

BYLAWS
OF ANDERSON JR CUBS, INC.
(a California Nonprofit Public Benefit Corporation)

These Bylaws (these “**Bylaws**”) are adopted by the initial Board of Directors (the “**Board**”) of Anderson Jr Cubs, Inc., a California nonprofit public benefit corporation (the “**Corporation**”), in anticipation of the filing and effectiveness of the Corporation’s Articles of Incorporation (the “**Articles**”).

Background and Transition. Prior to the Corporation’s formation, the Anderson Jr Cubs program has historically operated as an unincorporated nonprofit association (the “**Association**”) with bylaws, regular meetings, and recorded minutes. These Bylaws are intended to serve as the governing bylaws of the Corporation upon its formation and to support an orderly transition of operations, assets, and records from the Association to the Corporation. For purposes of these Bylaws, “Association” refers solely to the legacy unincorporated nonprofit association that historically operated the Anderson Jr Cubs program prior to the filing and effectiveness of the Articles, and not to the Corporation

Superseding Effect. Upon the Corporation’s formation and the effectiveness of the Articles, these Bylaws shall supersede and replace any prior bylaws, rules of operation, policies, or governance documents adopted or used by the Association to the extent they relate to governance and operation of the program under the Anderson Jr Cubs name; provided, however, that the Board may adopt, ratify, or re-adopt any policies or procedures from the Association as Board policies of the Corporation. For the avoidance of doubt, the policies attached to these Bylaws as Exhibits are adopted as Board policies and may be amended by the Board as provided in these Bylaws and the applicable Exhibit.

Compliance. These Bylaws are intended to comply with the California Nonprofit Public Benefit Corporation Law (California Corporations Code commencing with Section 5110, as amended) (the “**NPBCL**”) and, if and when applicable, the requirements for federal tax exemption under Section 501(c)(3) of the Internal Revenue Code. In the event of a conflict between these Bylaws and the Articles, the Articles control. In the event of a conflict between these Bylaws and the mandatory provisions of the NPBCL, the NPBCL controls.

Effective Time. These Bylaws shall become effective at the later of: (a) the filing and effectiveness of the Articles with the California Secretary of State, and (b) adoption by the Board.

ARTICLE 1 – NAME

The name of the Corporation is ANDERSON JR CUBS, INC. The Corporation may conduct activities under the name “Anderson Jr Cubs” and such other names or marks as the Board may authorize.

ARTICLE 2 – PURPOSES AND LIMITATIONS

2.1 Specific Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), including, without limitation, to operate and support youth football and cheerleading programs and related youth athletic, educational, and character-development activities.

2.2 Limitations

The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

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.

2.3 Dedication and Distribution of Assets on Dissolution

The assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation shall inure to the benefit of any director, officer, or private person, except that the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Upon dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to one or more organizations organized and operated exclusively for charitable purposes and established as tax-exempt under Section 501(c)(3) of the Code, or to a federal, state, or local government for a public purpose, as the Board shall determine, consistent with the Articles and applicable law.

ARTICLE 3 – OFFICES

3.1 Principal Office

The principal office of the Corporation shall be located in Shasta County, California, at such place as the Board may designate from time to time. The current principal mailing address is: P.O. Box 1174, Anderson, California 96007.

3.2 Other Offices

The Corporation may have such other offices, within or outside the State of California, as the Board may determine.

ARTICLE 4 – NONMEMBER CORPORATION

4.1 No Members

The Corporation shall have no members as that term is defined in the NPBCL. All corporate powers shall be exercised by or under the authority of the Board, and the business and affairs of the Corporation shall be managed under the direction of the Board, subject to the NPBCL and the Articles.

4.2 Advisory Participants

The Corporation may recognize volunteers, coaches, team parents, participants, or community stakeholders as advisory participants for program operations; however, no such person or group shall be deemed “members” of the Corporation unless the Articles are amended to provide for statutory members and the Corporation otherwise complies with applicable law.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 General Powers

Subject to the NPBCL and the Articles, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

5.2 Number and Qualifications

The authorized number of directors shall be not fewer than three (3). The exact authorized number of directors shall be fixed from time to time by resolution of the Board, provided that the authorized number shall not be less than three (3).

Directors need not be residents of California, but the Board may adopt reasonable eligibility criteria consistent with the Corporation’s mission and operations.

5.3 Term of Office

Directors shall serve two (2) year terms, or such other term as the Board may establish by policy or resolution, and until their successors are elected and qualified, subject to earlier resignation or removal.

5.4 Election and Appointment of Directors

Directors shall be elected by the Board at an annual meeting (or at another meeting designated by the Board). The Board may establish a Governance or Nominating Committee to identify and recommend candidates.

5.5 Compensation and Reimbursement

Directors shall serve without compensation for their services as directors. The Corporation may reimburse directors for reasonable expenses incurred in the performance of their duties, consistent with policies adopted by the Board.

5.6 Resignation

Any director may resign at any time by giving written notice to the President (or Chair, if the Corporation uses that title), the Secretary, or the Board. The resignation shall be effective upon receipt unless a later effective time is specified.

5.7 Removal

A director may be removed (with or without cause) by the affirmative vote of a majority of the directors then in office, at a meeting at which a quorum is present, provided that the director proposed to be removed has been given notice that removal will be considered at the meeting.

5.8 Vacancies

A vacancy on the Board shall exist upon the occurrence of any of the following: death, resignation, removal, or an increase in the authorized number of directors. Vacancies may be filled by approval of the Board. A director elected to fill a vacancy shall serve for the remainder of the term of the predecessor, or for such term as the Board determines if the vacancy results from an increase in the authorized number of directors.

5.9 Standard of Conduct

Directors shall perform their duties in good faith, in a manner the director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE 6 – MEETINGS OF THE BOARD

6.1 Annual and Regular Meetings

The Board shall hold an annual meeting each year at such time and place (including by electronic means) as the Board may determine. The Board may hold regular meetings at such times as the Board may fix by resolution.

6.2 Special Meetings

Special meetings of the Board may be called by the President (or Chair), the Secretary, or any two directors, or by such other persons as the Board may authorize.

6.3 Notice

Notice of any meeting shall be given to each director in accordance with the NPBCL. Notice may be given by email, text, other electronic transmission, or other reasonable means permitted by law, and shall state the date, time, and manner of participation (and place if applicable). Notice shall be given at least 48 hours prior to the meeting if delivered by electronic transmission, or at least four (4) days prior if delivered by first-class mail, unless a longer period is required by law for a particular action.

6.4 Quorum

A majority of the authorized number of directors then in office shall constitute a quorum for the transaction of business, unless a different quorum is required by the Articles or mandatory law.

6.5 Voting

Each director shall have one vote. 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 a greater vote is required by the Articles or mandatory law.

No director may vote by proxy.

6.6 Participation by Remote Communication

Directors may participate in a meeting through use of conference telephone, video conference, or other communications equipment permitted by law, so long as all participants can hear one another at the same time.

6.7 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors then in office consent in writing (including by electronic transmission), and such written consent(s) shall be filed with the minutes of the Board.

6.8 Minutes

The Secretary (or designee) shall keep minutes of Board meetings and shall maintain the minutes with the corporate records.

ARTICLE 7 – OFFICERS

7.1 Officers

The officers of the Corporation shall include: President, Secretary, and Treasurer/Chief Financial Officer, and such other officers as the Board may appoint (e.g., Vice President, Program Director, Cheer Coordinator as a non-officer role, etc.).

7.2 Election and Term

Officers shall be elected by the Board and shall serve at the pleasure of the Board, subject to earlier resignation or removal.

7.3 Removal and Resignation

Any officer may be removed by the Board, with or without cause. Any officer may resign by providing written notice to the President or Secretary.

7.4 Duties

President. The President shall be the principal executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation, preside at Board meetings (unless the Board appoints a Chair), and perform such other duties as the Board may prescribe.

Vice President (if any). The Vice President shall perform such duties as assigned by the Board or President and may act in the place of the President in the President's absence as authorized by the Board.

Secretary. The Secretary shall keep or cause to be kept the minutes, maintain corporate records, give notices as required, and perform such other duties as assigned by the Board or President.

Treasurer/CFO. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; keep accurate accounts; render financial reports as requested; and perform such other duties as assigned by the Board or President.

ARTICLE 8 – COMMITTEES

8.1 Board Committees

The Board may create one or more committees and appoint directors to serve on them, to the extent permitted by the NPBCL. Any committee exercising Board authority shall consist solely of directors.

8.2 Advisory Committees

The Board may create advisory committees that may include non-directors; however, advisory committees shall not exercise Board authority.

8.3 Executive Committee (Optional)

If established by the Board, an Executive Committee may act between meetings of the Board to the extent delegated by Board resolution and permitted by law, and shall report actions taken to the Board.

ARTICLE 9 – CONFLICTS OF INTEREST; SELF-DEALING; LOANS

9.1 Adoption of Conflict of Interest Policy; Exhibit

The Corporation shall have a written conflict of interest policy (the “*Conflict of Interest Policy*”). The Board hereby adopts, and shall maintain, a Conflict of Interest Policy substantially in the form attached to these Bylaws as **Exhibit A**; provided, however, that the Board may amend, replace, or supplement the Conflict of Interest Policy from time to time by resolution or other Board action reflected in the minutes, without the need to amend these Bylaws, so long as the Corporation continues to maintain a written conflict of interest policy that complies with applicable law and the Corporation’s operational needs.

9.2 Annual Disclosures; Duty to Update

Each director and officer, and any other person designated by the Board as a covered person under the Conflict of Interest Policy, shall complete a conflict of interest disclosure statement at least annually and shall promptly update such disclosure in writing if circumstances change. The Secretary shall maintain executed disclosures with the corporate records.

9.3 Identification and Handling of Conflicts

The Board shall follow the Conflict of Interest Policy for identifying, disclosing, reviewing, approving (if permissible), and documenting conflicts of interest and transactions involving an interested person, including recusals and vote counts reflected in the minutes.

9.4 Interested Person Participation and Voting

No interested person may vote on any matter in which the person has a material financial interest, except to the extent permitted under applicable law and the Conflict of Interest Policy. The Board may require the interested person to leave the meeting during deliberations and voting, consistent with the Conflict of Interest Policy.

9.5 Loans

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, except as permitted by applicable law.

9.6 Program-Related Relationships

The Board recognizes that certain directors and officers may be parents/guardians of participants or otherwise involved in Program activities. Such relationships shall be disclosed and addressed in accordance with the Conflict of Interest Policy.

ARTICLE 10 – INDEMNIFICATION AND INSURANCE

10.1 Indemnification

To the fullest extent permitted by California law, the Corporation shall indemnify its directors, officers, employees, and other agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, to the extent and in the manner authorized by law.

10.2 Insurance

The Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in that capacity, to the extent permitted by law.

ARTICLE 11 – FINANCIAL MATTERS; AUTHORITY; CONTROLS

11.1 Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise fixed by resolution of the Board.

11.2 Adoption of Financial Controls Policy; Exhibit

The Corporation shall have written financial controls addressing handling of funds, deposits, disbursements, reimbursements, recordkeeping, access controls, and related safeguards (the “*Financial Controls Policy*”). The Board hereby adopts, and shall maintain, a Financial Controls Policy substantially in the form attached to these Bylaws as **Exhibit B**; provided, however, that the Board may amend, replace, or supplement the Financial Controls Policy from time to time by resolution or other Board action reflected in the minutes, without the need to amend these Bylaws, so long as the Corporation continues to maintain written financial controls that comply with applicable law and provide reasonable safeguards for the Corporation’s assets.

11.3 Bank Accounts; Authorized Signers

The Board shall designate the depository institution(s) and account(s) for the Corporation’s funds and shall authorize the opening and closing of accounts by Board resolution. The Board shall also designate authorized signers and, where practicable, require at least two authorized signers. Approval thresholds, dual-authorization requirements, and debit/credit card controls (if any) shall be governed by Board resolution and/or the Financial Controls Policy.

11.4 Contracts and Commitments

No director, officer, committee member, employee, or volunteer may enter into a contract or otherwise obligate the Corporation except as authorized by the Board, a properly authorized officer within Board-approved limits, or these Bylaws. Contracting authority and spending limits may be set by Board resolution and/or the Financial Controls Policy.

11.5 Restricted and Designated Funds

Any donor-restricted or purpose-designated funds (including sponsorship funds restricted for particular Program needs) shall be tracked and used only in accordance with the applicable restriction(s) and applicable law. The Corporation shall maintain reasonable documentation of restrictions and designations consistent with the Financial Controls Policy.

ARTICLE 12 – RECORDS AND REPORTS

12.1 Records

The Corporation shall keep adequate and correct books and records of account, and minutes of the proceedings of the Board and committees.

12.2 Inspection

Directors shall have the right to inspect corporate books, records, and documents as provided by law. The Corporation shall also provide public inspection of records as required by law for charitable organizations.

12.3 Financial Statements and Reports

The Corporation shall prepare annual financial statements. Any audit, review, or other independent accounting engagement shall be obtained as required by law or as determined by the Board based on the Corporation's size, revenues, and risk profile.

ARTICLE 13 – AMENDMENTS

These Bylaws may be amended or repealed and new bylaws adopted by approval of the Board, consistent with the Articles and applicable law, at any duly noticed meeting of the Board.

ARTICLE 14 – MISCELLANEOUS

14.1 Construction

These Bylaws shall be interpreted in a manner consistent with the Corporation's charitable purposes and applicable law.

14.2 Electronic Signatures; Counterparts

Adoption of these Bylaws and any consents, minutes, or instruments may be executed in counterparts and by electronic signature to the fullest extent permitted by law.

CERTIFICATE OF SECRETARY

The undersigned certifies that the foregoing Bylaws of Anderson Jr Cubs, Inc. were adopted by the Board of Directors on _____, 2026, and are in full force and effect as of that date.

Executed in Shasta County, California.

Name: _____
Title: Secretary

EXHIBIT A

ANDERSON JR CUBS, INC. CONFLICT OF INTEREST POLICY

1. PURPOSE

This Conflict of Interest Policy (this “*Conflict of Interest Policy*”) is intended to protect the interests of Anderson Jr Cubs, Inc., a California nonprofit public benefit corporation (the “*Corporation*”), when the Corporation is considering a transaction or arrangement that might benefit the private interest of an Interested Person or otherwise create a conflict of interest.

This Conflict of Interest Policy supplements (and does not replace) applicable federal and California law governing conflicts of interest for nonprofit public benefit corporations.

2. COVERED PERSONS

This Policy applies to all directors and officers of the Corporation and to any key employee, committee member, or volunteer designated by the Board as a covered person (each, a “*Covered Person*”).

3. DEFINITIONS

“*Interested Person*” means any Covered Person who has a Financial Interest.

“*Financial Interest*” means a Covered Person has, directly or indirectly (including through Family):

(a) an ownership or investment interest in any entity with which the Corporation has or is negotiating a transaction or arrangement;

(b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has or is negotiating a transaction or arrangement;
or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

“*Family*” includes a spouse or domestic partner, ancestors, siblings (whole or half blood), children (natural or adopted), grandchildren, great-grandchildren, and spouses/domestic partners of any of the foregoing.

4. DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and all material facts to the Board (or the applicable committee) considering the proposed transaction or arrangement.

5. PROCEDURES

5.1 Determination. After disclosure, and after any discussion with the Interested Person, the Interested Person shall leave the meeting while the Board or committee discusses and votes on whether a conflict exists.

5.2 Addressing the Conflict. The Interested Person may make a presentation, but shall leave the meeting during deliberation and voting. The chairperson may appoint a disinterested person or committee to investigate alternatives.

5.3 Alternatives and Approval. The Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement that would not create a conflict. If not reasonably possible, the Board or committee may approve the transaction if it determines it is in the Corporation's best interests and fair and reasonable to the Corporation, and approval is by a vote of a majority of the disinterested directors.

5.4 Recusal and Voting. An Interested Person shall not vote on any matter in which the Interested Person has a material Financial Interest. Recusals and vote counts should be reflected in the minutes.

6. RECORDS

The minutes shall document: (a) the name of the Interested Person and the nature of the Financial Interest; (b) any alternatives considered; (c) the persons present for discussion and voting; and (d) the vote and outcome.

7. ANNUAL ACKNOWLEDGMENT AND DISCLOSURE

Each director and officer shall annually sign an acknowledgment/disclosure statement confirming receipt and understanding of this Policy and disclosing any actual or potential conflicts.

8. VIOLATIONS

If the Board has reasonable cause to believe a Covered Person failed to disclose a conflict, the Board shall inform the person and provide an opportunity to explain. If the Board determines a failure occurred, it shall take appropriate corrective action consistent with law.

9. ADMINISTRATION; AMENDMENTS

The Secretary shall maintain executed annual statements and disclosures with the corporate records. The Board may amend this Policy from time to time by resolution.

ACKNOWLEDGMENT AND ANNUAL DISCLOSURE STATEMENT

I acknowledge that I have received, read, and understand the Conflict of Interest Policy of Anderson Jr Cubs, Inc., and I agree to comply with it.

Disclosures (if any): _____

Signature: _____
Name: _____
Date: _____

EXHIBIT B

ANDERSON JR CUBS, INC. FINANCIAL CONTROLS AND CASH-HANDLING POLICY

1. PURPOSE

This Financial Controls and Cash-Handling Policy (this “*Financial Controls Policy*”) establishes minimum financial controls for Anderson Jr Cubs, Inc. (the “*Corporation*”) to safeguard funds, ensure accurate recordkeeping, and promote accountability.

The Board may adopt additional procedures consistent with this Financial Controls Policy.

2. ROLES AND SEGREGATION OF DUTIES

2.1 Treasurer. The Treasurer is responsible for maintaining accurate financial records, producing periodic reports, and coordinating compliance with this Financial Controls Policy.

2.2 Two-Person Rule. To the extent practicable, responsibilities for receiving money, depositing money, recording transactions, and approving/making payments should be separated among at least two people.

2.3 Access Controls. Online banking, payment processors, and fundraising platform access shall be limited to approved users and documented; at least two officers should have administrative access when practicable.

3. BANK ACCOUNTS AND AUTHORIZED SIGNERS

3.1 Corporation Name. All accounts shall be titled in the Corporation’s legal name.

3.2 Authorized Signers. Authorized signers shall be designated by Board resolution; at least two officers should be signers when practicable.

3.3 Dual-Approval Threshold. Any disbursement, transfer, or expenditure above \$ _____ requires documented approval by two authorized approvers (e.g., President and Treasurer), unless the Board approves a specific exception in writing or minutes.

4. RECEIPTS, DEPOSITS, AND CASH HANDLING

4.1 Documentation. All income (registration fees, donations, sponsorship funds, snack bar sales, fundraising) must be documented with receipts, reports, or logs.

4.2 Deposits. Funds should be deposited promptly (recommended within 2–3 business days). Cash should not be held by individuals except as necessary for events.

4.3 Cash Events. For cash events (including snack bar), maintain a cash log with start/end cash counts completed by two people, record sales totals, and retain supporting documentation.

4.4 Safekeeping. Cash must be stored securely until deposit and must not be commingled with personal funds.

5. PAYMENTS, REIMBURSEMENTS, AND DOCUMENTATION

5.1 Required Support. All payments and reimbursements must be supported by invoices, receipts, or other documentation describing the business purpose.

5.2 Reimbursements. Reimbursements should be requested within 30 days with receipts and an explanation. No blanket reimbursements without documentation.

5.3 Prohibited Payments. No personal loans, cash advances, or payments to individuals without documentation, except as expressly approved by the Board.

5.4 Debit Cards. Debit card use should be avoided when practicable. If permitted, debit cards must be issued in the Corporation's name, assigned to a specific officer/role, reconciled monthly, and used only for authorized business expenses consistent with approved budgets.

5.5 Expense Approvals. Purchases above \$ [REDACTED] require pre-approval consistent with Board resolutions and/or the approved budget.

6. CONTRACTS AND COMMITMENTS

6.1 Authority. Only persons authorized by Board resolution may sign contracts or commit the Corporation.

6.2 Spending Limits. No person may commit the Corporation to expenditures above \$ [REDACTED] without Board approval unless within an approved budget category.

7. ACCOUNTING, REPORTING, AND RECONCILIATIONS

7.1 Bookkeeping. Maintain a bookkeeping system (spreadsheet or accounting software) that tracks income and expenses by category.

7.2 Monthly Reconciliation. Bank and payment processor accounts shall be reconciled at least monthly.

7.3 Reporting. The Treasurer shall provide reports to the Board at least monthly during the active season and at least quarterly during the off-season, including balances, income/expense summaries, and material variances from budget.

8. RESTRICTED FUNDS

Restricted funds (including sponsorships with designated purposes) must be tracked separately and used only for their designated purposes. Documentation of restrictions must be retained (sponsor letters, emails, fundraising pages, etc.).

9. RECORD RETENTION AND ACCESS

Financial records (bank statements, reconciliations, invoices, receipts, deposit logs, processor reports) shall be retained for at least seven (7) years, or longer if required.

Access credentials must be stored securely (recommended: password manager) and accessible to at least two officers designated by the Board.

10. REVIEW AND AMENDMENTS

The Board shall review this Policy at least annually and may amend it by resolution. Any exceptions must be documented in Board minutes or written consent.