

**BYLAWS OF
COASTSIDE TENNIS ASSOCIATION OF SAN MATEO COUNTY**

**ARTICLE 1
Principal Office**

The principal office of the corporation is in San Mateo County, California.

**ARTICLE 2
Purposes**

Section 1 General Purpose

The Coastside Tennis Association is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California, and is organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code) and Sections 214 and 23701d of the California Revenue and Taxation Code, as amended.

Section 2 Specific Purpose

The Coastside Tennis Association's purpose is to provide, facilitate and coordinate opportunities for its members and the community to play tennis on the mid-Peninsula Coastside in San Mateo County, California and the surrounding area.

**ARTICLE 3
Nonpartisan Activities**

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 4
Dedication of Assets

The properties and assets of the Coastside Tennis Association of San Mateo County are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the corporation. On liquidation or dissolution of the corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5
Members

The corporation shall welcome members who play tennis and/or who wish to support tennis on the Coastside.

ARTICLE 6
Board of Directors

Section 1 Number of Directors

There shall be no fewer than four nor more than seven voting Directors – the precise number to be determined from time to time by the Board of Directors.

Section 2 Voting

Each Director of this corporation shall be entitled to one vote. All actions requiring the vote of the Board of Directors shall be passed by no less than a majority of the Directors present.

Any conflict of interest is a basis for a Director's recusal from discussion or vote.

Section 3 Powers of Directors

Subject to the limitations of the Articles of Incorporation, other sections of these Bylaws, and California law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting its general powers, the Board of Directors shall have the following powers:

(a) To select and remove any or all of the officers and the President of the corporation, and to prescribe such powers and duties for them as may not be inconsistent with California law, the Articles of Incorporation, or the Bylaws.

(b) To solicit, collect, receive, acquire, hold, and invest money and property, including money and property received by gift, contribution, bequest or devise; to sell and convert property into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from such property for any of the purposes for which this corporation was formed.

(c) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences in indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership.

(d) To purchase or acquire, own, hold, use, lease, (either as lessor or lessee), sell, exchange, assign, convey, dispose of property.

(e) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property.

(f) To enter into, make, perform, and carry out contracts of any kind for any lawful purpose without limit on amount, with any person, firm, association, corporation, municipality, country, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

(g) To do all other things necessary, expedient, or appropriate to the accomplishment of any of the purposes for which this corporation was formed.

Section 4 Limitations on Interested Persons

Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it in the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5 Liability of Directors

As set forth in California Nonprofit Public Benefit Corporation Law Section 5239, no volunteer Director shall be personally liable to the corporation's creditors for any corporate indebtedness for liability except as described in Section 5239, and all creditors of this corporation shall look only to the assets of this corporation for payment.

Section 6 Standard of Care

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 11 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 7 Election, Term of Office, and Vacancies

A Director may be reelected by the Board to consecutive one-year terms.

The Board of Directors shall be elected each year in January at the annual meeting or any other time the Board designates. A vacancy on the Board may be filled by the Board at any regular meeting. The person filling the vacancy shall serve for the unexpired term.

Section 8 Compensation

The Directors shall receive no compensation for their services as Directors. Employees of the corporation, who are compensated as employees, may not serve on the Board of Directors.

ARTICLE 7 Meetings

Section 1 Annual Meeting

The annual meeting shall be held in January of each year at the corporation's principal office, or at any other time and place determined by the Board of Directors. The annual meeting shall be for the purpose of organization, election of officers and the transaction of other business. The Secretary shall give each Director at least ten days' advance notice of the time and place of the annual meeting.

Section 2 Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as the Board may fix, but no fewer than bimonthly meetings throughout the year. Notice of the meetings will be mailed at least 4 days before the holding of the regular meeting.

Section 3 Special Meetings

The Chair or any three Directors may call special meetings of the Directors at any time for any purpose. The Secretary shall give each Director at least ten days' advance notice of the time and place of each special meeting.

Section 4 Representatives at Meetings

There may be representatives invited to Board meetings. These representatives will serve as liaisons between the Board of Directors and their respective groups and are non-voting.

Section 5 Waiver and Consent

The transactions of any meeting of the Directors, however called and noticed, shall be as valid as though taken at a meeting held after regular call and notice if:

- (a) A quorum is present; and,
- (b) Either before or after the meeting, each of the Directors not present waives notice, consents to holding the meeting, or approves the minutes of the meeting. All such waivers,

consents, or approvals shall be in writing and filed in the corporate records or incorporated the minutes of the meeting.

Section 6 Quorum

A majority of the Directors shall constitute a quorum for any meeting.

Once a quorum is present at a meeting of the Directors, the Directors present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, so long as the remaining Directors constitute a majority of the quorum.

Section 7 Place of Meeting

The Board of Directors shall hold regular meetings at the corporation's principal office, or any other any place it determines appropriate with written notice to the Board of Directors.

Section 8 Action Without a Meeting

Any action of the Board of Directors may be taken without a meeting if all Directors consent in writing to the action. The Secretary shall file such written consents with the minutes of the Board of Directors.

Section 9 Telephone and Electronic Meetings

Directors may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each director is provided with 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; and
- (c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

ARTICLE 8 Committees

The Board of Directors will create committees as prescribed by the Government Code, Section 12586(e)(2), as well as those the Board deems advisable. The members of such committees will be selected annually with the chairperson appointed by the Chair of the Board. Such committees shall have power and authority as determined by the Board of Directors subject to limitations imposed on such power and authority by Section 5212 of the Nonprofit Public Benefit Corporation Law. The duties of the committees may be elaborated in a procedural document approved by the Board of Directors. At the discretion of the committee chair, community members may be invited to participate in the work of Board committees.

Section 1 Executive Committee

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, and Treasurer. The Executive Committee shall conduct any necessary business between regular meetings of the Board of Directors. Reports of any action shall be made at the next regular meeting of the Board of Directors.

By a majority vote, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the members of the Executive Committee, but not below two (2), and fill vacancies therein.

requirements.

Section 2 Finance Committee

The Finance Committee works with Coastside Tennis Associations Treasurer. The Finance Committee Chair presents and reviews Coastside Tennis Association's financial reports at each Board meeting.

ARTICLE 9 Officers

Section 1 Officers

The officers of this corporation shall be a Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Board of Directors may appoint. Each officer shall be a member of the Board of Directors.

Section 2 Election

Each officer shall serve a term of one year, plus such additional time as may elapse before a successor is elected. Officers are elected at the last regularly scheduled Board meeting of the year; the new officers assume their duties January 1 of the coming year.

Section 3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4 Responsibilities of the Chair

The Chair shall preside at all meetings, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5 Responsibilities of the Vice Chair

The Vice Chair shall carry out all the duties of the Chair in the absence of the Chair, and shall have such other powers and duties as may be prescribed from time to time by the Chair of the Board.

Section 6 Responsibilities of the Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, keep the seal of the corporation and affix it to such documents as may be required in the regular course of business, serve such notices as are necessary, supervise the keeping of the corporate records, and shall have such other powers and duties as may be prescribed from time to time by the Chair of the Board.

Section 7 Responsibilities of the Treasurer

The Treasurer shall act as the chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's funds and transactions. The treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books or accounts shall be open to inspection by any Director at all reasonable times and upon reasonable notice. The Treasurer, subject to the discretion of the Board, shall have the custody of all funds and securities of the corporation, and shall have such other powers and duties as may be prescribed from time to time by the Chair of the Board of Directors.

Corporate funds shall be paid out only on checks of the corporation signed as designated annually by the Board of Directors.

ARTICLE 10 Certain Transactions

Section 1 Loans

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance

money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2 Self-Dealing Transactions

Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3 Approval

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE 11

Indemnification of Directors, Officers, Employees and Other Agents

Section 1 Right of Indemnity

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation

under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2 Approval of Indemnity

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3 Advancing Expenses

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4 Contractual Rights of Nondirectors and Nonofficers

Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 5 Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of 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 that liability under the provisions of this Article 11; provided, however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

ARTICLE 12
Records and Reports

Section 1 Maintenance of Articles and Bylaws

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and bylaws as amended to date.

Section 2 Maintenance of Corporate Records

The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. 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.

Section 3 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4 Annual Report

An annual report shall be sent to the directors within one hundred twenty (120) days of the close of the corporation's fiscal year, containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any transaction during the previous fiscal year involving more than \$50,000 (?) between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers

(or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

Section 5 Required Financial Audits

This corporation shall obtain a financial audit every tax year in which gross receipts from any source exceed \$50,000. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

ARTICLE 13 Contracts, Checks and Gifts

Section 1 Contracts

The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or these bylaws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2 Checks, Drafts, Etc

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice Chair of the corporation.

Section 3 Deposits

All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE 14 Staff

There shall be a President responsible for the general management and administration of the business of the corporation and subject to the control and direction of the Board. The President along with such other members of the staff carry on the work of the corporation.

ARTICLE 15 Amendment to Bylaws

These By-Laws may be amended or repealed, and new Bylaws may be adopted, by a majority of the Directors of the corporation at a meeting called for this purpose for which ten days' written has been given.

ARTICLE 16 Miscellaneous Provisions

Section 1 Representation of Shares of Other Corporations

The President, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all voting securities held by the corporation in any other corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 2 Inspection of Bylaws

These Bylaws, as amended or otherwise altered to date, certified by the secretary shall be open to inspection by the directors at all reasonable times during office hours.

Section 3 Governing Law

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

SECRETARY'S CERTIFICATION OF ADOPTION

I, the undersigned, certify:

1. That I am the duly elected and acting secretary of Coastside Tennis Association's of San Mateo County, a California nonprofit corporation; and
2. That the foregoing Bylaws, comprising of 13 pages, not including this page, are the amended Bylaws of the corporation as duly adopted by the corporation's Board of Directors on _____February 21, 2012_____..

Secretary

Date:

Jeffrey B. Baker

2/22/2012