

**Bylaws of LNYSA, Inc.**  
**A California Nonprofit Public Benefit Corporation**

**I. ORGANIZATION AND PURPOSE**

- A. Name.** The name of this corporation is LNYSA, Inc..
- B. Principal Office of the Corporation.** The principal office for the transaction of the activities and affairs of this corporation is located at 30025 Alica Parkway, #188, Laguna Niguel, Orange County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

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.

- C. General and Specific Purposes; Limitations.** The specific purpose of this corporation shall be to develop and maintain a youth soccer league and to carry on other charitable and educational activities associated with this goal as allowed by law.

This corporation is organized exclusively for fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

- D. Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

- E. Corporation’s Assets.** This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual,

or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

## II. MEMBERS

- A. Corporation Without Voting Members.** This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

This corporation may refer persons or entities associated with it as "members," even though those persons or entities are not voting members, but no such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056.

- B. Classes of Members.** There shall be the following classes of membership:

1. Parent/Player – Parents of minors registered to play within the corporation's programs. Parents/Players shall become members by paying the appropriate fees or assessments as set by the board from time to time
2. Volunteers - Individuals that volunteer on behalf of the corporation for its programs, are registered as volunteers and meet the eligibility requirements for being a Volunteer;
3. Honorary Members – individuals appointed by the Board based on their contribution to the Corporation's programs, youth soccer or the community; and
4. Director - Individuals elected or appointed to the board in accordance with Article 0 of these bylaws. Each director shall be a voting member of the Board of Directors.
5. The board may set the different classes of membership from time to time.

- C. Members' Dues, Fees, and Assessments.** Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

- D. Good Standing.** Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

- E. Termination of Membership.** A membership shall terminate on occurrence of any of the following events:

1. Resignation of the member;
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
3. The member's failure to pay dues, fees, or assessments as set by the board within 30 days after they are due and payable;
4. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
5. Termination of membership under Section II.G. 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.

**F. Suspension of Membership.** A member may be suspended, under Section II.G. 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.

A person whose membership is suspended shall not be a member during the period of suspension.

**G. Termination or Suspension of Membership.** If grounds appear to exist for suspending or terminating a member under Section II.E. of these bylaws, the following procedure shall be followed:

1. 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, including by electronic mail to the members last email address shown on the corporation's records or by mail sent by first-class or registered mail to the member's last address as shown on the corporation's records.
2. 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 a committee or person authorized by the board to determine whether the suspension or termination should occur.
3. The committee shall decide whether the member should be suspended, expelled, or sanctioned in any way. After such hearing, the hearing board or committee shall make its determination and announce it in writing to the board. The board then shall vote on adopting or rejecting the committee's decision at the next regularly scheduled board meeting or a special board meeting called in accordance with

these bylaws. Where the committee recommends removal or where otherwise determined appropriate and the board, by the vote of two thirds of the members of the board approves a decision to terminate the member, the individual in question should be given an opportunity to resign voluntarily. All interested parties shall promptly be notified of such resignation or, in the absence of a resignation, of the board's decision.

4. The decision of the board shall be final.
5. 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.

### **III. GENERAL AND SPECIFIC POWERS OF BOARD**

- A. General Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.
- B. Specific Powers.** Without prejudice to the general powers set forth in Section III.A. of these bylaws, but subject to the same limitations, the board shall have the power to do the following:
  1. Appoint and remove, at the pleasure of the board, all corporate officers, agents, board members, volunteers and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and require from them security for faithful service.
  2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
  3. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
- C. Number of and Qualifications for Directors.** The board of directors shall consist of at least 21 but no more than 45 directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors. The qualifications for directors are: the board member must be at least 18 years of age, possess a driver's license or identification card issued by the State of California and must be able to pass California Youth Soccer Association risk management certification.
- D. Nominations by Committee.** The chairman of the board or, if none, the president shall appoint a committee to nominate qualified candidates for election to the board at least

sixty (60) days before the date of any election of directors. The nominating committee shall make its report at least thirty (30) days before the date of the election, or at such other time as the board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

**E. Floor Nomination.** When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

**F. Nominee's Right to Solicit Votes.** The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

**G. Vacancies on Board of Directors**

**1. 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 resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; or (d) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

**2. Resignation of Directors.** Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

**3. Removal of Directors.** Any director may be removed, with or without cause, by the vote of two thirds of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided. Any vacancy caused by the removal of a director shall be filled as provided in Article 0.

Any director who does not attend three successive board meetings will automatically be removed from the board without board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted,

the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or (c) the board by resolution of the majority of board members must agree before a director who has missed three meetings may be reinstated.

4. **Vacancies Filled by Board.** Except for a vacancy created by the removal of a director by the members, 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.

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.

- H. **Conflict of Interest.** No member shall be nominated or elected to any office if said person is, or may become during the term of said office, in a position to receive a direct or indirect financial gain from the moneys disbursed by the Corporation for goods, properties or services, including but not limited to the supply of uniforms, trophies, insurance, schools of instruction, equipment, food or beverages or any other materials or service directly or indirectly to the Corporation. This restriction does not apply to paid referees.

#### IV. MEETINGS OF BOARD OF DIRECTORS

- A. **Place of Board Meeting.** 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 conference 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.

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.

### C. Special Meetings

1. **Authority to Call Special Meeting.** Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or one-third of the directors.
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, email 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.

3. **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.
4. **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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d)

indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
6. **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
7. **Action Without a Meeting – Written Consent.** 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. The consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Corporations Code section 5233 shall not be required for approval of such transaction in writing. Such written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.
8. **Action Without a Meeting – Internet based voting.** Any action that the board is required or permitted to take may be taken without a meeting if at a regular meeting the board consents to a vote on the action by the internet based polling mechanism. Notice of the action must be provided to all directors and reasonable time must be given for the directors to submit a vote on the action. Such action by internet based polling shall have the same force and effect as any other validly approved action of the board if a majority of the directors submits a vote on that action. Results of all such electronic votes shall be filed with the minutes of the proceedings of the board.

## V. COMMITTEES OF BOARD OF DIRECTORS

- A. **Creation and Powers of Committee.** The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

1. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of a majority of all directors;
2. Fix compensation of the directors for serving on the board or on any committee;
3. Amend or repeal bylaws or adopt new bylaws;
4. Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
5. Create any other committees of the board or appoint the members of committees of the board;
6. Expend corporate funds to support a nominee for director;
7. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

**B. Audit Committee.** The corporation shall have an audit committee consisting of at least two directors, and may include nonvoting advisors. Directors who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the board. Such duties include, but are not limited to:

1. Assisting the board in choosing an independent auditor and recommending termination of the auditor, if necessary;
2. Negotiating the auditor's compensation;
3. Conferring with the auditor regarding the corporation's financial affairs; and
4. Reviewing and accepting or rejecting the audit.

**C. Executive Committee.** Pursuant to Section V.A. of these bylaws, the board may appoint two or more directors of the corporation to serve as the executive committee of the board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the executive committee shall not have the authority of the board in reference to those matters enumerated in Section V.A. All actions of the executive committee shall be reported to and ratified by the full board at the next duly scheduled board meeting.

**D. 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.

## VI. OFFICERS OF THE CORPORATION

- A. Officers.** The officers of this corporation shall be a president, a secretary, and a chief financial officer. The corporation, at the board's discretion, may also have a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws.

Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

- B. Election of Officers.** The officers of this corporation, shall be chosen bi-annually by the board and shall serve at the pleasure of the board.
- C. Appointment of Other Officers.** The board may appoint and authorize the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.
- D. Removal of Officers.** The board may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.
- E. Resignation of Officer.** 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.
- F. 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.
- G. Responsibilities of Officers**
1. If a chairman of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no chairman, the president of the board shall act in the capacity of the chairman of the board.

2. Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chairman of the board, or if none, at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.
3. 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.
4. 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; the names of persons present at board and committee meetings; and the number of members present or represented at members' 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 members, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, 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.

5. The chief financial officer 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 chief financial officer 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 chief financial officer 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, chairman of the board, if any, and the board, when requested, an account of all transactions as chief financial officer 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 chief financial officer 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 chief financial officer on his or her death, resignation, retirement, or removal from office.

**H. Contracts With Directors.** No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

**I. Loans to Directors and Officers.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to

be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

- J. Indemnification.** To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in the California Corporations Code, 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,” as that term is used in that section, 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 that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.
- K. Compensation.** Unless specifically authorized by the board, no individual shall receive from BSA any salary, payment of money or other compensation for individual service as an Officer, Director, manager, coach or team representative, or for service on any committee or for any other volunteer activity that aids and assists in the running of the corporation or its programs. “Other compensation” includes any unique non-monetary benefit given to or bestowed on a particular individual for service rendered to the corporation.

Any individual who receives monetary compensation shall receive such compensation only after the execution of an agreement specifying the terms and conditions under which the compensation will be paid.

- L. Indemnification.** On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by

or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

**M. Insurance.** This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

**N. Maintenance of Corporate Records.** This corporation shall keep the following:

1. Adequate and correct books and records of account;
2. Minutes of the proceedings of its members, board, and committees of the board; and
3. A record of each member's name, address, and class of membership.

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.

**O. Right to Inspect**

- 1. Members' Right to Inspect.** 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. This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.
- 2. Directors' Right to Inspect.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**P. Annual Report.** The board shall cause an annual report to be made available to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds;
3. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes; and
5. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

**Q. Annual Statement of Certain Transactions and Indemnification.** As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

1. Any transaction in which the corporation, or its parent or subsidiary, was a party,
2. Any transaction in which an "interested person" had a direct or indirect material financial interest, and
3. Any transaction which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either any director or officer of the corporation, its parent or subsidiary.

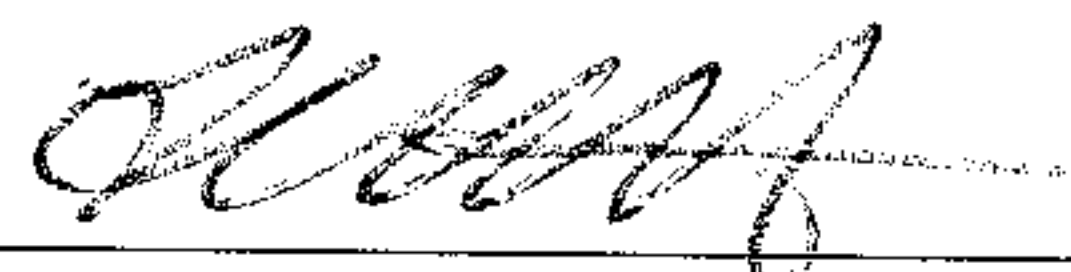
The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

The statement will include any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section VI.L. of these bylaws, unless that indemnification has already been approved by the board under Corporations Code section 5238(e)(2).

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of LNYSA, Inc., a California nonprofit public benefit corporation; that these bylaws, consisting of 16 pages, are the bylaws of this corporation as adopted by the board of directors on July 30, 2008; and that these bylaws have not been amended or modified since that date.

Executed on Aug 1, 2008 at LALUNA NIGUEL, California.



\_\_\_\_\_  
Name: Timothy Hoolihan  
Secretary