

BYLAWS OF CHEERIOS BOOSTER CLUB
A California Nonprofit Corporation

Adopted by the Incorporator on June 10, 2022

ARTICLE 1
Name

The name of this corporation is CHEERIOS BOOSTER CLUB.

ARTICLE 2
Principal Office of the Corporation

The principal office for the transaction of the activities and affairs of this corporation is located in Fresno County, California. The board of directors may change the location of the principal office. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE 3
General and Specific Purposes

This corporation is a Nonprofit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law exclusively for charitable purposes. In the context of these general purposes, the corporation shall administer and manage the affairs, property, and temporalities of the corporation.

The specific purposes of this corporation are: to support and promote competitive cheer and dance; to financially assist and foster proper sportsmanship and interpersonal skills; to assist in combatting juvenile delinquency and promoting the education of high school students; to disseminate information related to sports and fitness; and to help the athletes aspire for excellence by being the best they can be.

Cheer team athletes receiving benefits from the purposes identified above, are selected on objective criteria related to their athletic ability and not on the basis of their parents' membership in the booster club.

ARTICLE 4
Membership

4.1. Qualification of Membership

Membership is open to any person who is dedicated to the purposes of the corporation. Members may include: parents of students attending Justin Garza High School; community members; and staff on approval of the membership application by the board.

4.2. Application, Term

- (a) *Application.* Those interested in membership shall submit a membership application to the Board for consideration.
- (b) *Term.* Membership shall be for a period of one (1) year, or until such time as the member dies, resigns, or his/her membership is terminated.

4.3. Rights of Members

Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.

4.4. Fundraising Activities

Parents and Members are urged to participate in various fund-raising activities for the benefit of all cheer team members. However, such participation is not required. CHEERIOS BOOSTER CLUB supports all team cheer members to the full extent of its resources regardless of whether their parents are members or contributors.

CHEERIOS BOOSTER CLUB charges no dues and maintains no point system by which parents can earn credits towards the payment of entry fees or other fees and expenses.

4.5. Members in Good Standing

Members who are actively involved in the activities of the corporation and who are not suspended shall be members in good standing.

4.6. Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member. Such resignation shall be in writing and submitted to the board;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (d) Termination of membership under Section 4.8 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of

conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. Members may be terminated on a two-thirds (2/3) majority vote of the board.

4.7 Suspension of Membership

A member may be suspended, under Section 4.8 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. Members may be suspended on a two-thirds (2/3) majority vote of the board. A person whose membership is suspended shall not be a member during the period of suspension.

4.8. Termination or Suspension of Membership

If grounds appear to exist for suspending or terminating a member under Sections 4.6 and 4.7 of these bylaws, the following procedure shall be followed:

- (a) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
- (c) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

4.9. Meetings.

The members shall hold an annual meeting for purposes of election of directors, and transaction of other business. Notice of this meeting is not required. Other general meetings of the members may be held without notice at such time and place as the board may fix from time to time.

4.10. Quorum.

A majority of the members who are present at a duly called membership meeting shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present shall be an act of the members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some members if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

ARTICLE 5
Proxies

The corporation shall not provide for proxies.

ARTICLE 6
Board of Directors

6.1. Board of Directors.

The corporation shall have a Board of Directors of the Corporation (Board).

6.2. General Powers of the Board.

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws, the corporation's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

6.3. Number of Directors.

The board of directors shall consist of at least one director unless changed by amendment to these bylaws.

6.4. Qualifications.

The qualifications for Board shall be at least 18 years of age or older, and a member in good standing.

6.5. Election, Term, Resignation.

(a) *Election.* The directors of this corporation shall be chosen annually by the members.

(b) *Term.* Director shall hold office for two (2) year terms or until the director sooner dies, resigns, or is removed. A director may be re-elected for additional terms.

(c) *Resignation.* Any Director may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

(d) *Removal.* A director may be removed on a two-thirds (2/3) majority vote of the board, at a special meeting called for that purpose.

6.6. Vacancies on Board of Directors.

(a) *Events Causing Vacancies on Board.* A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a director for fraudulent acts in an action in Superior Court under Corporations Code section 5223; or (d) the increase of the authorized number of directors.

Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

(b) *Filling Vacancies on Board of Directors.* 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 according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining director. In the event that no director is then in office, the officers of the corporation shall select a director to serve until such time as a new director is elected.

(c) *No Vacancy on Reduction of Number of Directors.* Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

6.7. Meetings of Board of Directors.

(a) *Place of Board Meetings.* Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b) *Meetings by Telephone or Other Telecommunications Equipment.* Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- 1) Each member participating in the meeting can communicate concurrently with all other members.

- 2) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) *Annual and Other Meetings.* The board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

(d) *Special Meetings.*

- 1) Authority to Call Special Meetings. Special meetings of the board for any purpose may be called at any time by the president, the secretary, or any director.
- 2) Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

(e) *Quorum.* A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(f) *Waiver of Notice.* Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a

meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

(g) *Adjournment.* A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

6.8. Action Without a Meeting.

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved board action. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE 7 Committees

The Board of Directors may, at its sole discretion, establish such committee(s) as it deems necessary to carry out the functions of the board and further the purposes of the corporation.

7.1. Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

7.2. Audit Committee.

The corporation shall have an audit committee consisting of at least one director, and may include nonvoting advisors. Directors who are employees or officers of the corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation (other than for service as director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth herein. Such duties include, but are not limited to:

- (a) Performing, or causing to be performed, an annual inspection and/or audit of the financial books of the corporation.
- (b) Assisting the board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (c) Negotiating the auditor's compensation;

- (d) Conferring with the auditor regarding the corporation's financial affairs; and
- (e) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to directors for their service on the board. If the corporation has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

ARTICLE 8

Officers of the Corporation

8.1. Offices Held.

The officers of this corporation shall be a president, a secretary, and a Treasurer. Any number of offices may be held by the same person, except that neither the secretary nor the Treasurer may serve concurrently as the president.

8.2. Election of Officers.

The officers of this corporation shall be chosen annually by the board and shall serve at the pleasure of the board.

8.3. Removal of Officers.

The board may remove any officer with or without cause, upon a two-thirds (2/3) majority vote of the board at a meeting called for that purpose.

8.4. Resignation of Officers.

Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

8.5. Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

8.6. Responsibilities of Officers.

(a) *President*. Subject to the control of the board, the president shall be the general manager and executive director of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.

(b) *Vice President*. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may require.

(c) *Secretary*. The secretary shall keep or cause to be kept at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at board and committee meetings.

The secretary shall keep or cause to be kept at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's directors, showing each director's name, and address.

The secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

(d) *Treasurer*. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

(e) Sergeant-at-Arms. The sergeant-at-arms' duties include setting up meeting rooms, attending to guests, enforcing protocol, keeping meetings on track, verifying attendance and quorums at meetings, and keeping order during meetings. If the votes are by raised hands, the sergeant-at-arms counts the hands; if the meeting votes by ballot, the sergeant-at-arms distributes, collects and counts the ballots.

(f) District Athletics Representative. The district athletics representative is the liaison officer between the CHEERIOS BOOSTER CLUB and the school district. The District Athletic Representative communicates with the district and provides to the district, reports regarding what's going on with the booster club and reports on booster club events and conflicts, if any. The District Athletic Representative keeps the booster club members and its directors and officers informed of the districts activities affecting the booster club and any other information or concerns relevant to the booster club.

ARTICLE 9 Indemnification

To the fullest extent permitted by law, this corporation shall indemnify (compensate for loss) its directors, officers, employees, and agents, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in this paragraph.

ARTICLE 10 Maintenance of Corporate Records

This corporation shall keep the following: (a) Adequate and correct books and records of account; (b) Minutes of the proceedings of its board and committees of the board; and (c) A record of each director's name, and address. The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

ARTICLE 11
Inspection Rights

11.1. Directors' Rights to Inspect.

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 for a purpose reasonably related to the director's interests as a director.

11.2. Members' Rights to Inspect.

Membership records. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

Accounting records and minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such

inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

ARTICLE 12
Amendments

These bylaws may be amended or changed by a two-thirds (2/3) majority vote of the members who are in attendance at any regular or special business meeting called for that purpose, provided due notice of such purposed change shall have been given.

ARTICLE 13
Dissolution

This corporation may be dissolved by a two-thirds (2/3) majority vote of the members who are in attendance at any regular or special business meeting called for that purpose, provided due notice of such dissolution shall have been given.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3), Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of CHEERIOS BOOSTER CLUB, a California nonprofit public benefit corporation; that these bylaws, consisting of twelve (12) pages, are the bylaws of this corporation as adopted by the Incorporator on June 10, 2022; and that these bylaws have not been amended or modified since that date.

Executed on June 11, 2022 at Fresno, California.



Jenna Sawdon-Bea, Secretary