

**BYLAWS OF THE
Napa Xtreme Athletes
A California Nonprofit Public Benefit Corporation**

ARTICLE 1. OFFICES

Section 1.1 Principal Office.

- The corporation's principal office shall be fixed and located at such a place within the State of California as the Board of Directors of Napa Xtreme Athletes (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another as the need may arise.

Section 1.2 Other Offices.

- The Board may establish branch or subordinate offices at any place or places at any time.

ARTICLE 2. MEMBERSHIP

Section 2.1 Classes of Membership.

- There shall be two (2) classes of membership in the corporation: The Board of Directors, who shall serve as the Executive Officers of the Corporation and Regular Membership. Both classes combined will consist of the General Membership.

Section 2.2 Regular Membership.

- Regular membership is limited to Committee Chairman, Head Coaches and one Parent on the Loose from each identified team during the current fiscal year. Regular Members are to represent the participants at all Board meeting to which they are invited, they are elected every year, are afforded the right of one (1) vote each at such meetings and all other privileges identified in the Corporations Bylaws, Rules and Regulations, and policies.

Section 2.3 Board of Directors.

- The Board of Directors of the corporation shall consist of the Executive Officers. Executive Officers are elected for a two (2) year term, are afforded the right of two (2) votes each and all other privileges identified in the Corporations Bylaws, Rules and Regulations, and policies.

ARTICLE 3. EXECUTIVE OFFICERS, COMMITTEE CHAIRMAN, HEAD COACHES, PARENTS ON THE LOOSE

Section 3.1 Powers.

- Subject to limitations of the Articles of Incorporation, these Bylaws and Rules and Regulations, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The following Executive Officers (elected bi-annually) as specified within these Bylaws shall consist of:

- Chairman of the Board and Chief of Operations
- President and Senior Coach
- Executive Vice President - Business Development
- Executive Secretary

The following Regular Members (elected annually) as specified within these Bylaws shall consist of:

- Committee Chairman - Fundraising Committee
- Committee Chairman - Conditioning, Training and Safety Committee
- Committee Chairman - Family Communications, Scheduling and Travel Committee
- Parent on the Loose – One from each recognized team – (each Parent on the Loose members must agree to serve on at least one (1) Committee).
- Head Coaches of all designated Xtreme youth sport teams

The Chairman of Standing Committees delineated above shall be appointed or elected as outlined in ARTICLE 4 STANDING COMMITTEES.

Section 3.2 Chairman of the Board and Chief of Operations

- It shall be the duty of the Chairman of the Board to preside at all meetings of the Corporation.
- He/she shall ensure the mission of the Non-Profit Corporation is being upheld and completed and the corporation is being managed and operated in accordance with the rules and regulations of the State of California.
- He/she shall supervise, provide direction and delegate all operational duties upon the board of directors and executive officers. All executive officer positions will report directly to the Chairman of the Board.
- He/she shall be an ex-officio member of all committees.
- He/she shall have the power to appoint such committees as deemed necessary.
- He/she shall conduct all Board Meetings, General Meetings and Special Meetings.

- He/she shall have exclusive rights to one (1) additional vote in order to break any voting tie.
- He/she will have the exclusive rights to select the Nominations Committee as defined in Section 7.1.
- He/she shall have signatory authority on all contractual relationships of the corporation.
- He/she shall have signatory authority of the corporation's bank accounts
- He/she shall have charge of all the money of the Corporation and pay all properly attested expenses.
- He/she shall submit written financial reports at each Board meeting and at other meetings of the Corporation as requested by the Board of Directors.
- He/she shall be responsible for and coordinate all corporate contracts, accounting and government/regulatory documents, including, but not limited to:
 - Fundraising goals and objectives
 - Articles of Incorporation
 - Insurance
 - Tax exempt reports
 - General accounting and financial statements
 - Budgets
 - Audits
- All checks drawn on the Corporation shall be signed by the Chairman of the Board and Chief of Operations. In the event of absence by the Chief of Operations and per Section 3.10, the President and Senior Coach as well as the Executive Vice President of Business Development shall have the authority to sign and authorize checks and expenditures. (See Section 3.10)
- The accounts of this corporation shall be audited annually in the month directly following the close of the fiscal year and/or as requested in writing by fifty percent (50%) of the voting membership.
 - He/she shall remain in office until the annual audit is completed.
- He/she will keep record of all sign off processes and approvals for transactions where required.

Section 3.3 President and Senior Coach

- In the absence of the Chairman of the Board and Chief of Operations, the President and Senior Coach shall perform all duties of the Chairman of the Board and Chief of Operations.
- He/she shall supervise, provide direction and delegate all duties upon:
 - All Head Coaches and Assistant Coaches of all teams associated with the Corporation.

- The Chairman of the Conditioning, Training and Safety Committee
- The Chairman Family Communications, Scheduling and Travel Committee

These aforementioned positions will all report directly to the President and Senior Coach.

- He/she must be an active coach of one of the Napa Xtreme Athletic Teams.
- The President and Senior Coach shall be responsible for all coaches, coaching goals, objectives, communication, coaching administrative activity, recruitment, assignment, player development and training.
- The President and Senior Coach must approve and sign off on all coaching changes including staff, policy, procedure and guidelines.
- He/she must sign off on all practice outlines and tournament schedules produced.
- He/she shall be responsible for external communications with players, parents and all athletic officials both public and private.
- He/she shall conduct a Coaching meeting prior to the start of practice to develop goals, establish coaching expectations, and inform all coaches of Corporation Rules, Regulations, and Policies.
- He/she shall be an ex-officio member of all committees.
- He/she shall have signatory authority of the Corporation's bank accounts.

Section 3.4 Executive Vice President of Business Development

- In the absence of both the Chairman of the Board, President and Senior Coach the Vice President of Business Development shall perform all duties of those positions until proper elections are held according to the bylaws.
- He/she shall be responsible for the following main duties:
 - Solicit sponsors for all teams within the Corporation and to act as a liaison between the Corporation and said sponsors.
 - Data management of sponsors, donors and contributors to the organization. This includes the support of fundraising activities.
 - Sponsor expenditures, budgets and agreements
 - Communications to sponsors and to families about sponsors
 - Advertising, graphics and design of promotional materials
 - Website Updates
- He/she shall be an ex-officio member of all committees.
- He/she shall have signatory authority of the corporation's bank accounts.

Section 3.6. Executive Secretary

- It shall be the duty of the Secretary to keep accurate records of the proceedings of all meetings of the Corporation.
- He/she shall support all Corporation correspondence and be custodian of the Bylaws of the Corporation.
- He/she shall report directly to the Chairman of the Board.
- He/she shall be a member of the Fundraising Committee and the Family Communication, Scheduling and Travel Committee.
- He/she shall also be responsible for the preparation of the agenda for all meetings and making proper notification of said meetings.
- He/she must provide oversight and or administrative support to all committees as designated by the Chairman of the Board.
- He/she will provide administrative support for all board operations as directed by the Chairman of the Board.

Section 3.7 Committee Chairman

- All Committee Chairman are part of the voting regular membership.
- It shall be the duty of each Committee Chairman to fulfill the function of the committee according to the bylaws and fulfill all goals as assigned by their supervising Board of Directors.

Section 3.8 Coaches

- All Head Coaches are part of the voting regular membership.
- Assistant coaches have no voting rights.
- All Coaches must adhere to the coaching guidelines and expectations as set forth by the Corporation.
- All Head Coaches must have the approval of the President and Senior Coach and also be voted in by 2/3rds vote of the voting membership.
- All Head Coaches report directly to the President and Senior Coach.
- All assistant coaches may be selected, approved and removed solely by the President and Senior Coach.

Section 3.9 Parent on the Loose

- One parent from each team will be elected as part of the Regular Membership with voting rights as specified herein.
- Each Parent on the Loose member, if more than one (1) is voted in, must agree to serve on a committee. If there is only one (1) Parent on the Loose in membership, they must fill a position on the Family Communications, Scheduling and Travel Committee.
- The Parent on the Loose will serve as an advocate for other parents of players and provide feedback on communication, event needs and general feedback to the coaching and administrative staff on internal and external performance from a parent's point of view and perspective.

Section 3.10 Corporation Banking and Accounting

- The Chairman of the Board and Chief of Operations, the President and Senior Coach, and the Executive Vice President of Business Development are currently afforded signatory authority of the corporation's bank accounts. (date 10/01/2009)
- No officer who maintains signatory authority on the Corporation's bank account has the authority to approve a transaction of more than \$2,000 without the majority vote and approval of the Board of Directors. The Chief of Operations will keep record of all sign off process and approvals for transactions. Violation of this section may result in the termination of membership and administrative position with the corporation.
- The board may choose to elect a Treasurer to the Executive Board of Directors at such time wherein the financial administrative duties require such position. The bylaws will be amended at that time.

Section 3.11 Vacancies.

- Vacancies of any Board office may be filled by recommendation by the Chairman of the Board to the Board of Directors and affirmed by a majority vote of the Board. Board vacancies may also be filled by a majority vote of the general membership present at any General Membership Meeting.

ARTICLE 4. STANDING COMMITTEES

The Chairman of each Standing Committee is to lead these committees and carryout the directions, goals and objectives set forth by the Board of Directors.

Section 4.1 Family Communications, Scheduling and Travel Committee:

- Family Communications, Scheduling and Travel Committee shall be responsible for the planning and implementation of all Communications, Scheduling and Travel as directed by the President & Senior Coach.

- This Committee shall be appointed in October, based on operational needs and at the direction of the Board of Directors. The Board of Directors may choose not to appoint a Family Communications, Scheduling and Travel Committee based on operational needs for the upcoming year.
- During the October general membership meeting, a Chairperson for the Family Communications, Scheduling and Travel Committee shall be elected. Said Chairperson shall become a member of the Regular Membership and shall be one of the individuals presented for election by the nominating committee.
- The Chairman of the Family Communications, Scheduling and Travel Committee shall attend all Board Meetings when invited and report to the President and Senior Coach.

Section 4.2 Fundraising Committee

- The Fundraising Committee shall be responsible for the planning and implementation of all fundraising activities and programs conducted by the Corporation.
- This Committee shall be appointed in October and must have a drafted annual fundraising proposal to the Board of Directors by the November board meeting.
- During the October general membership meeting, a Chairperson for the Fundraising Committee shall be elected. Said Chairperson shall become a member of the Regular Membership and shall be one of the individuals presented for election by the nominating committee.
- The Chairman of the Fundraising Committee shall attend all Board Meetings when invited and report to the Chairman of the board for annual goals and objectives.
- Other members of the Fundraising Committee shall consist of 3 individuals appointed by the Secretary and the Executive Vice President of Business Development.
- The Secretary must be a member of this committee.

Section 4.3 Conditioning, Training and Safety Committee

- The Conditioning, Training and Safety Committee shall be responsible for the planning and implementation of all conditioning and team training initiatives as well as be in charge of safety for all events as directed by the President and Senior Coach.
- This Committee shall be appointed in October, based on operational needs and at the direction of the Board of Directors. The Board of Directors may choose not to appoint a Conditioning, Training and Safety Committee based on operational needs for the upcoming year.
- During the October general membership meeting, a Chairperson for the Conditioning, Training and Safety Committee shall be elected. Said Chairperson

shall become a member of the Regular Membership and shall be one of the individuals presented for election by the nominating committee.

- The Chairman of the Conditioning, Training and Safety Committee shall attend all Board Meetings when invited and all report to the President and Senior Coach.

ARTICLE 5. OTHER COMMITTEES

Section 5.1 Other Committees.

- The Chairman of the Board shall have authority to appoint any additional committees deemed necessary to fulfill the mission of the corporation.

ARTICLE 6. MEETINGS

Section 6.1 Board of Directors

- The Board of Directors shall meet monthly at a regularly set time and place. The Board of Directors meetings shall be open only to members of the corporation. The Chairman of the Board as deemed may call additional Board meetings, including but not limited to: Executive Officer only meetings as necessary. The membership shall be aware of the time and place of the regularly scheduled Board meetings meetings.
- 50% plus 1 member of the Board of Directors shall constitute a quorum at a Board meeting. A Board member must be present to vote.
- At the request of any member of the Board of Directors, a special Board of Directors meeting will be called.

Section 6.2 General Membership Meetings

- The Corporation shall conduct at least two General Membership meetings each year. One shall be held in the Winter during the 1st quarter of the calendar year and one (1) during the month of October. A reasonable notice shall be provided to all members through such means as the Board shall direct.
- Any action by the Board of Directors may be changed by a majority vote of eligible members attending a General Membership meeting.
- The General Membership Meetings are open to sponsors, players, parents, business relationships, affiliated organizations and the general public provided such public attendance is in good faith and with purpose of positive involvement. The Board of Directors reserves the right to exclude and remove any third (3rd) party not described within Article 3. from any membership meeting.

Section 6.3 Special General Membership Meetings

- A majority vote of the Board of Directors is sufficient to call a special meeting of the general membership. The general membership may call a special general membership meeting by serving a petition upon the Board bearing the signature of at least fifty percent (50%) of the general membership. The Board shall then call said special meeting within ten (10) days of receipt of such petition.
- The Chairman of the Board may call a special meeting with the Regular Membership which excludes officers at anytime.

Section 6.4 Action Without Meeting

- Subject to section 5513 of the California Nonprofit Public Benefit Corporation Law, any action, including the election of Board members, which under any provision of the California Nonprofit Public Benefit Corporation law may be taken at any Board, General Membership or special meeting, without a meeting if the written ballot of every member is solicited and the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Section 6.5 Proxies

- Persons entitled to vote at any meeting may do so only in person. Proxies may not be used to exercise voting rights.

ARTICLE 7. ELECTIONS, VOTING, TERMS OF OFFICE and REMOVAL FROM OFFICE

Section 7.1 Nominations.

- The Chairman of the Board shall appoint a Nominating Committee of three (3) in the month of August. The nominating committee shall present a slate of Officers, Committee Chairman, Head Coaches and Parent on the Loose positions at the October General Membership Meeting for consideration and official vote by the Regular Membership for new election and re-election.

Section 7.2 Voting

- All nominees, whether nominated by the nominating committee or from the floor at the General Membership meeting, must have given consent to the nomination. If there is more than one nominee for an office, election shall be by secret ballot. Otherwise, with unanimous consent the election may be by acclamation.
- Any action by the Board of Directors may be changed by a majority vote of eligible members attending a General Membership meeting.
- The Board of Directors (Executive Officers) maintain two (2) votes each, while Regular Members maintain only one (1) vote each.
- In the event an officer is fulfilling the roles and responsibility of another Executive Officer, Committee Chairman or Head Coach, they are only afforded two (2) votes and do not increase their number of votes due to multiple membership positions held.
- In the event a regular member is fulfilling the roles and responsibility of another regular member they are only afforded one vote and do not increase their number of votes due to multiple membership positions held.
- In the event a husband and wife both hold Board of Director / Executive Officer positions they are limited to only 3 votes if they are voting collectively on the same action, otherwise they have the voting rights set forth by these bylaws.

Section 7.3 Terms of Office

- Board of Directors – Executive Officers:
 - Elected for a two (2) year term
- Regular Membership - Committee Chairman, Head Coaches, Parent on the Loose:
 - Elected for one (1) year term
- In the event of a vacant board position, an Officer may temporarily hold another position for one (1) year, but no more than two (2) Officer positions may be held by any one (1) Officer during the course of one (1) year.

Section 7.4 Removal From Office

- Any member of the Board of Directors, Committee Chairman, Regular Membership or Coaching staff may be removed from membership for failure to perform assigned duties and according to the Xtreme rules, guidelines and procedures written in place and for any other reason deemed with a two-thirds (2/3) vote of the Board of Directors.
- The general membership may remove any or all board members at any General Membership Meeting with a two-thirds (2/3) vote of eligible members.

ARTICLE 8. INDEMNIFICATION AND INSURANCE

Section 8.1 Indemnifications

- The Corporation shall, to the maximum extent permitted by California Nonprofit Mutual Benefit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this section, an "agent" of the Corporation includes any person who is or was an officer, employee or other agent of the Corporation, or is or who was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a director, officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

Section 8.2 Insurance

- The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under provisions of this Article 8.

ARTICLE 9. AMENDMENTS

Section 9.1 Process. These Bylaws or the Articles of Incorporation may be amended or repealed by a two-thirds (2/3) vote of the voting membership at any duly called General Membership meeting. The corporations Rules and Regulations may be amended as set forth in the adopted Rules and Regulations of the Corporation.

Section 9.2 History of Action. The Corporation's Articles of Incorporation, Bylaws and Rules and Regulations were drafted first adopted at a duly called General Membership meeting of the Corporation on the 5th day of November, 2009

To be used in the event of amendment. (These Bylaws were amended by action of the General Membership during a duly called meeting on the day of _____, 200__.)