

# Field Hockey Federation, Inc. Bylaws

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## ARTICLE I: ORGANIZATION

### SECTION 1.01 MISSION STATEMENT

The Field Hockey Federation, represented by volunteers, will promote the growth of the sport of Field Hockey by organizing and sustaining League Play, exhibiting fairness and sportsmanship to the enjoyment of its affiliated clubs, teams, players, coaches, umpires, parents and the public while recruiting and developing young players and umpires as participants in local, national and international field hockey.

### SECTION 1.02 GENERAL STRUCTURE

The Field Hockey Federation, Inc., hereinafter designated as the FHF, shall be divided into such operating divisions as the Board of Directors ("The Board") may from time to time determine. The present operating divisions are divided into Member Clubs and Affiliated Clubs. Member clubs have had a youth program and have been recognized by the Board as a Member Club to Section 1.05 of these Bylaws. Affiliated Clubs are those who play but do not meet this requirement.

### SECTION 1.03 ORGANIZATION DUTIES AND RESPONSIBILITIES

- a. The responsibilities of the FHF shall be:
  - i To provide FHF Rules and Regulations.
  - ii To establish standard regulations pertaining to uniforms.
  - iii To provide a source of insurance for liability and an accident reimbursement program.
  - iv To provide such services and material for educational purposes and the operation of Clubs as the Board may determine are necessary and affordable.
  - v To provide guidance in the organization and operation of a Member Club.
  - vi To organize and supervise league and inter-Club play.
  - vii To conduct the business of the FHF so as to continue to operate as a nonprofit organization.
- b. From time to time the Board may grant permission to a Club to operate special programs under Board approved rules and guidelines. In approving applications, the Board must be assured that any such program will not overburden or conflict with existing programs and philosophies of the FHF.

### SECTION 1.04 DUTIES AND RESPONSIBILITIES OF A CLUB

The duties and responsibilities of a Club shall be:

- a. To comply in the spirit and letter with the Bylaws, Rules and Regulations, and objectives of the FHF.
- b. To collect and disburse fees and other moneys for the sound financial organization and operation of the Club.

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- c. To submit all fees due to the FHF by the indicated deadline and prior to participation in League Play or FHF sponsored events.

## SECTION 1.05 MEMBER CLUBS

The Board shall have the sole power to recognize a Member Club when a group demonstrates:

- a. A desire to join the FHF.
- b. Those responsible adults submit a letter requesting Member Club status and agree to abide by the Bylaws and Rules and Regulations of the FHF and adopt the FHF Member Club Charter.
- c. That the Club has fielded a minimum of two (2) junior teams during the Spring season and intends to continue fielding a minimum of two (2) junior teams or at least 30 U19 player participants with FHF membership.
- d. Takes ownership in the FHF by attending the Annual Meeting and at least 6 additional Board Meetings each year.
- e. To maintain good community relations with the primary objective being youth development and the enjoyment of field hockey by all participants.
- f. It is incumbent upon the Member Club to keep, and file as required, accurate financial records to insure continuation of the tax-exempt status of the FHF.

## SECTION 1.06 REVOCATION OF CHARTER

The Board may suspend or revoke a club's Member Club status for non-compliance with its duties and responsibilities as defined in SECTION 1.04 and any FHF Member Club Charter for non-compliance with these Bylaws or the Rules and Regulations of the FHF.

## **ARTICLE II: OFFICES**

### SECTION 2.01 PRINCIPAL OFFICE

The principal office of the FHF shall be fixed and located in such place as the Board shall determine. The Board is granted full power and authority to change said principal office from one location to another.

### SECTION 2.02 OTHER OFFICES

Branch or subordinate offices may be established at any time by the Board at any place(s).

## **ARTICLE III: MEMBERS**

### SECTION 3.01 MEMBERSHIP

Membership shall be extended to all player participants of Clubs that comply with SECTION 1.04.

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## SECTION 3.02 CLUB VOTING PRIVILEGES

- a. Each Member Club shall be entitled to cast one vote at the Annual Meeting for each team that it entered in the past Spring League. Whenever corporate action is to be taken by vote of the Board, it shall, except as otherwise expressed by the California Nonprofit Benefit Corporation Law (the "Law") or by these Bylaws, be authorized by the majority of votes cast (not counting abstentions) by the Board Members.
- b. Nothing in this Section 3.02 shall be construed as limiting the right of the FHF to refer to persons or entities associated with it as "members" even though such persons or entities are not Board Members, and such reference shall constitute anyone a member, within the meaning of Section 5056 of the Law or the foregoing have provisions of Section 3.02 unless such persons or entities shall be qualified for Board Membership as set forth above.
- c. Affiliated Clubs are those that comply with SECTION 1.04 parts but not SECTION 1.05. Affiliated Clubs do not have voting privileges.

## SECTION 3.03 CLUB FEES

- a. Each participating team shall pay a registration fee in such amounts and at such times as shall be determined by the Board. These fees shall be sufficient to enable the FHF to meet its financial obligations including its financial commitments.
- b. Each participating player shall pay a membership fee in such amounts and at such times as shall be determined by the Board. These fees shall be sufficient to enable the FHF to meet its financial obligations including supplying sufficient insurance for the organization to protect itself and its members and officers.

## SECTION 3.04 TERMINATION OF MEMBERSHIP

- a. The Board, or its designee, may expel a member for conduct which the Board shall deem inimical to the best interests of the FHF, including, without limitation, violations of any provision of these Bylaws or the Rules and Regulations.
- b. The Board, or its designee, shall give the member who is the subject of this proposed action fifteen (15) days notice prior to the proposed expulsion and the reasons therefore. The member may submit a written statement to the Board, or its designee, regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion. Prior to the effective date of the proposed action, the Board, or its designee authorized to decide that the proposed expulsion not take place, shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion.

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- c. The procedures contained in subparagraph b. above shall only apply to the termination of a member's right as a member under the Law. The Board, or its designee, may, without notice or hearing, suspend any and all operational powers or authority that a Board Member may have by virtue of holding a position described in ARTICLE VII for a period not to exceed ninety days. In addition, this SECTION 3.04 does not govern the expulsion or suspension of a participating member. Each Club may adopt its own standards and procedures for suspension or expulsion of a participating member consistent herewith.

## SECTION 3.10 ACTION BY MEMBERS WITHOUT A MEETING BY WRITTEN BALLOT

- a. Any action by the Board may be taken without a meeting provided there is satisfaction of the following ballot requirements:
  - i The FHF distributes a written ballot to every Board Member entitled to vote on the matter.
  - ii Ballots may be delivered by US mail, or email.
  - iii The ballot sets forth the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the FHF.
  - iv The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing such action; and
  - v The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- b. The ballot shall be solicited in a manner consistent with Section 5511 (b) of the Law and SECTION 3.10 of these Bylaws. All such solicitations shall indicate that number of responses needed to meet the quorum requirement and, with respect to ballots shall state the percentage of approvals necessary to pass the measures submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.
- c. A written ballot may not be revoked.
- d. The Board shall give written notice of the results of any vote taken under this Section 3.10 within thirty (30) days after the period specified for the receipt of ballots.

## ARTICLE IV: BOARD OF DIRECTORS

### SECTION 4.01 POWERS

Subject to any limitations contained in the Article of Incorporation (The "Articles"), these Bylaws, or the Law related to action required to be approved by the Board or by a majority of all the participating members, the activities and affairs of the FHF to any person or persons, management company, or committee however composed, provided that the activities and affairs of the FHF shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may

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delegate the management of the activities and affairs of the FHF, and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select and remove all officers (except the President), agents and employees of the FHF, prescribe powers and duties for them as may be consistent with the Law and the Articles of these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.
- b. To conduct, manage and control the affairs and activities of the FHF, and to make such rules and regulations therefore consistent with the Law, the Articles or these Bylaws.
- c. To adopt, make and use corporate seal and to alter the form of such seal from time to time, as they may deem appropriate.
- d. To authorize the issuance of memberships in the FHF from time to time, upon such terms and for such consideration as may be lawful.
- e. To borrow money and incur indebtedness for the purpose of the FHF, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.
- f. To periodically review and re-appoint all Standing or Special Committee Chairs. No re-appointment shall be denied unless by a two-thirds (2/3) majority vote of those Board Members present at a meeting at which a quorum is present.

## SECTION 4.02 PROCEDURES FOR NOMINATION TO BOARD OF DIRECTORS

- a. All Club Commissioners, or the designated appointee of each Club Commissioner, shall comprise a nominating commission to seek qualified candidates for election to the Board of Directors. The nominating commission shall make its report at least 30 days before the date of the election.
- b. Executive Committee Members may nominate candidates for election to the Board of Directors at any time before the 30<sup>th</sup> day preceding the election.
- c. At the Annual Meeting any voting member present at the meeting, may place names in nomination. Such nominations must be accompanied by agreement, in writing, by the person nominated, to serve in the office to which he or she is nominated.

## SECTION 4.03 VOTING PROCEDURES FOR ELECTION OF THE BOARD OF DIRECTORS

- a. The Board of Directors, except Club Commissioners, shall be elected at the Annual Meeting of the FHF.
- b. Club Commissioners shall be elected by the members of that club.

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## SECTION 4.04 PLACE OF MEETINGS

Regular or special meetings of the Board shall be held at any place, which has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the location designated by the Executive Committee.

## SECTION 4.05 ANNUAL MEETINGS

The Board shall hold an Annual Meeting, open to all members of the FHF, for the purpose of organization, selection of officers and transaction of other business and in accordance with the FHF Constitution.

## SECTION 4.06 REGULAR MEETINGS

Regular meetings of the Board may be held on such dates and such times as may be fixed by the Executive Committee.

## SECTION 4.07 SPECIAL MEETINGS

- a. Special meetings of the Membership, for any purpose or purposes, may be called at any time, upon proper notice as described in SECTION 4.08, by the President or majority of the Executive Board.
- b. Special meetings of the Executive Board may be held upon notice by email or given personally.

## SECTION 4.08 NOTICE OF ANNUAL OR SPECIAL MEETINGS

- a. Notice of each annual or special meeting of members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting on the FHF website. Such notice shall state the place, date, and time of the meeting, and,
  - i In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or,
  - ii In the case of the Annual General Meeting, those matters that the Board, at the time of the notice, intends to present for action by the members but subject to the provisions of applicable law, any proper matter may be presented at the meeting for action.
- b. Notice of a Board meeting shall be posted on the FHF website and notice sent in accordance with Section 5511 (b) of the Law.

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## SECTION 4.09 QUORUM

- a. A majority of the Executive Committee then in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Executive Committee present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee, unless a greater number be required by Law, the Articles, or these Bylaws, except as provided in subsection (b).
- b. A meeting at which a quorum of the Executive Committee is initially present may continue to transact business notwithstanding the withdrawal of members, if any transaction taken is approved by at least a majority of the required quorum for such meeting provided the Executive Committee can only take action pursuant to this subparagraph (b) on items included in the agenda for the meeting.

## SECTION 4.10 ACTION BY BOARD WITHOUT A MEETING BY WRITTEN BALLOT

- a. Any action by the Board may be taken without a meeting provided there is satisfaction of the following ballot requirements:
  - i The FHF distributes a written ballot to every Board Member entitled to vote on the matter.
  - ii Ballots may be delivered by US mail, or email.
  - iii The ballot sets forth the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the FHF.
  - iv The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing such action; and
  - v The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- b. A written ballot may not be revoked.
- c. The Board shall give written notice of the results of any vote taken under this Section 3.10 within thirty (30) days after the period specified for the receipt of ballots.

## SECTION 4.11 PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE

The Board may participate in a meeting of the Board or a committee meeting through use of a conference telephone or similar communications equipment so long as all Board Members participating in such meeting can hear one another.

## SECTION 4.12 CONDUCT OF MEETINGS

The President may preside as chairman at all meetings of the FHF. The chairman shall conduct each such meeting according to the rules contained in the current edition of Robert's Rules of Order. The chairman shall have all of the powers usually vested in the chairman of a meeting of members.

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## SECTION 4.13 ADJOURNMENT

A majority of the Board Members present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place has been fixed at the meeting adjourned, except when the meeting is adjourned for more than 24 hours, reasonable notice of any adjourned meeting to the Members who were not present at the time of the adjournment.

## SECTION 4.14 RIGHT OF INSPECTION

Every Board Member shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the FHF.

## SECTION 4.15 VACANCIES

- a. Subject to the provisions of Section 5226 of the Law, any Board Member may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
- b. Vacancies on the Board, except Club Commissioners and those existing as a result of a removal of a Board Member, may be filled by a majority of the remaining Members, although less than a quorum, or by a sole remaining Member at any regular or special meeting of the Board. Each Member so selected shall hold office until a successor has been elected and qualified. Club Commissioners shall be elected as outlined by Section 4.05, of the FHF Constitution.
- c. The Board may declare vacant the office of a Board Member who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Sections 5230 through 5238 of the Law. In addition, the Board may remove, and declare vacant, the office of a Member who fails to attend three Board meetings within any one fiscal year.
- d. The Board may elect a member, except a Club Commissioner, to the Board of Directors at any time to fill any vacancy.
- e. No reduction of the authorized number of Board Members shall have the effect of removing any Board Member prior to the expiration of the Member's term of office.

## SECTION 4.16 REMOVAL OF BOARD MEMBERS

Except as otherwise provided by the Law, any or all Board Members may be removed with cause, if approved by two-thirds (2/3) of the Board Members.

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## SECTION 4.17 FEES AND COMPENSATION

- a. Board Members shall not receive any compensation for their services as Board Members or as members of committees or commissions, but, by resolution of the Board, reimbursement or advancement may be made for any expenses incurred or paid by them for the benefit of the FHF.
- b. The FHF shall not make any loan of money or property to, or guarantee the obligation of, any Board Member or officer, unless approved by the California Attorney General; provided, however, that the FHF may advance money to a Board Member or officer of the FHF for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Board Member, provided that in the absence of any such advance, such Board Member or officer would be entitled to be reimbursed for such expenses by the FHF. Subject to the provisions of Section 5227 of the Law, nothing contained in this Section 4.17 shall be construed to preclude any Board Member from serving the FHF in any other capacity as an officer, agent, employee or otherwise and receiving compensation there for.

## **ARTICLE V: COMMITTEES**

### SECTION 5.01 EXECUTIVE COMMITTEE

- a. The Executive Committee shall have, and may exercise only such powers as are specifically delegated to it by the Board to manage the business and affairs of the FHF. The Executive Committee may authorize the seal of the FHF to be affixed to all papers which may require it.
- b. A majority of all the members of the Executive Committee may determine its rules of procedure unless the Board shall otherwise provide.
- c. Any action which under the provisions of the Law may be taken at a meeting of the Executive Committee may be taken without a meeting if authorized in writing and signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the FHF.
- d. The Board may, at any regular or special meeting, overrule any action or actions of the Executive Committee by a majority vote of all members of the Board, provided that any such action will not affect the contractual rights of parties outside the FHF.

### SECTION 5.02 SPECIAL OR STANDING COMMITTEES

- a. In the event that the Board determines that the management of the FHF would be benefited by the establishment of one or more standing or special committees, the President may from time to time establish one or more such committees unless the Board shall otherwise provide.

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- b. The term “standing committee” or “special committee” shall mean any committee appointed by the President which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the President, or to implement, with some degree of discretion, decisions of the President or the Board pursuant to guidelines established by the Board.
- c. The establishment of a standing or special committee shall be effected by the resolution of the President, approved by the vote of the majority of the Board then in office, which specifically sets forth the powers and duties delegated to such committee and specifically identifies the committee as a “standing or special committee.” Each such committee shall consist of one or more individuals and shall be presided over by a Board Member selected by the Board.
- d. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chair of each standing or special committee, and meetings of standing or special committees may be called by the Board or the chair of the standing or special committee.

### SECTION 5.03 LIMITATIONS UPON COMMITTEES OF THE BOARD

No committee of the Board shall have any of the authority of the Board with respect to:

- a. The approval of any action for which the Law also requires approval of the Executive Committee or approval of a majority of all Board Members;
- b. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its expressed terms may not be so amended or repealed;
- e. The appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board;
- f. The expenditure of corporate funds to support any nominee for any election to Director; or
- g. The approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Board then in office (without counting the vote of an interested Member) at the next meeting of the Board.

### SECTION 5.04 ADVISORY COMMISSIONS

The Board, or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Board Members or persons who are not Board Members, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions may be called by the Board, the Executive Committee, the President or the chairman of the advisory commission.

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## ARTICLE VI: EXECUTIVE COMMITTEE

### SECTION 6.01. OFFICERS

No person shall hold more than one Board position.

### SECTION 6.02. ELECTIONS

All members of the Board of Directors shall be elected under the provisions of Section 4.03 or 4.15. They hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.

### SECTION 6.03. REMOVALS AND RESIGNATION

Any Executive Committee officer may be removed at any time, with cause, by the vote of two-thirds of the entire Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

Any officer may resign at any time by giving written notice to the FHF, but without prejudice to the rights, if any, of the FHF under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### SECTION 6.04. VACANCIES

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 regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

### SECTION 6.05. PRESIDENT

The President shall be the chief executive officer of the FHF and, subject to the control of the Board, shall;

- a. Provide leadership and broad guidance to the FHF in all its activities;
- b. Preside, when present, at the meetings of the Executive Committee and at the meetings of the Board;
- c. Nominate, subject to the approval of a majority of the Board and without prejudice to the rights of all Board members to make such nominations, members of Board committees as and when needed;
- d. Have the general powers and duties usually vested in the office of President of a nonprofit volunteer organization;

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- e. Prepare and submit an annual report covering the organization's activities for the twelve months ending on the date of the Annual Meeting to the members present at each Annual Meeting; This report should be in writing and copies should be made available to all Board Members; and
- f. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

## SECTION 6.06 VICE PRESIDENT

The Vice President, shall assume the duties of the President in the latter's absence and perform such other duties as may be assigned from time to time by the Board.

## SECTION 6.07 SECRETARY

The Secretary, or a designee, shall keep the minutes of the proceedings of all Board and Executive Committee meetings, certify official records, maintain a list of names and addresses of all Board Members, and issue notice of meetings of the Executive Committee and the Board. The Secretary shall keep, or cause to be kept, at the principle office in the State of California the original or a copy of the FHF Articles, Constitution, and Bylaws, as amended to date.

## SECTION 6.08 TREASURER

The Treasurer, or a designee, shall have custody of all funds, securities, evidence of indebtedness and other valuable documents, and shall deposit funds and securities in the name of and to the credit of the FHF in a bank or depository. The Treasurer shall keep in appropriate books an accurate account of all money received and paid out. The Financial Officer shall render a report of the funds, receipts, and disbursements of the FHF annually or at such other times as requested by the Board.

# ARTICLE VII: MEMBER CLUB COMMISSIONER

## SECTION 7.01 MEMBER CLUB COMMISSIONER

- a. Member Club Commissioners shall be elected by the participating members within the respective Clubs. In the absence of a local election, the Club Commissioner may be appointed by the Executive Committee.
- b. A Member Club Commissioner shall have complete responsibility and authority to conduct the business of the Club within the framework of these FHF Bylaws and Rules and Regulations. A Club Commissioner may be suspended or removed by the Board.
- c. A Member Club Commissioner shall regulate all of the following ~~District~~ Club activities:
  - i Registration of players and coaches, umpires, and administrative officials.
  - ii Assigning of players and coaches to assure proper balance of teams within any one age division, within a reasonable geographical area.
  - iii Locating and securing proper playing facilities.

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- iv Securing of uniforms, balls, goals, and other necessary equipment.
  - v Scheduling of exhibition games.
  - vi Releasing of publicity.
  - vii Judging and ruling on appeals and disputes within the Club or as a member of the FHF Discipline Committee.
  - viii Overseeing the selection of an appropriate volunteer staff of a minimum of three officers, including the Commissioner and a Treasurer.
- d. Club Commissioners shall have power to make purchases on behalf of, to incur indebtedness for, or otherwise to obligate their respective Club up to a maximum amount that is within their respective budgets. It is recognized that such maximum amount shall be consistent with the total financial plan of the Club as may be affected by actual income.

## **ARTICLE VIII: RULES AND REGULATIONS**

### SECTION 8.01 FIELD HOCKEY FEDERATION RULES AND REGULATIONS

The FHF shall adopt a set of rules and regulations to be known as the “FHF Rules and Regulations” governing the conduct, playing, and scheduling of FHF hockey games.

### SECTION 8.02 AMENDMENTS

The FHF Rules and Regulations may be amended or repealed at the Annual Meeting or any Board meeting at which a quorum is present

## **ARTICLE IX: MISCELLANEOUS**

### SECTION 9.01 INSPECTION OF ARTICLES AND BYLAWS

The FHF shall keep in its principle office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. The FHF shall, upon the written request of any Board Member, furnish a copy of the Articles or Bylaws as amended to date.

### SECTION 9.02 ENDORSEMENT OF DOCUMENTS: CONTRACTS

Subject to the provisions of applicable law, no note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the FHF and any other person shall be valid and binding on the FHF unless the signing officers had the authority to execute the same. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the FHF by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

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## SECTION 9.03 CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

## SECTION 9.04 MAINTENANCE OF CORPORATE RECORDS

The accounting books, records, minutes of proceedings of the Board and the Executive Committee shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal business office of the FHF. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

## **ARTICLE X: AMENDMENTS**

These FHF Bylaws may be amended by two-thirds (2/3) vote of the Board at any official meeting of the Board at which a quorum is present, or by a simple majority of voting members present at an Annual Meeting during which such amendment(s) are preprinted on the official agenda for the meeting. Such amendments shall be effective thirty days following the date the vote is taken.