

AMENDED AND RESTATED BYLAWS
of
R.G.J.P. TENNIS, INC.
a California nonprofit public benefit corporation

ARTICLE I
NAME AND LOCATION OF OFFICES

The name of this corporation is R.G.J.P. Tennis, Inc. It is a California nonprofit public benefit corporation with principal offices at 2525 ½ Bacon Street, San Diego, California 92107.

ARTICLE II
PURPOSES; DEDICATION OF ASSETS

1. Purposes

1.1 *General Purposes.* This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States internal revenue law.

1.2 *Specific Purposes.* The specific and exclusive purposes for which this corporation is formed are to promote community health and wellness by encouraging participation among the general public in the sport of tennis and other racquet sports, to provide education in the sport of tennis and in the health and wellness achieved through participation in tennis and other racquet sports, and to lessen the burdens of government by the provision of public tennis court facilities in conjunction with the City of San Diego of the State of California.

2. Dedication of Assets.

The properties and assets of this corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or officer of this corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3), and contributions to which is or are then deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States internal revenue law

ARTICLE III
MEMBERSHIP

1. Members.

1.1 *Voting Members.* The corporation shall have one class of members, designated “voting members.” Any person dedicated to the purposes of corporation and meeting the qualifications for membership as established by the Board from time to time shall be eligible to be admitted as a voting member on (i) approval of their membership application provided in such formats as the Board may determine from time to time, (ii) the signing and delivery of a general waiver instrument in such formats as the Board may determine from time to time, and (iii) timely payment of such dues and fees as the Board may fix from time to time. All persons having membership rights in this corporation at the time of the adoption of these Amended and Restated Bylaws shall be deemed voting members hereunder. References in these Bylaws to “members” shall mean members as defined in California Corporations Code §5056(a); i.e., the members designated as voting members in this Section 1.1 of this Article III.

1.2 *Rights and Privileges as Members.* Each member in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, members in good standing shall have all rights afforded members under California law. Members shall have the right to access the facilities of the Corporation on the terms and conditions as may be fixed by the Board from time to time.

1.3 *Good Standing.* Members who have paid the required Membership Dues in accordance with these Bylaws, who remain qualified for membership, and who are not suspended shall be members in good standing.

1.4 *Membership Nontransferable.* No membership, or any right arising therefrom, may be assigned, transferred or encumbered in any manner whatsoever, either voluntarily, involuntarily or by operation of law. Any purported or attempted assignment, transfer or encumbrance of a membership shall be void and shall be grounds for termination of membership pursuant to Section 4.2 of this Article III.

1.5 *No Liability.* No member, director, or officer of this Corporation shall be personally liable for the debts, liabilities or obligations of this Corporation.

2. Associates

This Corporation, upon resolution of the Board, may refer to other persons or entities interested in the purposes of the Corporation as “members,” “associate members,” “courtesy members,” “junior members,” “honorary members,” and like designations (collectively, “associates”), even though such associates are not members as set forth in Section 1(a) above of this Article III, but no such reference shall constitute any person as a voting member as set forth in Section 1.1 of this Article III or a member within the meaning of California Corporations Code §5056(a) unless that person shall have qualified for a membership under Section 1.1 above of this Article III. This Corporation, upon resolution of the Board, determine the designation of, and the

rights and privileges accorded to, associates. By amendment of its Articles of Incorporation or of these Bylaws, the corporation may grant some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any associates who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but no such associate shall be a member within the meaning of said §5056 of the California Nonprofit Corporation Law.

3. Dues.

3.1 *Establishment of Annual Dues.* Each member must pay, within the time and on the conditions set by the Board, the annual dues, fees, and assessments (the “Membership Dues”) in amounts to be fixed from time to time by the Board. This Corporation, upon resolution of the Board, may establish differentiated dues structures for family members (that is, individual members who share a residence), individual members, and senior members having achieved the age of 60.

3.2 *Special Assessments.* No special assessment shall be made upon the members unless approved by not less than two-thirds ($\frac{2}{3}$) of the members.

3.3 *Delinquency.* A member who remains delinquent in payment of dues for a period of 30 days without good cause shall be suspended from membership and the privileges of membership, and shall thereafter not be in good standing until such time as all outstanding and unpaid Membership Dues are paid in full.

4. Termination.

4.1 *Automatic Termination.* Membership for any member may terminate automatically upon the first to occur of any of the following:

- a. Delivery of written resignation by the member to the Secretary of the Corporation;
- b. Death of the member; or
- c. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications including:
 - (1) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
 - (2) The member’s failure to pay dues, fees, or assessments as set by the Board within thirty (30) days after they are due and payable.

4.2 *Discretionary Termination.* In the event the Board, or a committee or person authorized by the Board, determines in good faith that a member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation’s purposes and interests, the continuing

membership status of such member may be reviewed and revoked by vote of the Board following the hearing procedure set forth in Section 5 of this Article III.

5. Expulsion, Suspension, and Hearing Procedures.

5.1 *Disciplinary Action.* The Board may censure, suspend or terminate any member for cause following reasonable notice to such member with an opportunity to be heard.

5.2 *Hearing.*

5.2.1 At least fifteen (15) calendar days prior to any proposed action against a member under Section 5.1 above, notice shall be forwarded to such member by certified mail over the signature of the Secretary or other duly appointed officer of the Corporation. Such notice shall specify the reason for the suspension or termination and the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or termination. Should the member request a hearing, the request shall be made in writing to the Secretary at the Corporation's principal place of business within ten (10) calendar days of receipt of notice from the Corporation.

5.2.2 The Board shall, within thirty (30) calendar days of receipt of notice by the member indicating petition for a hearing under this Subsection, convene a special meeting of the Board, for the purpose of presentation of facts by the affected member pertaining only to those issues prompting disciplinary action by the Board. At least five (5) calendar days' notice of this meeting shall be provided to the aggrieved member.

5.2.3 The President, or in his or her absence such other member of the Board designated by the President, shall decide in his or her discretion the manner and scope of the hearing.

5.2.4 Following presentation of facts by the affected member to the Board, the Board shall convene a closed session to render a decision.

5.2.5 Within fifteen (15) calendar days of such final decision by the Board, notice shall be forwarded to the affected member through certified mail over the signature of the Secretary for the Board or other duly appointed officer of the Corporation.

5.2.6 The decision of the Board in such a matter shall be final.

5.3 *Refunds.* The censure, suspension or termination of a member, or the automatic or discretionary termination of a membership pursuant to Section 5 of this Article III, shall not entitle the member to a refund of any portion of Membership Dues unless approved by the Board in an amount proportionate to the term of the membership suspended or terminated.

5.4 *Reinstatement.* Any member suspended or terminated by action of the Board under this Section 5 may be reinstated by majority vote of the Board on such term and conditions as the Board may fix including payment of all overdue Membership Dues.

6. Meeting Of Members

6.1 *Annual Meeting.* An annual meeting of the members shall be held on the second Friday during the month of February of each year at noon, unless the Board fixes another date or time and so notifies the members. There shall be distributed at the annual meeting an annual report (an "Annual Report") consisting of (a) a statement of financial position (balance sheet) as of the end of the immediately preceding fiscal year and a statement of activity (income statement), a statement of functional expenses, and a statement of cash flows for such fiscal year accompanied by any report thereon of independent accountants, or if there be no such report, a certificate of an authorized officer of the corporation that the statements were prepared without audit from the books and records of the corporation, and (b) a summary description of the material actions taken by the Board during such fiscal year including, without limitation, a description of transactions between the corporation and any director or officer of the corporation (other than remuneration for services), and of the amount and circumstances of any indemnification or advance paid during such fiscal year to any director or officer of the corporation, unless earlier approved by the members.

6.2 *Special Meetings.* The Board, or not less than fifty (50) members in good standing, or ten percent (10%) or more of the members in good standing, may call a special meeting of the members. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the Board, if any, or the President or any Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 1 of Article III of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board.

6.3 *Meeting Location and Presiding Officer.* Meetings of the members shall be held at any place within or outside California designated by the Board. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office. The presiding officer for the meetings of members shall be the following, in order of preference: the President, the Vice President, the Chief Financial Officer/Treasurer and the Secretary or, if none of the foregoing is available, by such person as may be designated by the President. The Secretary shall act as secretary of the meeting, or, if unavailable, by such person as appointed by the presiding officer of the meeting. The Board shall determine the order of business for an annual or special meeting and in the absence of such determination by the Board, the presiding officer shall make such determination. Members may invite one or more guests to attend an annual or special meeting provided, however, that guests may not participate in discussion unless specifically recognized by the presiding officer, and guests may not vote.

6.4 *Telephonic Participation.* At the determination of the Board, and subject to Section 5510(f) of the California Corporations Code, members may participate in a meeting by conference telephone, video conference, or similar communications equipment so that all persons participating in the meeting can hear each other at the same time, and such participation constitutes presence in person at the meeting.

6.5 *Voting; Proxy.* Each member in good standing shall be entitled to cast one vote on each matter submitted to a vote of the members. Members may not cumulate votes for the election of directors. A member may vote in person or, if so authorized by the Board, may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

6.6 *Waiver of Notice or Consent.*

6.6.1 The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval shall specify the business to be transacted or the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

6.6.2 A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

6.7 *Action by Written Consent.* Any action required or permitted to be taken by the members may be taken without a meeting, if members holding a majority of the voting power of all outstanding memberships consent in writing to the action provided, however, that the written consent or consents set forth in full the text of the action to be voted upon and the names of all persons nominated for election known at the time the consent or consents are solicited, as applicable. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as the vote of a majority of a quorum at a duly called, noticed and held meeting.

6.8 *Action by Written Ballot.*

6.8.1 Any action that members may take at any general meeting or special meeting of members may be taken without a meeting if (1) the written ballot of every member is solicited, (2) the required number of signed approvals setting forth the action so taken is received, and (3) the requirements of this Subsection are satisfied.

6.8.2 This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the Corporation by electronic transmission that meets the requirements of Article X of these Bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals

necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) give the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to return the ballot to the Corporation. In any election of directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

6.8.3 Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

6.8.4 A written ballot may not be revoked.

6.8.5 All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least four (4) years.

6.9 *Record Date*

6.9.1 For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:

- a. Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;
- b. Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;
- c. Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and
- d. Taking any other action shall be no more than sixty (60) days before that action.

6.9.2 If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

6.9.3 If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

6.9.4 If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

6.9.5 For purposes of this Section 6.9, a person holding a membership at the close of business on the record date shall be a member of record.

6.9.6 The appropriate officers of the corporation shall cause a list of the members entitled to vote as of the record date to be available through the corporation's Internet website not later than ten (10) days prior to each meeting of members for which the record date was determined.

6.10 *Adjournment; Notice.* Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

6.11 *Notice Of Meetings*

6.11.1 *Content of Notice.* A written notice of a meeting shall be given to each member in good standing and qualified to vote at the meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation, or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members and no other matters may be brought up for a vote at such meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

6.11.2 *Delivery of Notice.* Notice of any meeting of members shall be in writing and shall be given at least thirty (30) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written

communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

6.11.3 *Affidavit of Mailing.* An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

6.12 *Quorum; Actions.* Members in good standing numbering not less than thirty-five (35), or holding 10% of the votes entitled to be cast, whichever is greater, represented in person or by proxy, shall constitute a quorum. Except as otherwise provided in these Bylaws or by applicable law, action shall be by a majority of a quorum.

ARTICLE IV DIRECTORS

1. Powers

Subject to limitations of the Articles of Incorporation and these Bylaws, and the pertinent restrictions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, all the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised by or under the direction of a Board of Directors (the "Board"). Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To appoint and remove all the officers, agents and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws; fix the terms of their offices and their compensation and in the Board's discretion require from them security for faithful performance of their duties.
- b. To make such disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation, as more fully set out in the Articles of Incorporation thereof; and generally to conduct, manage and control the activities and affairs of the corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- c. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- d. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

- e. To carry on a business at a profit and apply any such profit that results from the business activity to any activity which furthers the purposes for which this corporation is organized; provided however, that the Directors shall not carry on business at a profit to such an extent that the corporation loses its tax-exempt status under federal or state income tax provisions.
- f. To change the principal executive office or the principal business office in the State of California from one location to another; to cause the corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of any meeting or meetings.

2. Number of Directors

2.1 *Variable Number.* The authorized number of Directors of the corporation shall be not less than one (1) and not more than nine (9) until changed by an amendment to these Bylaws, the exact authorized number of directors to be fixed within such limits by the Board from time to time. Notwithstanding the foregoing, the initial number of directors of the Corporation shall be fixed at seven (7).

2.2 *Limitation on Interested Directors.* No person serving on the Board at any time may be an "interested person." An interested person is (i) any person being compensated by this corporation for services rendered to it within 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 (ii) 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. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

3. Selection and Tenure of Directors' Office

3.1 *Election; Staggered Board.* Directors shall be elected at each annual meeting of members to hold office for a term of two (2) years (except as provided in the immediately following sentence), and until a successor has been elected and qualified. Prior to the initial annual meeting of members held following the adoption of these Bylaws, the Directors then in office shall by lot choose among themselves which shall have an initial term of one year or two years following election at such annual meeting, dividing themselves as equally as mathematically possible, in order to have a staggered Board following such election.

3.2 *Nominations.* The chair of the Board or, if none, the president, shall appoint a committee to nominate qualified candidates for election as a Director (the "Nominations Committee") at least sixty (60) days before the date of any election of Directors. The nominating committee shall make its report at least forty-five (45) days before the date of the election, or at such other time as the board may set, and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee. When a meeting is held for the election of Directors, any member present at the meeting in person or by proxy may place names in nomination. At any time that the Corporation shall have 500 or more

members, members representing two percent (2%) of the voting power may nominate candidates for Directors by petition signed by those members within 11 months preceding the next time Directors are to be elected, and delivered to an officer of the Corporation; on timely receipt of the petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

3.3 *Solicitation of Votes.* The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. If more people have been nominated for election as Director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

3.4 *Inspectors of Election.* In any meeting of members for the election of directors, the members of the Nominations Committee shall serve as the inspectors of election for such meeting.

4. Resignations

Except as provided below, any Director may resign by giving written notice to the President or the Secretary or the Chief Financial Officer/Treasurer of the corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. No Director may resign if the corporation would be left without at least one duly elected Director.

5. Removal of Directors

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with §5230) of the California Nonprofit Public Benefit Corporation Law. Any Director may be removed without cause by a majority of the Directors then in office provided, however, that at all times at least one member of the Board shall hold office by appointment of the Board. No reduction of the authorized number of Directors shall have the effect of removing any Director before his term of office expires.

6. Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by Board resolution of a vacancy of the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with §5230) of the California Nonprofit Public Benefit Corporation Law; (c) removal of a Director for fraudulent acts in an action in Superior Court under §5223 of the California Nonprofit Public Benefit Corporation Law; (d) the removal of a Director under Section 5 of this Article IV; or (e) the increase of the authorized number of Directors.

Vacancies in the Board shall be filled in the manner set forth in §5224 of the California Nonprofit Public Benefit Corporation Law.

7. Place of Meetings

Notwithstanding anything to the contrary in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of the corporation may be held at any place within or without the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board.

8. Annual Meeting

The Annual Meeting of the Board shall be held immediately following the Annual Meeting of Members at the principal office of this corporation, or at such other date and time as shall be designated from time to time by the Board.

9. Special Meetings

Special meetings of the Board for any purpose or purposes may be called by the President or any Vice-President or the Secretary or upon the written request of any two Directors.

10. Notice of Special Meetings

Special meetings of the Board shall be held upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

11. Quorum

A majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents it, whereupon a majority of the Directors in office shall constitute a quorum, provided that if the Board consists of more than one Director, said majority of the Directors in office shall constitute at least the larger of two Directors or one-fifth (1/5) of the authorized number of Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors, if any, who were not present at the time of the adjournment. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws or by law.

12. Participation in Meetings by Conference Telephone, Electronic Video Screen Equipment, Etc.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation by Directors in a meeting in the manner provided in this Section constitutes presence in person at such meeting.

13. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a Director who attends the meeting without protesting before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 14 only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

15. Rights of Inspection

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

16. Committees

16.1 *Creation and Powers.* Committees of the Board may be appointed by a duly adopted resolution of the Board. Committees shall be composed of two or more members of the Board, except as provided below, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- a. The filling of vacancies on the Board or on any committee which has the authority of the Board;
- b. The fixing of compensation of the Directors for serving on the Board or on any committee;
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

- e. The appointment of other committees of the Board or the members of these committees.
- f. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- g. The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of §5233 of the California Nonprofit Public Benefit Corporation Law.

16.2 *Executive Committee.* Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

16.3 *Audit Committee.* In the first fiscal year that the corporation receives or accrues gross revenue of at least two million dollars (\$2,000,000) (exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of funds received), the corporation shall establish an audit committee appointed by the Board ("Audit Committee"). The Audit Committee may include persons who are not members of the Board, but must not include any members of the staff of the corporation (including, for example, the President or the Chief Financial Officer/Treasurer). If the corporation has a financial committee, it must be separate from the Audit Committee. Members of such finance committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the finance committee and members of the finance committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation, in any capacity, from the corporation in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the corporation. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of its independent auditor, and may negotiate the independent auditor's compensation on behalf of the corporation. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with statutory and regulatory standards of auditor independence, and shall approve performance of nonaudit services by the auditing firm.

17. Fees and Compensation

Directors shall not receive any stated or fixed salary for their services, but may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at any regular or special meeting of the Board.

ARTICLE V
OFFICERS

1. Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer/Treasurer. The corporation may also have, at the discretion of the Board, one or more additional Vice-Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer/Treasurer may serve concurrently as the President.

2. Election

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she shall resign, be removed, or become otherwise disqualified to serve, or until his or her successor shall be elected and qualified. The President, Vice President, Secretary and Chief Financial Officer/Treasurer, to be qualified to serve in such capacities, shall be a Director.

3. Subordinate Officers

The Board may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board may from time to time determine. If an assistant officer to any officer shall be appointed, such assistant officer may exercise any of the powers of his or her superior officer, as provided in these Bylaws or as authorized by the Board, and shall perform such other duties as are imposed upon him or her by these Bylaws or the Board.

4. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board, or to the President, the Secretary or the Chief Financial Officer/Treasurer of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

6. Inability to Act

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom the Board may select.

7. President

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the activities and officers of the corporation. The President shall preside at all meetings of the Board. He or she shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

8. Vice-President

In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or if not ranked, the Vice-President designated by the Board, shall perform all 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. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the Bylaws.

9. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the corporation's principal office or such other place as the Board may order, of all meetings, proceedings, and actions of the Board and its committees. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

10. Chief Financial Officer/Treasurer

The Chief Financial Officer/Treasurer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including the amounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The books of account shall at all reasonable times be open to inspection by a Director.

The Chief Financial Officer/Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

11. Compensation

The compensation of all officers shall be fixed in accordance with the procedure set forth in this Section.

The President, Vice President, Secretary and Chief Financial Officer/Treasurer shall not receive any stated or fixed salary for their services in such capacities, but may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at any regular or special meeting of the Board.

The compensation of all corporate officers (other than the President, Vice President, Secretary, and Chief Financial Officer/Treasurer) shall be fixed by the Board in accordance with such compensation survey as the Board shall deem appropriate.

ARTICLE VI
ADVISORY COUNCIL

The Board may appoint an Advisory Council in order to assist the Board through policy recommendations made to the Board by said Advisory Council.

ARTICLE VII
OTHER PROVISIONS

1. Endorsement of Documents; Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by the President, or any Vice-President, and the Secretary, any Assistant Secretary, or the Chief Financial Officer/Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same.

The Board, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, and except as in this Section hereinabove provided, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

2. Representation of Shares of Other Corporations

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

3. Construction and Definitions

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

4. Amendments

These Bylaws may be amended or repealed by a duly adopted resolution of the Board.

ARTICLE VIII
INDEMNIFICATION OF AGENTS OF THE CORPORATION

1. Definitions

For purposes of this Article, "agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article.

2. Indemnification in Actions by Third Parties

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was a director or officer of the corporation, and may at the election of the Board indemnify any person who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that such person is or was an agent of the corporation (other than a director or officer), against expenses, judgments,

finances, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person believed to be in the best interests of this corporation and, in the case of a criminal proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful. For purposes of this Section 2 of this Article only, "proceeding" shall not include any action by or in the right of the corporation to procure a judgment in its favor, an action brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

3. Indemnification in Actions by or in the Right of the Corporation

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- a. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

4. Required Indemnification

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or

matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection herewith.

5. Procedure For Indemnification

Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3, by:

- a. A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- b. The court in which such proceeding is or was pending, upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

6. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article. The provisions of subdivision (a) of §5236 of the California Nonprofit Public Benefit Corporation Law do not apply to advances made pursuant to this Section 6.

7. Other Indemnification

No provision made by the corporation to indemnify its Directors ~~or~~ officers, or its subsidiary's Directors or officers, for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

8. Forms of Indemnification Not Permitted

No indemnification or advance shall be made under this Article except as provided in Sections 4 or 5(b) in any circumstances where it appears:

- a. That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9. Insurance

The corporation shall have power to purchase and maintain 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 such liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of §5233 of the California Nonprofit Public Benefit Corporation Law.

10. Nonapplicability to Fiduciaries of Employee Benefit Plans

This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of §207 of the California General Corporation Law.

ARTICLE IX
RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS

1. The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

2. The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

3. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Chief Financial Officer or by the Board. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement said appropriations.

ARTICLE X
MISCELLANEOUS PROVISIONS

1. Instruments in Writing

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

2. Maintenance of Articles and Bylaws

The corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

3. Maintenance of Other Corporate Records

The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, 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 in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

4. Annual Report

Within 120 days after the end of the corporation's fiscal year, the President shall furnish or cause to be furnished a written report to all Directors containing the following information:

(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 for 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 in which the corporation (or its parent or subsidiaries, if any) was a party and in which any director or officer of the corporation has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000; for each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest; and

(f) 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 the corporation pursuant to Article 10 of these Bylaws, unless such indemnification has already been approved pursuant to Section 5 of Article 8.

The report shall be accompanied by any report of independent accountants or, if there is no such report, by 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. Such report may be

furnished to the directors by electronic transmission in accordance with Section 6 of this Article 10.

5. Audited Financial Statements

Audited financial statements of the corporation must be prepared using generally accepted accounting principles and must be audited by an independent certified public accountant in conformity with generally accepted auditing standards for any fiscal year in which the corporation has gross revenues at least equal to two million dollars (\$2,000,000). Such audited financial statements shall be prepared, and be made available for inspection, in accordance with the requirements set forth in Sections 12586(e)(1) and 12586(f) of the California Government Code, and shall otherwise be in accordance with applicable law. Any non-audit services performed by the firm conducting the audit shall conform to the requirements set forth in Section 12586(e)(1) of the California Government Code.

6. Electronic Transmission by the Corporation

Subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of R.G.J.P. Tennis, Inc., a California nonprofit public benefit corporation, does hereby certify that the above Bylaws consisting of 23 pages were adopted as the Amended and Restated Bylaws of the corporation on the 25th day of November, 2024, by the action of the members of said corporation by written ballot. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

Dated: November 25, 2024

Carole M Farr

Carole Farr, Secretary