shall constitute presence of that person at the meeting, counting for a quorum.
- c. Any decision required or permitted to be made at a meeting of the Board of Directors, Executives, Officers, or any Committee of the Corporation may be made without a meeting if a written consent to the decision is signed by all of the persons entitled to vote on the matter. Such written, signed consent may be in hardcopy paper format, or in electronic media (e-mail, facsimile, or legible graphical image) generated and sent from the source that is registered with the SCCA Secretary as belonging to the Member club, Director, Officer, or Committee member (e.g., a registered e-mail address). Such consents shall be kept with the Corporation's records.
- d. Every act done or decision made by a simple majority (more than 50%) votes cast by Directors, Executives, Officers, or Committees (i.e. yea or nay vote) at a meeting duly held, and at which a quorum is present (quorate meeting), shall be regarded as the act of Board of Directors, Executive, Officers, or Committee, unless a greater majority number is required by Law or by these Bylaws (i.e. when a 2/3rd or 3/4th majority vote is required).

Section 3.2 — Quorum

- a. No less than one half (50%) of the total number of Directors for a BOD meeting; Executives for an Executives meeting, Officers for an Officers' meeting; or Committee members for an Administrative Committee meeting, must be present at the meeting to constitute a quorum for the transaction of business (quorate meeting).

Example: Total SCCA Directors = 37 Quorum = Minimum 19

- b. A meeting at which a quorum is initially present shall cease to transact business when a number of its authorized participants (i.e. Directors, Executives, Officers, or Committee members) leave the meeting bringing the meeting attendance below the minimum number required for a quorum.

Section 3.3 — Voting

- a. Each authorized participant of a meeting (i.e. Director, Executive, Officer, or a Committee member) shall be entitled to one vote at that meeting.
- b. **Abstentions** and **blank ballots** shall not count towards “Total Votes Cast,” and therefore shall not impact the outcome of a motion from “YES” and “NO” votes as required under these Bylaws.
- c. **Voting Result:** The following methods shall apply in determining if a motion/resolution, when properly introduced and seconded as required, has passed according to the minimum voting requirements noted in these Bylaws. The vote count shall include all votes cast in compliance of these Bylaws by authorized participants of the meeting who are legally entitled to vote. Under all circumstances, a meeting must be properly called with due process, and a required quorum must be present, for voting to be valid.

Simple Majority Vote: When more than one-half (50%) of the total votes cast are in affirmative.

Two-Thirds (2/3rd) Majority Vote: When at least two-thirds (2/3rd) majority of the total votes cast are in affirmative.

Three-Fourth (3/4th) Majority Vote: When at least three-fourth (3/4th) majority of the total votes cast are in affirmative.

Total Votes Cast and Passing Majority:

Note: Abstentions and blanks do not count as “Votes Cast.”

<i>Total Votes Cast</i>	<i>Simple Majority</i>	<i>2/3rd Majority</i>	<i>3/4th Majority</i>
15	8	10	12
16	9	11	12
17	9	12	13
18	10	12	14
19	10	13	15
20	11	14	15
21	11	14	16
22	12	15	17
23	12	16	18
24	13	16	18
25	13	17	19
26	14	18	20
27	14	18	21
28	15	19	21
29	15	20	22
30	16	20	23
31	16	21	24
32	17	22	24
33	17	22	25
34	18	23	26
35	18	24	27
36	19	24	27
37	19	25	28
38	20	26	29
39	20	26	30
40	21	27	30

Section 3.4 — Meeting Minutes

The transactions of any meeting of the Board of Directors, Executives, Officers, or Committee, however called and noticed or wherever held, shall be as valid if each individual who was legally authorized to participate in that meeting

(Member/Directors/Officer) but was not present, approves in writing the minutes of such meeting. All such approvals shall be filed within the records of the Corporation or made part of the minutes of the meeting.

Article 4 — Board of Directors

Section 4.1 — Directors

- a. The president of each Member club shall, in writing to the SCCA Secretary, designate one person as an "SCCA Director" at least one week before the first meeting of the Board of Directors each year. For this purpose, only the individual identified in the last official update of the SCCA records as the "president" of each Member club (or vice president during president's known absence) shall be acknowledged as the sole authority to designate the SCCA Director. In the absence of such designation by a Member club in due time, the Member club's president on record shall be the assumed Director.
- b. All Directors so designated shall form the Corporation's Board of Directors (BOD).
- c. Although a Director is designated by a Member club, he must act as a Director of the Association, independent of the Member club's interests, entirely detached and impartial in his role as an SCCA Director.
- d. Since each Member club designates one person as an SCCA Director, the total number of the Directors of the Corporation shall be the same as the total number of Member clubs in the Association at any given time. The total number of Regular Member clubs in the SCCA, hence the number of Directors in the Board of Directors, may vary from time to time or year to year.
- e. For the purpose of these Bylaws, the terms "Member club" and "Director" have been used selectively. It should be understood that a Director is an actual person, while a Member club of the Corporation is a cricket club as one collective entity. A person Director may be replaced at any time by the president of the Member club with due notice to the SCCA Secretary, whereas a Member club shall maintain its Member status in this Corporation in accordance with these Bylaws.
- f. In case a Director is unable to continue his duties during the year for any reason, he may resign from his position at any time in writing to the SCCA Executive indicating the effective date of resignation. The Member club must designate his replacement in writing to the SCCA Secretary prior to the next BOD scheduled meeting.
- g. A person duly designated as the SCCA Director by a Member club at the start of each calendar year shall become a Director on the BOD for that year without further process unless all SCCA Officers, or at least one-fourth (1/4th) of the total number of Directors on the Board, raise an objection to the appointment of that person on the valid basis of the best interest of the Corporation. In such case, the SCCA BOD as a whole shall decide upon the acceptance of that designation via simple majority vote of the Directors, except the person in question, at a quorate meeting of the BOD after allowing the person a reasonable opportunity of rebuttal to the objection during that BOD meeting.
- h. Each Member club shall provide in writing to the Corporation its designated Director's contact information, i.e., home address, phone number, and e-mail address information, and any updates thereof in a timely manner, for the Corporation records.

- i. It is the responsibility of each Member club to ensure that its designated Director remains active in the Corporation, without gaps, by participating in all BOD activities.

Section 4.2 — Powers

- a. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Non-Profit Public Benefit Corporation Law of the State of California regarding actions authorized by the Members of the Corporation, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:
 - I. To conduct, manage, and control the affairs and business of the Corporation, and to make rules, regulations and decisions consistent with the law, the Articles of Incorporation, and the Bylaws, as they deem best.
 - II. To change the principal office for the business transaction of the Corporation from one location to another within Southern California as provided in Article 1; to designate any location, within the Southern California area for the holding of Members/Directors meeting including Annual and all necessary meetings; to adopt, make and use a corporate seal for the Corporation, and all necessary matters for the administration of the Corporation.
 - III. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or evidences of debt and securities therefore.
- b. Formulate and/or revise, via simple majority vote at a quorate BOD meeting, any sub-structure within the Board of Directors or the Association, including but not limited to adding new Board positions and/or committees as deemed necessary to improve the Board and Association operations. Any such revision or addition shall not constitute a change in Bylaws.

Section 4.3 — Vacancies

In case a vacancy in the Board of Directors is caused by death, resignation, expulsion, or disability of a Director, the Director's parent Member club president must designate a replacement in writing to the SCCA Executive prior to the next scheduled BOD meeting.

Section 4.4 — Annual General Meeting of Board of Directors

The Annual General Meeting (AGM) of Directors shall be held on the first Sunday of December. Should extenuating circumstances prevent the AGM to be held on that date, the BOD shall decide upon a suitable alternative date via simple majority vote of Directors at a quorate BOD meeting before December. In such case, a written notice must be provided to all Directors at least 20 days in advance of the new date.

The following agenda shall be followed at the AGM:

1. Roll Call and Quorum count
2. Minutes of the previous AGM
3. Approval of the minutes
4. Matters arising from the minutes
5. President's Report
6. Secretary's Report

7. Treasurer's Report
8. Treasurer's Report approval
9. Election of each Officer position (when applicable)
 - a. Nominations as pre-announced in the meeting notice
 - b. Nominations from the floor
 - c. Vote and winners announcement
 - d. Handover from previous Officers
10. Induction of new Members (if any)
11. Bylaws Amendment (if any)
12. Appointment of Committees
13. Schedule of next SCCA meetings (BOD, Captains, other)
14. Umpiring Certification Process and Schedule
15. Adjournment

The president or any Director may propose any additional item for the agenda or amendment thereto. However, the added item or amendment shall become binding only if adopted by the Directors at the start of the meeting via simple majority vote.

Any number of representatives from Member clubs may attend the AGM but only the Directors shall be allowed to vote at the meeting.

Section 4.5 — Regular Meetings of Board of Directors

Regular Meetings of the Board of Directors shall be held at least once every two months between January and November of each year as agreed upon by the Board. The Secretary shall provide a written notice of the meeting date and venue to all Directors at least ten (10) days prior to the meeting.

The following agenda at minimum shall be followed at each BOD meeting:

1. Roll Call and Quorum count
2. Minutes of the previous BOD meeting
3. Approval of the minutes
4. Matters arising from the minutes
5. Follow up on last meeting's Action Items
6. President's Report
7. Secretary's Report
8. Treasurer's Report and its approval
9. Budget (at year's first BOD meeting) and its approval
10. SCCA Rules & Regulation (at year's first BOD meeting)
11. Committees Reports
12. New Business
13. Recap of Action Items from this meeting and other assignments
14. Next Meeting's Date, Time, and Location
15. Adjournment

The president or any Director may propose any additional item for the agenda or amendment thereto. However, the added item or amendment shall become binding only if adopted by the Directors at the start of the meeting via simple majority vote.

Section 4.6 — Special Meeting of Board of Directors

- a. A Special Meeting of the Directors may be called by the President, or by a written request from at least one-third (1/3rd) of the total number of Directors, in order to address an extraordinary or an urgent matter.
- b. All Directors must be notified by the Secretary in writing at least ten (10) days in advance of the meeting, including a description of the purpose of the meeting.

- c. At a Special Meeting of Directors, no subjects other than those of which the prescribed notice has been given shall be discussed except with the consent of the President or a simple majority vote of the Directors present at the quorate meeting.

Section 4.7 — Miscellaneous

- a. **No Absentee Vote Allowed:** Directors are required to attend in person all BOD meetings in order to conduct the Association business with maximum participation, knowledge and care. No Absentee Vote (i.e., vote by Proxy or vote by mail/e-mail/fax) shall be allowed at any Board of Directors meeting.
- b. Only a Director in good standing of the Association as an individual, and as duly designated by a Member club in good standing of the Association, may exercise the right to vote at a BOD meeting (also see Membership Probationary Period).

Section 4.8 — Meeting Minutes

- a. No later than ten (10) days after any meeting of Directors, draft minutes shall be made available to all Directors by the Secretary. However, any minutes relating to matters that the Corporation is prohibited by law from disclosing publicly, and other matters that the Officers deem inappropriate for distribution or are their distribution not being in the best interest of the Corporation, shall not be included in the minutes.
- b. The Secretary shall make the corrected and approved minutes available to the Board no later than five (5) days after the date on which the Board formally approves the minutes of a Board of Directors meeting.
- c. Any minutes relating to a "closed meeting session" shall not be included in the minutes made publicly available. Example of these may be legal matters to the extent the Board determines is necessary or appropriate to protect the interests of the Corporation; matters that the Corporation is prohibited by law from disclosing publicly; and other matters that the Board determines, by a simple majority vote, are not appropriate for public distribution. For any matters that the Board determines not to disclose, the Board shall describe in generic terms in the relevant minutes the reason for such nondisclosure.

Section 4.9 — Standards of Conduct

- a. Directors must always exercise their powers in a manner that is in furtherance of the purpose, goals and objectives of this Association;
- b. Directors must act in good faith in what they honestly believe to be in the best interest of the Association as a whole, and not solely for any collateral purpose or benefit of their club, team, or person;
- c. Directors must act with due skill and care, and learn about all applicable laws, Association Bylaws, Robert's Rules, and other knowledge that impacts the governance of the Association;
- d. Directors must present themselves as model representative of the Association in all circumstances including, but not limited to, the spirit of the game of cricket.

Section 4.10 — Removal of a Director

The Board of Directors may, by resolution adopted by at least two-thirds (2/3rd) majority vote of Directors at a quorate BOD meeting, remove a Director for conduct deemed inimical to the best interest of the Corporation, and/or violation of the Standards of Conduct as noted above. This may include absence from two consecutive meetings of the Board or from three meetings total in any one calendar

year. In case of such removal of an individual Director, his parent Member club must designate a replacement Director in the Board of Directors, under the provisions set by these Bylaws, prior to the next scheduled meeting of the BOD.

Article 5 — Corporate Officers

Section 5.1 — Corporate Officers

- a. The Corporate Officers (referred herein as “Officers”) of the Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. No individual may hold more than one office.
- b. The Corporate Officers shall be the “Executive Committee” of the Board (also referred in these Bylaws as “Executive”). During the intervals between the Board of Directors meetings, the Executive Committee shall possess and may exercise all powers of the Board of Directors in the management and direction of the business and affairs of the Association to the fullest extent allowed by these Bylaws and the law. Any and all such decisions made by the Executive shall be communicated to the Board and subject to ratification by the Board at the following BOD meeting, and shall become null and void if rejected by the BOD.
- c. The Officers are accountable for efficient day-to-day operations of the Association; to implement the set policies of the Association effectively; and are hereby empowered to take any action necessary in the best interest of the Corporation to address any urgent operational matter that may not wait until the next meeting of the Board of Directors. Such operational autonomy must not be confused with the overall powers and authority of the Board.
- d. The Officers may form any ad-hoc committee, and assign its budget not exceeding \$500, as they deem necessary to address an urgent Association matter without prior approval from the Board of Directors, subject to the Board’s ratification at the next BOD meeting.
- e. The Officers are accountable for effective and lawful proceedings of all Association meetings and actions in compliance with the Bylaws, Robert’s Rules, and all applicable laws.
- f. The Officers shall be authorized to allocate a budget, and/or spend, up to \$500 for an urgent Association expense without prior approval of the BOD in case the expense is not included in the Budget.
- g. The Officers shall be responsible for effective operations of the Administrative Committees, and each Committee shall be directly supervised by an Officer as noted under each Officer's job description below. However, this supervisory responsibility shall not preclude the Officers from being a part of any Administrative Committee. The Committees assigned to each Officer position may be altered, added or deleted as deemed necessary by the Board of Directors without causing an amendment of these Bylaws.

Section 5.2 — Qualifications, Election, and Term of Office

- a. A minimum of twelve (12) months of SCCA directorship and/or Executive experience, during the previous two (2) years, shall be required to hold any SCCA Officer position.

- b. The Officers shall be elected at the Annual General Meeting (AGM) via simple majority vote at the quorate AGM, and shall take their positions immediately after the elections at that AGM.
- c. Each Officer shall hold office for a period of two years, or until he resigns, or is removed for gross misconduct or dereliction of duty prior to the completion of the two-year term.
- d. An Officer may serve a maximum of two consecutive terms in one office. After two terms, there shall be a minimum of two years waiting period before he can re-run for the same Officer position.
- e. Transition: Within 30 days of vacating office, the Officer must securely hand over all SCCA documents, accounts, and SCCA property to his authorized replacement, or to any Executive in case the vacancy remains open. Failure to do so shall result in immediate suspension of the Officer from all SCCA activities.

Section 5.3 — President

The President shall have general supervision, direction, and control of the affairs of the Association, subject to the control of the Board of Directors. The President shall:

- a. Be the primary sponsor and initiator of the strategic planning efforts.
- b. Provide leadership, direction and support to the strategic planning efforts and be the chief spokesman articulating the value and importance of strategic planning.
- c. Mentor the Executive Committee members and other SCCA committee personnel.
- d. Preside over all meetings of Members, Board of Directors, and the Executive Committee.
- e. Make all required appointments of standing and special committee chairpersons with consensus among all members of the Executive, with subsequent approval of the Board of Directors via simple majority vote.
- f. Enforce compliance with the Bylaws and the State Code.
- g. Prepare and deliver, at the Annual General Meeting, a report of the SCCA activities during the previous year and goals for the coming year.
- h. Represent the SCCA effectively at the city, state and national levels.
- i. Ensure effective operations of the entire Executive and keep the Executive involved and informed of all SCCA and related affairs.
- j. Perform other duties as incidental to the office of President or as may be prescribed by the Board of Directors.

Section 5.4 — First Vice President

The First Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions placed upon the President.

The First Vice President shall supervise the following Administrative Committees: Code of Conduct Committee; Umpiring Committee; Leg Umpiring Committee; Rules & Regulations Committee; Events and Tournaments Committee.

Section 5.5 — Second Vice President

The Second Vice President shall, in the absence or disability of the First Vice President, perform all the duties of the First Vice President or the President, and when so acting shall have the powers of, and be subject to the restrictions placed upon that position.

The Second Vice President shall supervise the following Administrative Committees: SCCA Youth Committee; Grounds Committee; Banquet Committee; SCCA Team Management Committee; Selection Committee – Senior & Youth Teams.

Section 5.6 – Secretary

The Secretary shall be the main channel of Association communications, and shall keep at the principal office of the Corporation a book of minutes of all meetings of Members and Directors, with the time and place of meeting, how called or authorized, with notice thereof given, the names of those present at Directors' meetings, the number of Directors/Members present at the meetings, and the proceedings thereof.

The Secretary shall keep at the principal office of the Corporation a register showing the full names, current addresses, telephone numbers and e-mail addresses of all Directors, Officers, and individuals assigned to any Committees, as well as an updated list of all classes of Members and Member clubs with their Seniority Dates. The Secretary shall be responsible for posting all pertinent Association information on the SCCA Website.

The Secretary shall supervise the following Administrative Committees: Statistics Committee; Website Committee; Scheduling Committee.

Section 5.7 – Treasurer

The Treasurer shall perform all duties incidental to the office of Treasurer. He shall keep and maintain adequate and correct books of account showing receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such book of account shall at reasonable times be open to inspection by any Member club or Director of the Corporation.

The Treasurer shall deposit all monies of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President, upon request, statements of the financial condition of the Corporation. The President must countersign a payment check in the amount greater than \$500.

The Treasurer shall prepare a detailed Annual Budget of the Corporation and present it at the first BOD meeting of each year for approval of the BOD. Upon approval of the Budget, or its modification, it shall become binding upon all Officers, Directors, and Committees of the Corporation and shall not be altered until all adjustments are approved by the BOD via simple majority vote at a quorate BOD meeting.

The Treasurer shall supervise the following Administrative Committees: Fund-raising Committee; Finance Committee (Insurance, UDEC, Accounts, & Audits).

Section 5.8 – Meeting of Officers

- a. The President may call a meeting of the Officers as necessary with a minimum of five (5) days written notice to all Officers.
- b. The President shall have a vote in all meetings of the Officers.
- c. The Secretary shall keep minutes of all meetings of Officers. The minutes shall be approved by the Officers within five (5) days of the meeting, and be provided to the Board of Directors when requested in writing by any Director.
- d. The Secretary shall report the details and outcome of each Officers meeting to the Board of Directors at the following BOD meeting.

Section 5.9 — Standards of Conduct

- a. All Officers of the Corporation shall conduct their duties with optimum care, skill, transparency, and to the best of their abilities for utmost interest of the Corporation and in compliance with these Bylaws and all applicable laws.
- b. No Officer shall act in a manner biased towards his own club or affiliations.
- c. Officers shall not discriminate against anyone on any unlawful basis, including age, sex, race, religion, color, or national origin.

Section 5.10 — Removal and Resignation

- a. Any Officer may resign, or may be removed with or without cause by the Board of Directors, including but not limited to, an instance of gross misconduct or acts done by him that are prejudicial to the interest of the Corporation. Such removal shall take place with at least a three-fourth (3/4th) majority vote at a quorate BOD meeting after the Officer has been a chance to be heard at that meeting.
- b. Vacancies caused by death, resignation or removal of any Officer may be filled by appointment by the Board of Directors from among the Board of Directors, or by the President on an interim basis until such appointment is made by the Board of Directors.

Article 6 — Committees of the Board

The Board of Directors shall form the following Committees that shall report directly to the Board:

Section 6.1 — Executive Committee

The Board of Directors shall elect at the Annual General Meeting the following Officers. These Officers shall form the Executive Committee (see **Article 5**):

- President
- First Vice President
- Second Vice President
- Treasurer
- Secretary

See **Article 5** for details.

Section 6.2 — Finance Committee (Budget, Insurance, Accounts and Audits)

The Board of Directors shall elect, by simple majority vote at any quorate BOD meeting, a minimum of two (2) and maximum of five (5) SCCA Directors from within the Board to form the Corporation's Finance Committee for each calendar year. This Committee shall be responsible for all Corporation matters regarding Annual Budget, Accounts, Audits, Insurance Issues, and Fines. All recommendations and actions of the Finance Committee are subject to the BOD ratification via simple majority vote with at least fifteen (15) days written notice of all details provided to the BOD prior to the vote.

Section 6.3 — Bylaws and Code Compliance Committee

- a. The Board of Directors shall elect, by simple majority vote at any quorate BOD meeting, a minimum of two (2) and maximum of three (3) non-Executive SCCA Directors from within the Board to form a Bylaws and Code Compliance Committee for each calendar year. This Committee shall report directly to the BOD, and direct the Executive and all SCCA Committees to ensure full compliance with applicable laws, code, and the Bylaws consistently for all SCCA actions and

operations. This Committee shall have budgetary allowance, as approved by the BOD, to seek legal advice as it deems necessary.

- b. The final interpretation of the SCCA Bylaws shall be a combined responsibility of Bylaws and Code Compliance Committee and the Executive Committee via majority vote of all members of these two committees.

Article 7 — Administrative Committees

Section 7.1 — Committee Structure and Formation

- a. The Executive as a whole shall form Administrative Committees and any other ad-hoc committees as needed for efficient operations of the Corporation, and shall be ultimately responsible for the effectiveness of each Committee.
- b. Each Committee shall be comprised of at least one current SCCA Director, and may include one or more individuals from within or outside the BOD. Each Committee shall be supervised by one of the Officers as noted in the Article describing Corporate Officers.
- c. Each Committee shall have a Chairperson to be chosen by the Executive, via simple majority vote of all Officers, from among the Committee personnel to lead the Committee and to ensure that its goals and objectives are met.
- d. Each Committee and its chairperson so nominated by the Executives shall be subject to ratification by the BOD via simple majority vote at the following quorate BOD meeting.
- e. Each Committee Chairperson shall provide an Activity Report at BOD meetings.
- f. All individuals associated with the Committees shall be subject to the same Code of Conduct as the Directors and the Officers of the Corporation, and may be removed and/or replaced with or without cause via a simple majority vote of Directors at a quorate BOD meeting after being heard.
- g. The SCCA Administrative Committees may include, but not limited to, the ones listed in this Section. Other Committees may be added, and the Committees and/or their responsibilities listed herein may be altered, via a simple majority vote of Directors at a quorate BOD meeting without causing a Bylaws amendment:
 - 1) **Code of Conduct Committee:**

The Code of Conduct Committee (COCC) shall be responsible for reviewing and resolving conflicts/complaints involving members of the Association. In discharging its responsibilities, the COCC may perform special investigations, and mediate disputes between complainants as necessary.
 - 2) **Statistics Committee:**

This Committee shall maintain the statistics for all divisions of the SCCA league. It shall also be responsible for validating match scorecards as needed and informing the Finance Committee about late submissions.
 - 3) **SCCA Youth Committee:**

This Committee shall be responsible for proposing and implementing overall strategic planning, direction, and growth of the Youth program, as approved by the Board of Directors, as well as the day-to-day management of the SCCA Youth Team.

This Committee shall select the SCCA Youth Team for all competitions at Regional, National or International Level (e.g. Raisinland, California Cup, National Championship and other Regional Competitions). The Youth Committee shall also be responsible for selecting players for the SCCA youth team. All Youth players must be age 19 or under.

4) Umpiring Committee:

This Committee shall be responsible for allocation of umpires for the SCCA League and Playoff games. It shall also be responsible for certification of SCCA umpires; for providing them training to umpire games at the local and national levels, and to maintain the highest standards possible.

5) Leg Umpiring Committee:

This Committee shall allocate leg umpiring duties for regular SCCA League, playoff games, or other official SCCA competitions.

6) Website Committee:

The Website Committee (WC) shall be responsible for developing and maintaining the SCCA's Web presence. The WC shall also be responsible for establishing and enforcing policies and procedures related to Website maintenance, security, content, and development.

7) Grounds Committee:

The Grounds Committee shall be responsible for managing all matters related to the SCCA grounds, as well as providing guidance to all clubs on ground/field matters. The Committee shall also review the state of grounds on an annual basis, and certify the fitness of all grounds to host the league division(s), including new grounds.

8) Fund-raising Committee:

This Committee shall be dedicated to raising funds for SCCA to be used for noble and needed causes such as building new grounds and facilities like Woodley fields, youth development programs, club house, cricket academy, and any other activities that are approved by the BOD.

9) Rules and Regulations Committee:

The Rules and Regulations Committee (RRC) shall be responsible for creating, reviewing, updating and interpreting SCCA's playing rules. The RRC shall also review the ICC Rules updates for possible inclusion.

The SCCA Playing Rules and Regulations shall be separate from the SCCA Bylaws. The Rules may be revised as necessary by the Committee prior to the start of each season and shall become effective only after approval via simple majority vote of Directors at a quorate BOD meeting. The updated Playing Rules and Regulations shall be posted on the SCCA Website immediately upon approval.

10) Scheduling Committee:

This Committee shall design and maintain all SCCA Schedules. No changes can be made to the Schedules without the written permission of the Scheduling Committee. The Committee's decision on scheduling is final and binding on SCCA Regular Season, Playoff, and other official SCCA contest. The Committee shall ensure that the updated schedule is posted and maintained on the SCCA Website in a timely manner.

11) SCCA Team Management:

This Committee shall include the Coach, Manager and Trainer for the SCCA Senior and the Youth Teams, and shall be responsible for the management

of SCCA teams during tours or while playing representative cricket on behalf of the SCCA.

12) Events, Tournaments, and Banquet Committee:

This Committee shall be in charge of all tournaments, special events and the annual Banquet, including all matters related to these events.

13) Selection Committee — Senior & Youth Team:

This Committee shall select the SCCA Senior Team and work with the Youth Committee for the Youth Team, and the SCCA Team management Committee, for all competitions at Regional and National level.

Section 7.2 — Meeting of Committee Members

- a. The Chair of a Committee may call a meeting of the Committee members as necessary with a minimum of two (2) days written notice to all Committee members. Any Officer and/or Director may be invited to a meeting by the Committee Chair as he deems necessary.
- b. All Committees are encouraged to keep a written record of all their meetings, however, the meeting minutes are not required to follow the same requirements as for other meetings of the Association.
- c. The Chair of each Administrative Committee, or a Committee member if the Chair is not available, shall present a report on all Committee activities at the following BOD meeting.

Article 8 — Miscellaneous

Section 8.1 — Indemnification

- a. The State of California has determined that services of directors and officers who serve without compensation are critical to the efficient conduct and management of non-profit corporations.

Except as provided by California Corporations Code (Code), no cause of action for monetary damages shall arise against any person serving without compensation as a Director, Officer, or a Committee personnel of this Corporation, subject to the applicable part(s) of the Code, on account of any negligent act or omission occurring when:

- I. within the scope of that person's duties as a Director acting as a Board Member, or within the scope of that person's duties as an Officer, or a Committee personnel acting in an official capacity;
 - II. in good faith;
 - III. in a manner that the person believes to be in the best interest of this Corporation; and
 - IV. is in the exercise of his policymaking judgment.
- b. The Association hereby indemnifies each present and future Director, Officer, and Committee member, whether or not then in office, against expenses actually and necessarily incurred or imposed upon him including, but without being limited to, judgments, costs and counsel fees, in connection with the defense of an action,

suit or proceeding in which he is made a party by reason of being or having been a Director, Officer, or a Committee member of the Association, except in relation to matters as to which he shall be judged in such action, suit or proceeding to be liable for intentional misconduct. Such indemnification shall not be deemed exclusive of other rights to which such Director, Officer, or Committee member may be entitled, under any agreement, a vote of the Members or Directors, as a matter of law, or otherwise.

- c. The Association may acquire such bonds and/or insurance as the Board of Directors deems necessary and appropriate for the indemnification and protection set forth in these Bylaws.

Section 8.2 — Fees and Compensation

Directors, Officers, and Committee personnel shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by resolution of the Directors via simple majority vote at a quorate BOD meeting.

Section 8.3 — Executive of Documents

The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no Officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credits or to render it liable of any purpose or to any amount.

Section 8.4 — Inspection of Bylaws

The Corporation shall keep at its principal office the original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by its Directors at all reasonable times. In addition, the latest version of approved Bylaws shall be posted on the SCCA Website.

Section 8.5 — Prohibited Acts

As long as the Corporation is in existence, no Member, Director, Officer, Committee member, or agent of the Corporation shall:

- a. Conduct any act in violation of the Bylaws or a binding obligation of the Corporation;
- b. Conduct any act with the intention of harming the Corporation or any of its operations;
- c. Conduct any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- d. Receive an improper or personal benefit from the operation of the Corporation;
- e. Receive an improper or personal benefit from unauthorized distribution or sharing of information (e.g. email list, phone numbers, addresses, other personal or financial data) pertaining to the Association, its Members, players, and/or any other party affiliated with the Association;
- f. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- g. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;

- h. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

Any violation of this Section may be deemed as "conduct inimical to the best interest of the Association," subject to the course of action and consequences stated in these Bylaws, at the discretion of the Board of Directors with a two-thirds (2/3rd) majority vote at a quorate BOD meeting.

Section 8.6 — Audits

Any Director may request the Board of Directors to have an audit conducted of the Corporation's books. The parent Member club of the Director's requesting the audit shall bear the expense of the audit unless the Board of Directors votes via simple majority to authorize payment of the audit expenses. No Director may exercise this right to compel an audit so as to subject the Corporation to an audit more than once in any calendar year.

Section 8.7 — Protection of Logo, Copyrights

The Corporate logo shall be used by the Corporation for official purposes only as approved by the Board of Directors or the Officers. The Corporate logo may not be used by an individual Member, Director, Officer, or any Committee personnel for their personal, non-SCCA use.

All Directors and Officers of the Corporations in their respective capacities shall protect the Corporation logo, trademarks, copyrights and any other intellectual property from infringement.

Section 8.8 — State Filing

Biennially or as required by law after the original filing of the Article and during the applicable filing period, the Corporation shall file, on a form prescribed by the Secretary of State, a statement containing: a) the names and complete business or residence addresses of the President, Secretary, and Treasurer; and; b) the street address of its principal office in this state, if any.

Section 8.9 — Annual Reports

The Officers shall cause an annual report to be sent to all Directors no later than 120 days after the close of the Corporation's fiscal year. That 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.

The report shall contain in appropriate detail the following:

- 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;

e. Any information required by Section 6322 of California Corporations Code of a statement of any transaction or indemnification, if any such transaction or indemnification took place, as described below:

I. A brief description of:

1-a) Any covered transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000).

1-b) The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

II. A brief description of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Corporation.

Section 8.10 — Fiscal Year

The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of each calendar year.

Article 9 — Conflict of Interest Policy

Section 9.1 — The Purpose

The purpose of this conflict of interest policy is to protect this Corporation's interest when entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2 — Definitions

Interested Person

Any Director, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board determines, via simple majority vote, that a conflict of interest exists.

Section 9.3 — Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide via simple majority vote if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Board shall appoint, if appropriate, a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. In case a potential conflict of interest exists but a more advantageous transaction or arrangement that avoids a conflict of interest is not reasonably possible, the Board shall determine via simple majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform him of the basis for such belief and afford him an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action via simple majority vote of at a quorate BOD meeting.

Section 9.4 — Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives

to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.5 — Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. A member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9.6 — Annual Statements

Each Director, Officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal and/or state tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9.7 — Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted when applicable. The periodic reviews shall, at a minimum, include the following subjects:

- a. When applicable, whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 9.8 — Use of Outside Experts

When conducting the periodic reviews as provided for in this Article, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Section 9.9 — Lending of Money and Assets

- a. The Corporation shall not make any loan to a Member club, Director, Officer, or Committee member of the Corporation. A Member club, Director, Officer, or Committee member of the Corporation may lend money to, and otherwise transact business with, the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as any other party transacting business with the Corporation.

- b. The Corporation shall not borrow money from, or otherwise transact business with, a Member club, Director, Officer, or Committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation as provided for in these Bylaws.
- c. The Corporation shall not borrow money from or otherwise transact business with a Member club, Director, Officer, or Committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors via simple majority vote at a quorate BOD meeting that excludes the vote of any person having a personal interest in that transaction.

Article 10 — Bylaws Amendment and Adoption

- a. These Bylaws may be amended only at an Annual General Meeting (AGM) of Directors, or at a Special General Meeting (SGM) of Directors called for this purpose, by a two-thirds (2/3rd) majority vote cast at the quorate meeting.
- b. All proposed amendments must be sent to the Secretary in writing at least thirty (30) days prior to the scheduled date of the AGM or the SGM.
- c. Any Director, Officer, or Member club of the Corporation may propose Bylaws amendment, seconded by another Director, Officer, or Member club of the Corporation, and by presenting the detailed proposal to the Secretary in writing. The Officers may append their opinions to the proposed amendment.
- d. The Secretary shall furnish each Member club with a copy of all proposed amendments at least twenty (20) days prior to the date of the meeting at which the proposed amendments are scheduled for an action.
- e. The updated set of the Bylaws as approved shall indicate its effective date, and shall be posted on the SCCA Website immediately upon its approval and a notice shall be sent to all Members to that effect by the Secretary.

Article 11 — General Provisions and Definitions

Section 11.1 — Construction of Bylaws

Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the California General Non-Profit Public Benefit Corporation Code shall govern the construction of these Bylaws.

Section 11.2 — Rules of Order

The rules contained in Roberts Rules of Order, Revised, shall govern all Members' and Directors' meetings of the Corporation, except in instances of conflict between said Rules of Order and the Bylaws, the state code, or other applicable laws.

Section 11.3 — Information Security Policy

- a. **Internet Security Policy:** The Association shall observe and maintain an effective Internet Information Security Policy at all times and display such Policy on its website.
- b. **Membership Information Security Policy:** The Association may collect personal information, such as names, addresses, email addresses, and phone numbers, from its Member clubs including club executives and players. All such information shall be kept in the SCCA corporate records with optimum care for its security as determined by the Executive. No member or party of the Association, i.e., the Executive, Committees, Director, or otherwise, shall be allowed to copy, forward, dispense, or make other use of such information or data, other than the normal business of the SCCA, without prior

formal approval from the SCCA Board of Directors via simple majority vote at a quorate meeting. A violation of this policy shall be deemed as "conduct inimical to the best interests of the SCCA," subject to the most severe punishment level under the SCCA Rules and Regulations' Code of Conduct.

Section 11.4 — Definitions and Frequently Used Terms

- a. A notice or report mailed or delivered as part of a newsletter, website posting, email, magazine or other organ regularly sent to Member or Directors shall constitute written notice or report when addressed and mailed or delivered to the Member/Director; or in the case of Members/Directors who are residents of the same household and who have the same address on the books of the Corporation, when addressed and mailed or delivered to one of such Members/Directors, at the address appearing on the books of the Corporation.
- b. Any reference in these Bylaws to the time a notice is given or sent means, unless otherwise expressly provided, any of the following:
 - i. The time a written notice by mail is deposited in the United States mail, postage prepaid.
 - ii. The time any other written notice, including facsimile, e-mail, telegram, website posting or electronic mail message, is delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient at the address provided to the Corporation by the recipient.
 - iii. The time any oral notice is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or wireless, to the recipient, including the recipient's designated voice mailbox or address provided to the Corporation by the Member, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.
- c. "Written" or "in writing" includes facsimile, telegraphic, Internet, e-mail, and other electronic communication when authorized by the Code, including an electronic transmission by the Corporation that satisfies the requirements of the Code.
- d. "Days" "months" or "year" is denoted in calendar terms unless otherwise noted.
- e. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender.
- f. Wherever the context requires, all singular words shall include the plural; and all plural words shall include the singular.

Bylaws Amendment History

#	Effective Date	Amendment Description
1	January 1, 1998	Previous Bylaws as recorded in the SCCA books
2	December 17, 2006	Governance system changes approved at the 2006 AGM
3	December 13, 2009	Major overhaul of the Bylaws at the 2009 AGM
