

# CALIFORNIA ULTIMATE BYLAWS

## ARTICLE I.

### GENERAL PROVISIONS

**Section 1.01** NAME. The name of this corporation shall be California Ultimate, hereafter referred to as the Corporation.

**Section 1.02** PURPOSE. The Corporation is organized exclusively for charitable and educational purposes and to foster Amateur Sports Competition for the sport of ultimate. The Corporation shall serve as a recognized regional partner of USA Ultimate, the national governing body for the sport of ultimate in the United States, in order to promote and develop the sport of ultimate at all levels within the state of California and to provide support and services to benefit members of the Corporation.

**Section 1.03** WHO WE SERVE. The Corporation shall serve a constituency that includes all members of USA Ultimate in the geographic area contained within the state of California.

**Section 1.04** LEGAL ENTITY. The Corporation shall be legally incorporated as a non-profit corporation which operates for charitable and educational purposes. The Corporation shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code and shall operate consistent with all powers, rights and privileges which a nonprofit Corporation may now or hereafter be organized or authorized to do or exercise under the applicable state laws, as amended from time to time. The Corporation shall have all of the powers vested in nonprofit corporations generally under appropriate State laws. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

## ARTICLE II.

### PURPOSES

**Section 2.01** The Corporation is organized to serve as a regional organization that is partnered with USA Ultimate in order to effectively:

- (a) Grow the organization and provide opportunities for people to play and support the sport of ultimate;
- (b) Offer support to local teams, serve youth, provide USA Ultimate branded programs and services;
- (c) Be part of the national infrastructure for the sport of ultimate in the United States.

**Section 2.02** The Corporation shall abide by and act in accord with the Articles of Incorporation, bylaws, rules and regulations, playing rules and decisions of the board of directors of USA Ultimate, and such documents and decisions shall take precedence over and supersede all similar governing documents

and/or decisions of the Corporation. Further, the Corporation (i) shall assist USA Ultimate in the administration and enforcement of the provisions of the bylaws, rules and regulations, playing rules and decisions of the board of directors of USA Ultimate, within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of USA Ultimate:

**(a) Spirit of the Game**

Paramount of all values is to be responsible for playing the sport of ultimate with integrity by upholding the Spirit of the Game. Play fairly with the highest level of sportsmanship that encourages highly competitive play as long as it never comes at the expense of mutual respect among competitors, adherence to the agreed upon rules, or the basic joy of play. Eliminate unsportsmanlike conduct such as taunting opposing players, dangerous aggression, belligerent intimidation, intentional infractions, or other 'win-at-all-costs' behaviors.

**(b) Respect**

Treat all others as you expect to be treated. Honor the rights, views, dignity, and inherent value of others, striving for an environment of mutual trust.

**(c) Integrity**

Stay true to the highest ethical standards, demonstrating honesty and fairness in every action beyond mere strict interpretations of the rules and regulations of the game.

**(d) Responsibility**

Hold yourself accountable for decisions and actions, while striving for excellence in all that you do. Be dedicated stewards of the sport of ultimate.

**(e) Enjoyment**

It is important for the game experience to be fun, satisfying and rewarding for the participant.

**(f) Leadership**

Drive thoughtful growth, development, and innovation in competition and the ultimate community, enhancing and promoting the sport as a joy to play and watch.

**(g) Teamwork**

Encourage a diverse and inclusive ultimate community, and work cooperatively with members and partners to achieve the mission.

## **ARTICLE III.**

### **MEMBERSHIP**

**Section 3.01    GENERAL.** The Corporation shall have members who are current members of USA Ultimate, the national governing body for the sport of ultimate in the United States, and who reside within the constituency of the Corporation, as agreed to in the Corporation's agreement with USA Ultimate.

**Section 3.02    VOTING MEMBERS.** All members of the organization who are current in their dues shall be eligible to vote on matters requiring a general membership vote. Members shall be notified by

written correspondence at least two (2) weeks prior to a general vote along with a description of the voting procedure to be used. The outcome of votes of the membership shall be communicated by written correspondence to members within two (2) weeks of the final determination.

**Section 3.03**     **DUES AND FEES.** Members shall be required to pay membership dues and fees at appropriate levels and amounts as determined by both USA Ultimate and the Corporation. Those dues and fees shall be shared between USA Ultimate and the Corporation at rates determined by both USA Ultimate and the Corporation.

**Section 3.04**     **PROPERTY.** Members shall have no property rights in the assets of the Corporation.

**Section 3.05**     **ANNUAL MEETING.** There shall be no annual meeting of the members of the Corporation unless called by the Board of Directors after giving such notice as may be required by applicable law or these Bylaws.

**Section 3.06**     **SPECIAL MEETINGS.** Unless otherwise prescribed by statute, special meetings of the membership may be called by the President, or any three Board members of the Corporation. Notice of such meetings must be communicated to members in written form.

## **ARTICLE IV.**

### **BOARD OF DIRECTORS**

**Section 4.01**     **IN GENERAL.** The Corporation shall be governed by its Articles of Incorporation and its Bylaws. Except as limited by state nonprofit law, the Charter of the Corporation or these Bylaws, the business of the Corporation shall be managed under the direction of its Board of Directors which, by itself or under its authority, may exercise all powers of the Corporation. The Board of Directors shall select a well-qualified and ethical Executive Director (the "ED") and diligently oversee the ED in the operation and management of the Corporation. The Board of Directors shall empower the ED to manage day-to-day operations with effective oversight.

**Section 4.02**     **QUALIFICATION.** Each Board member shall exhibit the following general qualifications:

- (a) Subscribe to the Purpose and Mission of the Corporation;
- (b) Be a member of USA Ultimate and of the Corporation;
- (c) Plan to reside within the territory of the Corporation throughout a period of at least one third (1/3) of the typical calendar year;
- (d) Be at least eighteen (18) years of age;
- (e) Be of good character;
- (f) Be judged qualified and appropriate for the particular position;

- (g) Be committed to serving in the best interest of the Corporation and the sport of ultimate regardless of the constituency that selects the Board member;
- (h) Be willing to adhere to the Corporation's policies and procedures.

**Section 4.03     COMPOSITION.** The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Subsequent Directors shall be nominated and selected in a timely fashion as determined by the Board. The number of Directors constituting the entire Board shall be at least four (4) and no more than nine (9) and shall include the Executive Director of the Corporation.

**Section 4.04     SELECTION.** Board members, except for the Executive Director, shall be appointed to the Board of Directors after a vote of the attending Board of Directors at a duly convened meeting of the Board of Directors. The slate of candidates for each vacant Board member position shall be determined by the Nominating Committee. If the Corporation is recognized by USA Ultimate as serving a constituency in multiple States, then at least one resident of each State must be a Board member. When selecting nominees, the Nominating Committee shall seek to identify and nominate persons who will help achieve or maintain balance on the board of directors with respect to various constituencies served by the Corporation, including but not limited to the distinct geographic or metropolitan areas within the territory as well as representing any USA Ultimate Affiliate organizations, as defined and approved by USA Ultimate, that operate within the territory.

**Section 4.05     LENGTH OF TERM.** Directors, except for the Executive Director, shall serve two year terms on the Board. The Board shall use a rotating system for its Directors, with approximately one-half of the terms expiring each year.

**Section 4.06     VACANCIES, REMOVALS, AND LEAVES OF ABSENCE.** All vacancies occurring on the Board may be filled by the Nominating Committee. Any Board member who misses more than two consecutive Board meetings without notifying the President in advance, shall be subject to removal at the discretion of the Board. Any Board member who behaves contrary to the Purposes and Goals of the Corporation, or through actions does not support Board decisions, shall be subject to removal at the discretion of the Board. A Board member may be removed by a two-thirds (2/3) vote of the total Board members. A leave of absence that is requested by any Board member may be granted by a majority vote of the Board.

**Section 4.07     DUTIES.** Board members shall attend regular Board meetings and shall support all decisions reached by the Board.

**Section 4.08     MEETINGS.** The Board shall meet a minimum of two (2) times each year. Additional meetings may be called by the President or by any three (3) Board members with written notice distributed to all Board members. Decisions shall be made by action of a majority of the Board members present at a meeting unless otherwise stated in these Bylaws or the Board Policies.

**Section 4.09     QUORUM.** At any meeting of the Board, a simple majority of the Board members then in office shall be necessary to constitute a quorum for the transaction of business. Directors may not vote by proxy.

**Section 4.10     ACTION BY VOTE.** At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote that serves as the deciding tie-breaker. When a quorum is present at any meeting, a majority of the Board members present at the meeting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Incorporation or these Bylaws.

**Section 4.11     PARTICIPATION BY COMMUNICATION DEVICE.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 4.12     COMPENSATION.** Board members, except for the Executive Director, shall serve without compensation but may be reimbursed for any reasonable expense that is incurred in service to the Corporation or to fulfill the duties of serving on the Board.

**Section 4.13     VOTING.** All matters except those specifically listed in the section may be decided by a majority vote of those Board members present at each meeting.

## **ARTICLE V.**

### **OFFICERS**

**Section 5.01     PERSONNEL.** The officers of the Corporation shall be elected or appointed by the Board of Directors as follows: a President, an Executive Director, a Secretary, a Treasurer, any number of Vice Presidents (the number thereof to be determined by the Board of Directors) and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including, but not limited to, one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**Section 5.02     ELECTION AND LENGTH OF TERM.** The officers of the Corporation, except for the Executive Director shall be elected by Board members at the first meeting of the Board of Directors of the calendar year. If the election of officers is not held at such meeting, such election may take place at a subsequent meeting as determined by the Board of Directors. All officers shall be elected for a period of one year or until a successor is duly elected and takes office or until the officer's earlier death, resignation, or removal. The candidate for President must have served on the Board for at least one year.

**Section 5.03     RESIGNATION AND REMOVAL.** Any officer may resign at any time by giving written notice to the President and/or the full Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time that the Board of Directors accepts the resignation. Any officer of the Corporation may be removed from office at any time by a two-thirds (2/3) vote of all the Board members who are entitled to vote, with or without assigning cause, whenever in their judgment the best interests of the Corporation will be served. The officer in question shall not participate in the vote.

**Section 5.04     EXECUTIVE COMMITTEE.** The Officers shall constitute the Executive Committee. They shall have the right to act on matters pertaining to the business of the Corporation when the whole Board cannot be consulted.

**Section 5.05     COMPENSATION.** The Officers of the Corporation, except for the Executive Director, who are also Board members shall serve without compensation. This provision shall not preclude the reimbursement of reasonable expenses incurred in the performance of official duties.

**Section 5.06     DUTIES OF OFFICERS.**

- (a) **PRESIDENT.** The President shall be the chair of the Board of Directors. The President shall in general supervise the business and affairs of the Corporation and shall see that all orders and resolutions are carried out. He or she shall preside at all meetings of the members and of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. The President shall be an ex-officio member of all standing committees. The President shall chair the Nominating Committee. The President must be a current member of the Board of Directors of the Corporation.
- (b) **EXECUTIVE DIRECTOR.** The Executive Director shall be selected by and shall serve at the direction and will of the Board of Directors. The ED shall serve as a member of the Board of Directors and shall perform the functions and responsibilities usually vested in the office of the Executive Director of a corporation. The ED shall serve as the leader of management and shall be vested with the authority to make decisions on behalf of management. The ED shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate which may be memorialized by contract on such terms and conditions as the Board of Directors deems appropriate. The ED shall have the authority to enter into ordinary operational contracts as well as to negotiate and execute on behalf of the Corporation any contract specifically authorized by the Board of Directors. The ED may delegate this authority to members of the staff. Subject to the general direction and policies of the Board of Directors as may be adopted from time to time, the ED shall either directly or by delegation perform the following responsibilities:

  - (i) Staff. Manage all staff functions; determine the size and compensation of professional staff; and hire and terminate the professional staff in accordance with the Corporation's compensation policies and guidelines.
  - (ii) Strategy. Develop a strategy for achieving the mission, goals and objectives of the Corporation in keeping with the policies adopted by the Board of Directors, implement the policies established by the Board of Directors and report to the Board of Directors concerning the results achieved.
  - (iii) Finances. Be responsible for resource generation allocation and prepare and submit semi-annual and annual budgets to the Board of Directors.
  - (iv) Communications and Representation. Manage key relationships and coordinate activities of staff.
  - (v) Other Duties. Perform such other functions as usually vested in the office of the ED of a corporation and as may be delegated by the Board of Directors.

- (c) **SECRETARY.** The Secretary shall keep, or shall direct and cause another to keep, the minutes of the meetings of the Board of Directors and members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office address of each Board member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.
- (d) **TREASURER.** The Treasurer shall keep, or shall direct another to keep, the accounting records of the Corporation. From time to time at the request of the President or the Board of Directors, but in any case no less than once per year, and with the cooperation and assistance of the staff, the Treasurer shall prepare or cause to be prepared, and submit to the Board of Directors statements of the financial condition of the Corporation. Periodically, but no less than annually, the Treasurer shall review the budget to ensure compliance with the approval of expenditures and financial policy of the Board of Directors. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.
- (e) **VICE PRESIDENT.** In the absence of the President or in event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors. The Vice President must be a current member of the Board of Directors of the Corporation.
- (e) **OTHER OFFICERS.** The Board of Directors shall appoint such other officers from time to time as may be necessary to conduct the business of the Corporation and shall assign such duties and responsibilities as the Board of Directors deems necessary. In addition, the Board of Directors may designate special consultants or agents at any time.

## ARTICLE VI.

### COMMITTEES

**Section 6.01** **APPOINTMENTS.** The President, subject to the approval of the Board of Directors, shall establish any and all committees, working groups and task forces as the President and Board of Directors deem necessary to carry out the business of the Corporation and shall determine the responsibilities and appoint necessary members.

**Section 6.02** **COMMITTEE CHAIR.** The President shall name the chair of each committee from among the members of such committee.

**Section 6.03** **GENERAL POWERS.** Each committee shall have such power, authority, and duties as provided for in these Bylaws or in the resolution creating and controlling the committee. No committee shall have any independent decision-making authority except to the extent specifically conferred upon such committee by the Board of Directors.

**Section 6.04**     **MEETINGS.** Committees shall hold meetings as frequently as necessary in order to ensure that the business of the committee business is being carried out effectively. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, committee members may participate in any meeting by means of a conference telephone or similar communication device through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. At a minimum each committee shall meet prior to any meeting of the Board of Directors and shall deliver a report to the Board of Directors on the actions of the committee to date.

**Section 6.05**     **NOMINATING COMMITTEE.** The Nominating Committee shall consist of at least three (3) Officers of the Corporation plus up to one (1) additional Director. The duties and powers of the Nominating Committee shall be to:

- (a) Identify and evaluate prospective candidates for the Board;
- (b)                 Recommend individuals to serve on the Board, as provided in these Bylaws;
- (c) Recommend as requested by the Board individuals to serve on various committees and task forces;
- (d)                 Perform such other duties as assigned by the Board of Directors.

## **ARTICLE VII.**

### **BANK ACCOUNTS, CHECKS, CONTRACTS, INVESTMENTS**

**Section 7.01**     **BANK ACCOUNTS, CHECKS, AND NOTES.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

**Section 7.02**     **CONTRACTS.** The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

**Section 7.03**     **INVESTMENTS.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.



## ARTICLE VIII.

### INDEMNIFICATION

**Section 8.01** **INDEMNITY UNDER LAW.** To the fullest extent permitted by law, the Corporation shall indemnify any person made a Party to a Proceeding because the person is or ever was a Director or officer against Liability incurred in, relating to, or as a result of, the Proceeding.

**Section 8.02** **INDIVIDUAL LIABILITY.** No individual Board member or officer shall be personally liable in respect of any debt or other obligation incurred in the name of the Corporation pursuant to the authority granted directly or indirectly by the Board of Directors.

**Section 8.03** **DISCHARGE OF DUTIES.** Each Board member and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the Board member or officer reasonably believes to be in the best interests of the Corporation.

**Section 8.04** **CONFLICTS OF INTEREST.** If any Board member, officer, committee or task force member has a financial interest in any contract or transaction involving the Corporation or USA Ultimate, or has an interest adverse to the business affairs of the Corporation or of USA Ultimate, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

**Section 8.05** **LIMITATION.** No amendment, modification or rescission of this Article 8 shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

**Section 8.06** **USA ULTIMATE INDEMNITY.** The Corporation shall indemnify and hold harmless USA Ultimate, the board of directors of USA Ultimate and each member thereof, the committees and working groups of USA Ultimate and each member thereof, and all other elected, appointed, employed or volunteer representatives of USA Ultimate from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of the State-Based Organization, except to the extent (i) that USA Ultimate or its afore described representatives caused such claims, liability, judgments, costs, attorneys' fees, charges or expenses by their own gross negligence or intentional misconduct or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, bylaws, rules and regulations, playing rules or decisions of the board of directors of USA Ultimate. Further, the State-Based Organization understands and acknowledges that USA Ultimate and its afore described representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

## ARTICLE IX.

### DISSOLUTION

**Section 9.01** The Corporation may be dissolved only upon adoption of a plan of dissolution by the Board and with distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

## ARTICLE X.

### AMENDMENTS

**Section 10.01** These By-Laws may be altered, amended, repealed, in whole or in part, and new Bylaws may be adopted, by a majority of directors then in office at any meeting duly called and at which two-thirds of the directors then in office are present.

**Section 10.02** The text, or summary thereof, or any proposed amendment to be adopted at a meeting shall be sent to the directors at least ten (10) days prior to the meeting at which such action is to be taken.

**Section 10.03** Such amendments shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

**Section 10.04** No employee, officer or director of the Corporation has any authority to bind USA Ultimate, whether orally or in writing and no employee, officer or director of the Corporation shall execute documents encumbering or obligating USA Ultimate (unless such person is also an employee, officer or director of USA Ultimate itself and then only to the extent of actual authority).

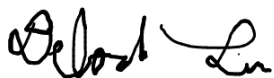
Adopted by resolution of the Corporation's Board of Directors on 4/26/2017



Board Executive Director



Board President



Board Vice President









Board Secretary



Board Treasurer

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## Document History

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