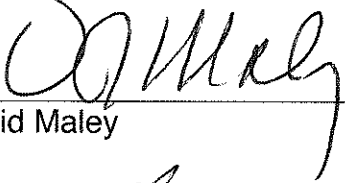


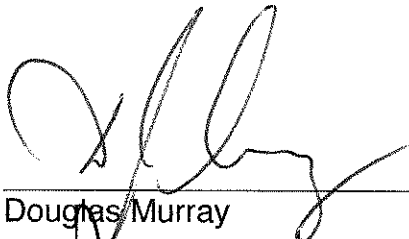
**SPECIAL CONSENT FOR  
ACTION WITHOUT MEETING OF THE DIRECTORS OF  
SHARKS ALUMNI FOUNDATION**

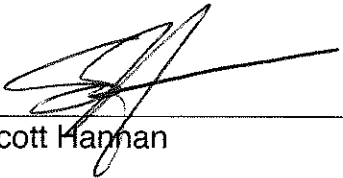
THE UNDERSIGNED(S), being all of the current Directors of Silver Creek Sportsplex Foundation (hereinafter the "Corporation"), consent, in lieu of a regular meeting of Directors, to the following resolution:

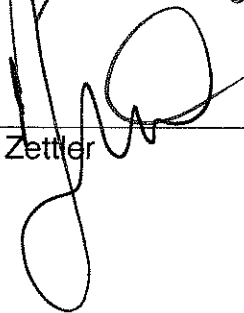
RESOLVED, that pursuant to Article VIII of the Corporation's Bylaws, the undersigned, being all of the Directors of the Corporation, hereby replaces the Corporation's Bylaws in full with the Bylaws attached hereto.

Date: July 31, 2017

  
\_\_\_\_\_  
David Maley

  
\_\_\_\_\_  
Douglas Murray

  
\_\_\_\_\_  
Scott Hannan

  
\_\_\_\_\_  
Rob Zettler

**AMENDED BY-LAWS  
OF THE  
SHARKS ALUMNI FOUNDATION  
(fka Silver Creek Sportsplex Foundation)**

**TABLE OF  
CONTENTS**

PREAMBLE.....	1
ARTICLE I	
<u>NAME, OFFICES AND REGISTERED AGENT, BOOKS AND RECORDS</u> .....	1
Section 1.1. <u>Corporate Name</u> .....	1
Section 1.2. <u>Principal Office</u> .....	1
Section 1.3. <u>Registered Office and agent</u> .....	2
Section 1.4. <u>Books and Records</u> .....	2
ARTICLE II	
<u>MEMBERS</u> .....	2
Section 2.1. <u>Designation; Qualifications and Rights</u> .....	4
Section 2.2. <u>Dues</u> .....	4
Section 2.3. <u>Annual Meeting of Members</u> .....	4
Section 2.4. <u>Special Meetings</u> .....	4
Section 2.5. <u>Notice</u> .....	5
Section 2.6. <u>Informal Action by Members</u> .....	5
Section 2.7. <u>Quorum</u> .....	5
Section 2.8. <u>Proxies</u> .....	5
Section 2.9. <u>Officers of the Meetings</u> .....	5
Section 2.10. <u>Presumption of Assent</u> .....	6
Section 2.11. <u>Mode of Meetings</u> .....	6
ARTICLE III	
<u>DIRECTORS</u> .....	6
Section 3.1. <u>General Powers</u> .....	6
Section 3.2. <u>Selection, Number, Tenure and Qualifications</u> .....	6
Section 3.3. <u>Annual Meetings</u> .....	7
Section 3.4. <u>Special Meetings</u> .....	7
Section 3.5. <u>Notice</u> .....	7
Section 3.6. <u>Informal Action by Directors</u> .....	7
Section 3.7. <u>Quorum</u> .....	7
Section 3.8. <u>Manner of Acting</u> .....	8
Section 3.9. <u>Officers of the Meetings</u> .....	8
Section 3.10. <u>Presumption of Assent</u> .....	8
Section 3.11. <u>Mode of Meetings</u> .....	8
Section 3.12. <u>Resignation and Removal of Directors</u> .....	8
ARTICLE IV	
<u>OFFICERS</u> .....	8
Section 4.1. <u>Designation and Qualifications</u> .....	9
Section 4.2. <u>Term of Office and Removal</u> .....	9
Section 4.3. <u>Vacancies</u> .....	9

Section 4.4.	<u>Control by Board of Directors</u>	9
Section 4.5.	<u>Bonds</u>	9
Section 4.6.	<u>Employment Contracts</u>	9
Section 4.7.	<u>President</u>	10
Section 4.8.	<u>Vice-Presidents</u>	10
Section 4.9.	<u>Treasurer</u>	11
Section 4.10.	<u>Secretary</u>	11

## ARTICLE V

<u>COMMITTEES</u>	12	
Section 5.1.	<u>Special Committees</u>	12
Section 5.2	<u>Tenure</u>	12
Section 5.3.	<u>Meetings</u>	12
Section 5.4.	<u>Quorum</u>	12
Section 5.5.	<u>Manner of Acting</u>	12
Section 5.6.	<u>Standing Special Committees</u>	13
Section 5.7.	<u>Advisory Bodies</u>	14

## ARTICLE VI

<u>INDEMNIFICATION</u>	14	
Section 6.1.	<u>Indemnification of Charter Members, Directors, Officers and Agents</u>	14
Section 6.2.	<u>Contract with the Corporation</u>	15
Section 6.3.	<u>Payment of Expenses in Advance</u>	15
Section 6.4.	<u>Insurance Against Liability</u>	15
Section 6.5.	<u>Other Rights of Indemnification</u>	15

## ARTICLE VII

<u>FEDERAL TAX PROVISIONS</u>	15	
Section 7.1.	<u>Purpose</u>	16
Section 7.2.	<u>Inurement of Benefits</u>	16
Section 7.3.	<u>Lobbying and Prohibited Activities Generally</u>	16
Section 7.4.	<u>Distribution of Assets upon Dissolution</u>	17

## ARTICLE VIII

<u>MISCELLANEOUS</u>	17	
Section 8.1.	<u>Loans</u>	17
Section 8.2.	<u>Leases</u>	17
Section 8.3.	<u>Contracts</u>	17
Section 8.4.	<u>Compensation</u>	18
Section 8.5.	<u>Corporate Seal</u>	18
Section 8.6.	<u>Fiscal Year</u>	18
Section 8.7.	<u>Amendment of By-Laws</u>	18

BY-LAWS  
OF  
SHARKS ALUMNI ASSOCIATION  
PREAMBLE

SHARKS ALUMNI FOUNDATION (fka Silver Creek Sportslex Foundation), is a nonprofit public benefit corporation organized exclusively for charitable or educational purposes 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 Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Foundation, and the Foundation 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.

This Foundation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Foundation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a nonprofit fund or foundation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE I

NAME, OFFICES AND REGISTERED AGENT, BOOK AND RECORDS

Section 1.1. Corporate Name. The name of the Corporation, as incorporated and existing under and by virtue of the Not for Profit Corporation Act of the State of California as from time to time amended (hereinafter referred to as the Act”), shall be “SHARKS ALUMNI FOUNDATION” (hereinafter referred to as the “Corporation”).

Section 1.2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location in the State of California as the Board of Directors of the Corporation (hereinafter called the “Board of Directors” or “Board”) shall determine

from time to time. The Corporation may have such other offices, in the State of California or elsewhere, as the Board of Directors shall determine from time to time.

Section 1.3. Registered Office and agent. The Corporation shall have and continuously maintain a registered office and agent in the State of California in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

Section 1.4. Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place of places as the Board of Directors shall determine from time to time.

## ARTICLE II

### MEMBERS

#### Section 2.1 Designation; Qualifications and Rights.

- a) The Corporation shall have two classes of Members. The designation of each class and the qualification of each class and the qualifications of the Members of each class shall be as follows:
- i. Regular Member. This classification shall be limited to those who have either (1) played at least one (1) NHL game for the San Jose Sharks Hockey Club or (2) held the position of coach, general manager or trainer of any professional hockey team owned, in whole or in part, by the San Jose Sharks Hockey Club. In addition, a regular member could be any former NHL player who has been affiliated with and or employed by the San Jose Sharks Hockey Club.

The class of Regular Member shall be divided into Active Regular Member and Non-Active Regular Member as follows:

- aa) Active Regular Member. A Regular Member shall be an Active Regular Member currently living in the Northern California area (Bay Area) either by submitting a written designation to the Corporation of such designation within one month prior to the annual meeting (or the next meeting following the date of the annual meeting in the event

that the annual meeting shall not be held) or by an affirmative declaration of such at any regular meeting. Such status as an Active Regular Member shall continue until the next annual meeting unless affirmatively revoked by such Member or such Member ceases to be a Member. Active Regular Members shall read and agree to the Member Code of Conduct.

bb) Non-Active Regular Member. All Regular Members who are not Active Regular Members shall be Non-Active Regular Members. Non-Active Members may from time to time participate in Foundation events; and prior to participation, shall read and agree to the Member Code of Conduct.

ii. Associate Member. This classification shall be open to any present or former member of the traveling squad of any professional hockey club and shall include, but not be limited to, players, coaches, doctors, trainers, equipment managers and staff announcers. Friends and business associates of Regular Members also may be nominated for Associate Membership.

- b) Election of Members. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election.
- c) Voting. Each Active Regular Member shall have one vote on each matter submitted to the vote of the Members of the Corporation. Associate Members shall have no voting privileges.
- d) Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all members of the Board, which determination shall be made regardless of the number of Directors present for the vote, may suspend or expel a Member after an appropriate hearing, and may by a majority vote of those Regular Members present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who does not adhere to the membership Code of Conduct, or expel any Associate Member who is in default in the payment of dues, if any.
- e) Not Transferable. Memberships in the Corporation may not be assigned or otherwise transferred.

- f) Resignation. Any Member may resign membership in the Corporation by filing a written resignation with the Secretary of the Corporation. Such resignation, however, shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.
  
- g) Reinstatement. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may by the affirmative vote or two-third of the Members of the Board reinstate such former Member to membership upon such terms as the Board of Directors deems appropriate.

Section 2.2. Dues. Dues shall be payable in advance of the annual Members' meeting in each year. Dues only apply to Associate Members. Dues of a new Associate Member shall be prorated from the first day of the month in which such new Associate Member is elected to membership through the next February. Whenever any Associate Member shall be in default in the payment of dues for a period of three months from the beginning of the period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Section 2.1 (d) of the By-Laws. The dues, if any, shall be set from time to time by the Board of Directors.

Section 2.3. Annual Meeting of Members. An annual meeting of the Members shall be held on the first Tuesday in March of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting, provided that if the day fixed for such annual meeting shall be a legal holiday at the place where the meeting is to be held such meeting shall be held on the next succeeding business day. Failure to hold an annual meeting of the Members at the time designated herein shall not cause the dissolution of the Corporation. However, if the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be. The Members may provide by resolution the time and place for the holding of additional regular meetings of the Members without other notice than such resolution.

Section 2.4. Special Meetings. Special meetings of the Members may be called by or at the request of the President, a majority of the Active Regular Members or a majority of the Directors. The person or persons authorized to call special meetings of the Members may fix the place for holding any special meeting of the Members called by them.



Section 2.5. Notice. Notice of any special meeting of the Members shall be given at least five days previously thereto by written notice by first-class mail, postage prepaid, or on twenty-four (24) hours' notice delivered personally or by telephone, e-mail, or text to each Member at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the members or of any regular meeting (if notice thereof is required by law or these By-Laws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or the By-Laws.

Section 2.6. Informal Action by Members. Any action required to be taken, or which may be taken, at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members.

Section 2.7. Quorum. The holder of one-fourth of the votes of the Active Regular Member, represented in person or in proxy, shall constitute a quorum for consideration of such matter at any meeting of Members; provided that if less than one-fourth of such outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the General Not for Profit Corporation Act, the articles of incorporation, or these By-Laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Active Regular Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 2.8. Proxies. Each Member entitled to vote at a meeting of Members or to express consent or dissent to Corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

Section 2.9. Officers of the Meetings. At meetings of the members, the President, if present, otherwise a person chosen by a majority vote of the Members present at the meeting, shall act as chairman of the meeting. The Secretary, if present, otherwise a person appointed by the chairman of the meeting, shall act as secretary of the meeting. The chairman of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Section 2.10. Presumption of Assent. A Member who is present at a meeting of the Members at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 2.11. Mode of Meeting. Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

### ARTICLE III DIRECTORS

Section 3.1. General Powers. The property, business and affairs of the Corporation shall be governed by the Board of Directors which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The board may exercise all powers, rights and privileges of the Corporation (whether expressed or implied in the Articles of Incorporation or conferred by law or otherwise) and do all such acts and things which may be done by the Corporation, as are not by statute, the Articles of incorporation or these By-Laws directed or required to be exercised or done by the Members.

Section 3.2. Selection, Number, Tenure and Qualifications. The Board of Directors of the Corporation shall consist of not less than three and not more than nine Directors. The Directors must be Members or Associate Members, and a majority of Directors must be Active Regular Members. Each Director shall hold office until the next annual election of Directors and until his or her successor shall have been elected and qualified. Directors need not be residents of California.

Section 3.3. Annual Meetings. An annual meeting of the Board of Directors shall be held without other notice than these By-Laws immediately after, and at the same place, as the annual meeting of the Members, or if at the time there are no Members, then the annual meeting of the Board shall be held on the date and at the hour when the annual meeting of the Members would otherwise have been held under Section 2.3. of these By-Laws. Failure to hold an annual meeting of the Board shall not work a forfeiture or dissolution of the Corporation. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 3.4. Special Meetings. Special meetings of the Board may be called by or at the request of the President, a majority of the Active Regular Members, or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of California.

Section 3.5. Notice. Notice of any special meeting of the Board shall be given at least five days previously thereto by written notice to each director at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board or of any regular meeting (if notice thereof is required by these By-Laws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 3.6. Informal Acton by Directors. Any action required to be taken, or which may be taken, at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors of the Corporation.

Section 3.7. Quorum. A majority of the authorized number of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than such a majority is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. In order to change these Bylaws, there must be a majority Active regular members at the meeting to make such changes.

Section 3.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these By-Laws.

Section 3.9. Officers of the Meetings. At meetings of the Board, the President, if present, otherwise a person chosen by a majority vote of the Directors present at the meeting, shall act as chairman of the meeting. The Secretary, if present, otherwise a person appointed by the chairman of the meeting, shall act as secretary of the meeting. The chairman of the meeting shall, without relinquishing the chairmanship, have full power of discussion and right to vote in respect of any matter before the meeting. The chairman of the meeting shall have the right to decide, without, appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Section 3.10. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.11. Mode of Meetings. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 3.12. Resignation and Removal of Directors. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed, with or without cause, by an affirmative vote of a majority of the Active Regular Members.

## ARTICLE IV

## OFFICERS

Section 4.1. Designation and Qualifications. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary, and any such other officers as may be elected by the Board of Directors. Any two or more offices may be held by the same person. Any office may be held by a Member of the Board. Officers must be a Regular Member or an Associate Member.

Section 4.2. Term of Office and Removal. The officers of the Corporation shall be elected bi-annually by the Board of Directors for two year terms at the regular annual meeting of the Board of Directors immediately following the annual meeting of Members at which Directors are elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.3. Vacancies. A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to the office.

Section 4.4. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these By-Laws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in a resolution of the Board effecting such alteration or suspension.

Section 4.5. Bonds. The Board of Directors may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

Section 4.6. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term pursuant to a written contract authorized or ratified by the Board of Directors.

Section 4.7. President. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction and control of the Board, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the President shall be those ordinarily exercised or performed by the Chief Executive Officer of a corporation and such other powers and duties as may be assigned to the President by the Board. Without limiting the preceding sentence by this specification, the President shall attend all meetings of the Members and the Board of Directors and shall act as the President of such meetings; unless otherwise directed by the Board, shall have full power to vote in the name of the Corporation, in person or by general or limited proxy, all shares of stock and other voting securities owned by the Corporation; shall see that the resolutions and directions of the Board of Directors are carried into effect; and may hire such agents and employees as the president deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board or these By-Laws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes or other document which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the document.

Section 4.8. Vice-Presidents. Each Vice-President acting from time to time shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any

designation, then in the order of the seniority of tenure) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. When more than one Vice-President have been in office for the same length of time and no Vice-President has been in office for a longer period of time, the Board, in its discretion, shall from time to time designate which Vice-President shall be deemed to have seniority to tenure. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board or these By-Laws, any Vice-President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as a contracts, deeds, mortgages, leases, bonds, checks, notes, or other documents which the Board has authorized to be executed, and he or she may accomplish such execution either individually or with the Secretary or any other officer thereunto authorized by the Board, according to the requirements of the form of the document.

Section 4.9. Treasurer. The Treasurer shall keep or maintain, or cause to be kept and maintained, adequate and correct books and records according to generally accepted accounting principles applied on the cash method of accounting. The books and records shall at all reasonable times be open to inspection by any Director or officer. The Treasurer shall deposit or direct the deposit of all money and other valuables in the name and to the credit of the Foundation with such depositories as may be directed the disbursement of the funds of the Foundation as may be ordered by the Board of Directors. He or she shall render, or cause to be rendered, to the Board of Directors at their regular quarterly meeting, a report on financial activities and of the financial condition of the Foundation. The Treasurer shall be responsible for the preparation of shall cause to be prepared all required tax filing, whether annual or otherwise. He or she shall have such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 4.10. Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident of the office of secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board or by the President shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation of the Corporation or these By-Laws; shall be custodian of the seal of the Corporation and shall cause the seal to be affixed to and attested on all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been authorized to be so by resolution of the Board; shall have charge of all books, records and papers of the Corporation relating to its organization and existence as a

corporation and to membership in the Corporation; and shall have the duty to keep and file all reports, statements, and other documents required by law except where the duty is expressly imposed on some other officer, agent or employee.

## ARTICLE V COMMITTEES

Section 5.1. Special Committees. The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these By-Laws, special committees shall have such designations and functions as shall be set forth by resolution of the Board. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board. Committees appointed pursuant to this Section shall consist of not less than two nor more than five Members, as determined by the Board. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board and shall provide regularly to the Board written summaries of all committee meetings, deliberations and proposed actions.

Section 5.2. Tenure. Members of committees appointed pursuant to Section 5.1 of this Article shall serve for one year, and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Directors or a Member's service is sooner terminated by death, resignation, inability or unwillingness to serve or removal by the Board. Vacancies on any committee shall be filled by the Board for the unexpired portion of the term.

Section 5.3. Meetings. The Board of Directors shall designate one of the Members of each special committee as its chairman. For all committees, the chairman shall preside at meetings of the committee. In the absence of the chairman, the committee Members present shall appoint one of their number as a temporary chairman. Notice of the time and place of all meetings of committees shall be given to its Members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Section 5.4. Quorum. A majority of the voting Members of a committee appointed pursuant to Section 5.1 of this Article shall constitute a quorum. If a quorum is not present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.



Section 5.5. Manner of Acting. The act of a majority of the Members of a committee appointed pursuant to Section 5.1 of this Article present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth, such action shall be signed by all the Members of the Committee.

Section 5.6. Standing Special Committees. The Board, in its discretion, may establish any standing committees that it deems appropriate, which committees shall be terminable by the Board.

Section 5.7. Advisory Bodies. Advisory boards not having and exercising the authority of the Board of Directors in the Corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. The Advisory board may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the Corporation.

## ARTICLE VI INDEMNIFICATION

Section 6.1. Indemnification of Members, Directors, Officers and Agents. The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Member, Director, officer, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a Member, Director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Section 6.2. Contract with the Corporation. The provisions of the Article shall be deemed to be a contract between the Corporation and each Member, Director or officer who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to

any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 6.3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Member, Director, officer, or agent to repay such amount, unless it shall ultimately be determined that such Member, Director, officer or agent is entitled to be indemnified by the Corporation as authorized by this article.

Section 6.4. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, or agent of the Corporation or who is or was serving at the request of the Corporation as a Member, Director, officer, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-Laws.

Section 6.5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Member, Director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## ARTICLE VII FEDERAL TAX PROVISIONS

Section 7.1. Purpose. The corporation is organized exclusively for religious, charitable, educational, scientific, and literary purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law. (the "Code") and the organization and operation of activities to further the exempt purposes of the corporation. To the extent not inconsistent above, the purpose shall include, but not be limited to, the following:

- (a) To sponsor a sports and fitness grant award process that helps children that cannot afford to participate in a sport or fitness activity. The specific purpose of this Foundation is to foster and promote the mental and physical well-being, ethical character, courage, confidence, and good sportsmanship of children through supervised amateur athletic programs, to develop their fundamental athletic skills, expose them to the atmosphere and camaraderie of athletic competition, and to carry on other charitable and educational activities associated with this goal as allowed by law. This Foundation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Foundation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a nonprofit fund, foundation, or Foundation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).
- (b) To sponsor an educational scholarship for the aid and assistance to the most deserving young men and women.
- (c) To sponsor and encourage a continuing interest in amateur hockey.
- (d) To maintain a fund from which donations can be made to worthy charitable projects and organizations.
- (e) To provide non-financial support to fellow Members in the form of helping one another in any way possible.

Section 7.2. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purpose set forth above.

Section 7.3. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Sections 7.4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Charter Members, otherwise the Board of Directors, shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

## ARTICLE VIII MISCELLANEOUS

Section 8.1. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Corporation to its Members, Directors or officers.

Section 8.2. Leases. No leases of land, buildings or equipment, whether written or oral shall be made on behalf of the Corporation, either as lessor, or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3. Contracts. The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.4. Compensation for Services. Neither a Member, Director or

Officer of the Corporation shall be entitled to compensation for their services in their capacity as a Member, Director or Officer. Although a Member, Director, or Officer shall not be entitled to compensation, these Bylaws do not exclude the possibility that this Foundation will need part, or full time management, and the Foundation may negotiate and contract with a Member, Director, or Officer to manage aspects of this Foundation. In addition, the corporation will compensate Sharks Alumni or other Celebrities for appearances at a negotiated Appearance rate.

Section 8.5. Corporate Seal. The Corporation may have a seal, in circular form, with the name of the Corporation and the words “California” and “Corporate Seal” appearing thereon and having such other design details as the Board of Directors shall approve. The seal may be used by causing it or a facsimile or equivalent thereof to be impressed, affixed or otherwise reproduced.

Section 8.6. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 8.7. Amendment of By-Laws. These By-Laws may be amended or repealed and new By-Laws may be adopted at any time or from time to time by the vote of a majority of the Members, or if none, by vote of a Majority of the Directors.