

ARTICLES OF INCORPORATION

I

The name of this corporation is the CALIFORNIA OUTDOOR ROLLERSPORTS ASSOCIATION.

II

- A. 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 charitable purposes.
- B. The specific purpose of this corporation is to promote and develop the sport of outdoor roller sports throughout the defined area of the Association.

III

The name and address in the state of California of this corporation's initial agent for service of process is:

NAME DAVID MILES JR.

ADDRESS 830 26th AVENUE, SAN FRANCISCO, CA. 94121-3616

IV

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501 (C)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision of 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 tax exempt status under Section 501 (C)(3) of the Internal Revenue Code

TABLE OF CONTENTS

ARTICLES	SECTION	TITLE OF SECTION
I PURPOSE	1-1	Organization
	1-2	Definition
	1-3	Purpose
	1-4	Compliance with Internal Revenue Code
II OFFICES	2-1	Principal office
	2-2	Other offices
III MEMBERSHIP	3-1	Membership
	3-2	Individual membership
	3-3	Member clubs
IV POWER AND DUTIES OF MEMBERS	4-1	Individual members
	4-2	Member clubs
	4-3	Membership dues
	4-4	Meetings
V DIRECTORS	5-1	Members
	5-2	Powers
	5-3	Duties
	5-4	Terms of office
	5-5	Compensation
	5-6	Restriction regarding interested Directors
	5-7	Place of meetings
	5-8	Regular and annual meetings
	5-9	Special meetings
	5-10	Notice of meetings
	5-11	Contents of notice
	5-12	Waiver of notice and consent to hold meetings
	5-13	Quorum of meetings
	5-14	Majority action as Board action
	5-15	Conduct of meetings
	5-16	Action by unanimous written consent without meeting
	5-17	Vacancies
	5-18	Non-liability of Directors
	5-19	Indemnification by corporation of Directors, Officers, employees and other agents
	5-20	Insurance for corporate agents

VI OFFICERS	6-1	Number of officers
	6-2	Qualification of officers
	6-3	Subordinate officers
	6-4	Removal and resignation
	6-5	Vacancies
	6-6	Duties of the President
	6-7	Duties of the Vice-President
	6-8	Duties of the Secretary
	6-9	Duties of the Treasurer
	6-10	Compensation
VII COMMITTEES	7-1	Executive Committee
	7-2	Other committees
	7-3	Meetings and actions of committees
VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	8-1	Execution of instruments
	8-2	Checks and notes
	8-3	Deposits
	8-4	Gifts
IX CORPORATE RECORDS REPORTS AND SEAL	9-1	Maintenance of corporate records
	9-2	Corporate seal
	9-3	Directors' inspection rights
	9-4	Right to copy and make abstracts
	9-5	Annual report
	9-6	Annual statement of specific transactions
X FISCAL YEAR	10-1	Fiscal year of the corporation
XI BYLAWS	11-1	Amendments
XII AMENDMENTS TO ARTICLES	12-1	Amendments to Articles
	12-2	Certain amendments
XIII PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS	13-1	Prohibition against sharing corporate profits and assets

CERTIFICATION OF BYLAWS

BYLAWS

CALIFORNIA OUTDOOR ROLLERSKATING ASSOCIATION a California Nonprofit Public Benefit Corporation

ARTICLE I - PURPOSE

SECTION 1-1 ORGANIZATION

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

SECTION 1-2 DEFINITION

Roller skating is a sport that involves a person using a shoe or boot with wheels attached to the bottom to create motion. The wheels may be used in any configuration or number. This includes, but is not limited to, inline "blade" type skates and conventional roller skates.

SECTION 1-3 PURPOSE

The specific purpose of this corporation is to promote the sport of outdoor roller skating in all its forms in a safe and responsible manner; to create areas and infrastructure for outdoor roller skating; to organize events and competitions that present this activity as a healthy recreational sport and a viable means of alternative transportation.

SECTION 1-4 COMPLIANCE WITH INTERNAL REVENUE CODE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II

OFFICES

SECTION 2-1 PRINCIPAL OFFICE

The corporation shall maintain its principal office in the City of San Francisco, County of San Francisco, State of California.

Section 2-2 OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors, may, from time to time, designate.

ARTICLE III

MEMBERSHIP

SECTION 3-1 MEMBERSHIP

The membership of the C.O.R.A. will be open to any individual who is an interested skater, athlete, coach, trainer, manager, administrator, or official who is active in the sport of outdoor rollerskating, or to any other individual or organized skating club interested in the goals and objectives of the C.O.R.A.

SECTION 3-2 INDIVIDUAL MEMBERS

1. Individual members are considered active members upon receipt and approval of signed application and appropriate membership dues.
2. Membership shall be effective for the remainder of the C.O.R.A. fiscal year.
3. All members must reside in the defined territory of the C.O.R.A.
4. Each active member shall notify the Executive Secretary of an address change without unnecessary delay.

SECTION 3-3 MEMBER CLUBS

A. A club desiring membership must make written application to the Executive Secretary of the C.O.R.A. containing the following information.

- A. The club's name and address.
 - B. The number of members and a membership roster.
 - C. A copy of the club's bylaws
 - D. Annual dues payable to the C.O.R.A. for the club.
 - E. A written statement that if admitted, the club and its members will uphold the Constitution and Bylaws of the C.O.R.A. and accept and enforce the decisions of the C.O.R.A. Board of Directors.
- B. New member clubs may be admitted at any time by a two thirds (2/3) majority vote of the Board of Directors, provided the application is made in writing at least thirty (30) days before the meeting.
- C. Objections, if any, to said application must be submitted to the Board of Directors in writing.
- D. Written notice of the acceptance or rejection of the new prospective member club shall be mailed out by the Executive Secretary to the applicant club following the action of the Board of Directors.
- E. In the event that any member club becomes inactive, the individual members shall remain as C.O.R.A. members until the end of the calendar year without penalties.
- F. Member clubs and their members shall abide by and recognize the Bylaws of the C.O.R.A.
- G. Membership shall be granted without discrimination on the basis of race, color, religion, age, sex, national origin or physical handicap.

ARTICLE IV

POWERS AND DUTIES OF MEMBERS

SECTION 4-1 INDIVIDUAL MEMBERS

A. All active members in the C.O.R.A. over the age of fourteen (14) years of age shall be entitled to one (1) vote. Member clubs shall appoint and certify to the Executive Secretary a person who shall represent, vote and act for the member club in voting situations. Only paid members and member club representatives are allowed to vote

B. DURATION OF MEMBERSHIP AND TERMINATION OR RESIGNATION

Membership in the Association shall be for each calendar year and subject to conditions set forth in the bylaws. Membership in the Association may be terminated by voluntary withdrawal or otherwise in pursuance of these bylaws. All rights, privileges and interests of a member shall cease on the termination of membership.

C. SUSPENSION OR EXPULSION

Any member may be suspended or terminated for cause. Sufficient cause for such termination of membership shall be violation of these bylaws or any lawful rule or practice duly adopted by this Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by a two thirds (2/3) vote of the Board of Directors after notice has been given of the charges and the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member has the opportunity to appear in person and present a defense to the charges.

SECTION 4-2. MEMBER CLUBS

A. Each member club, or member clubs, jointly shall provide, conduct, regular competitive skating programs in accordance with the rules and competition guidelines set forth by the C.O.R.A.

B. Member clubs may request and receive a sanction for a rollerskating competition either open or closed, provided they qualify as follows:

1. Associations dues and assessments are paid.
2. The location is relatively flat and can safely accommodate the type of events proposed.
3. Sanctions are given for terrain races and slalom courses that include hills as a part of the course.
4. A Meet Director and Officials are selected from C.O.R.A. A.S.U., U.S.A.C./R.S., I.I.S.A. or other skating organization's Officials List
5. The request must be in writing at least thirty (30) days before the proposed event.
6. Competition dates must not conflict with C.O.R.A. schedule dates.

C. Each active member club shall file with the Executive Secretary of C.O.R.A. on or before April 30 of each year, a report certified to by it's club secretary of the clubs activities during the year, the numbers of members, the competitions conducted by the club, and other such matters as it may desire to include, or which the President of the C.O.R.A. may request.

SECTION 4-3 MEMBERSHIP DUES

- A. The annual dues for each member of the association shall be determined by the Board of Directors. Membership in the association shall be acceptance of dues payment. All rights and privileges of membership shall be granted to paid members including, member discounts, and other rights herein provided. Non payment of dues shall be grounds for suspension of all rights and privileges.
- B. Dues shall be payable at the beginning of each calendar year. Payment of dues may be made at any time during the calendar year either by mail or at an association sponsored event. However, late payment of dues may result in loss of membership privileges for the period of time between the beginning of the calendar year and the late payment of dues, as determined by the Board of Directors.

SECTION 4-4 MEETINGS

- A. There will be an annual meeting of the association membership during the month of April unless otherwise ordered by the Board of Directors for the election of members to the Board, for the receiving of annual reports and for the transaction of other business. Notice of such meetings shall be mailed to the last recorded address of each member at least 30 days prior to the meeting stating the time and place of the meeting.
- B. General membership meetings shall be determined by the Board of Directors or by the President. Time and location of these meetings shall be announced to the membership at least 30 days prior to the meeting by news letter or other means determined by the Governing Board.
- 3. Committee Meetings for each of the committees empowered by the Board of Directors shall be determined by the committee.
- 4. Special Meetings of the membership of the association may be called by the President or the Board of Directors, or shall be called by the President upon the written request of 30% of the members of the association. Notice of any special meeting shall be mailed to each member at his last recorded address at least 30 days in advance with a statement of the time and place and information as to the subjects to be considered.
- 5. Order of Business at meetings:
 - 1. Call to Order
 - 2. Reading of minutes of previous meeting
 - 3. Receiving communications
 - 4. Reports of Officers
 - 5. Reports of Committees
 - 6. Unfinished business
 - 7. New Business
 - 8. Adjournment

6. Order of business may be altered or suspended at any time by a majority vote of the members present. Robert's Rules of Order shall govern all deliberations when not in conflict with these bylaws.
7. New Business shall not be acted upon or submitted for vote except by two-thirds vote of the members present. A voting member may request that an item be placed on the agenda for the following meeting.

ARTICLE V

DIRECTORS

SECTION 5-1 MEMBERS

The corporation shall have a number of at least five (5) Directors and no more than fifteen (15). The Directors shall collectively be known as the Board of Directors

SECTION 5-2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Directors need not be residents of the State of California

SECTION 5-3 DUTIES

It shall be the duty of the Directors to:

- A. Perform all duties imposed on them, collectively or individually, by law, by the Articles on Incorporation of this corporation or by these Bylaws.
- B. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- C. Supervise all officers, agents and employees of the corporation to assure that their duties are properly performed.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses with the Executive Secretary of the corporation. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof

SECTION 5-4 TERMS OF OFFICE

Each Director shall hold office until the next annual meeting for election of the Board of Directors, as specified in these Bylaws, and until his or her successor is elected and qualified.

SECTION 5-5 COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than as Director, unless some other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 5-6 RESTRICTION REGARDING INTERESTED DIRECTORS

There shall be no restrictions regarding interested persons. For purposes of this Section, "interested persons" means either:

- (A) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (B) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

SECTION 5-7 PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation, unless otherwise provided by the Board, or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the Corporation, or after all Board members have been given written notice of the meeting, as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meetings can hear one another.

SECTION 5-8 REGULAR AND ANNUAL MEETINGS

- A. Regular meetings of the Board of Directors shall be held by-monthly. The dates of the meetings shall be on the third Thursday of January, March, May, July, September, November at 7:00 P.M., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. The Board of Directors may set other dates and times for the regular meetings at the Annual meeting.
- B. The Annual Meeting of the Board of Directors shall be held on the 2nd Saturday of March, at 7 :00 P.M., unless such day falls upon a legal holiday, in which event the Annual Meeting shall be held at the same hour and place on the next business day. At the Annual Meeting, Directors shall be elected by the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each Director shall cast one (1) vote, with voting being by ballot only.

SECTION 5-9 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 5-10 NOTICE OF MEETINGS

Regular meetings, as specified in Section 8-A of this Article, may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first class mail, or forty-eight (48) hours; notice delivered personally or by telephone or fax. If sent by mail or telegram, the notice shall be deemed to be delivered on it's deposit in the mails or on it's delivery to the telegraph company. Such notices shall be addressed to each director at his or her address, as shown on the books of the corporation. Notice of the time and place of holding and adjourned meeting need not be given to absent Directors, if the time and place of the adjourned meeting or fixed at the meeting adjourned, and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourn regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more that twenty-four (24) hours from the time of the original meeting.

SECTION 5-11 CONTENTS OF NOTICE

Notice of meeting not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 5-12 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and notice, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present, and provided that either before or after the meeting, each Director not present signs a Waiver of Notice, a Consent to holding such meeting, or an Approval of the minutes thereof. All such Waivers, consents, or Approvals, shall be filed with the corporate records and made a part of the minutes of the meeting.

SECTION 5-13 QUORUM FOR MEETINGS

66.6% or two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 5-14 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238E), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 5-15 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or if no such person has been so designated, or in his or her absence, the President of the corporation, or in his or her absence, By the Vice President of the corporation, or in the absence of each of these persons, by a chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall Act as Secretary of all meetings of the Board, provided that in his or her absence the presiding Officer shall appoint another person to act as Secretary of the meeting.

SECTION 5-16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

An action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action for the purposes of this section 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. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous consent of the Board of Directors without a meeting, and that the Bylaws of this Corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

SECTION 5-17

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized Directors is increased.

Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

SECTION 5-18 NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 5-19 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a director, officer, employee, or other agent of this corporation, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 5-20 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the corporation the purchase and maintenance of insurance on behalf of any agent of the corporation: including a Director, Officer, employee, or other agent of the corporation: against any liability other than for violating provisions of law related to self-dealing: Section 5233 of the California Nonprofit Public Benefit Corporation Law: 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI

OFFICERS

6-1. Number of Officers.

The officers of this corporation shall consist of a President, a Vice President, Secretary and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have , as determined by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasures, or other officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasure may serve as the President or Chairman of the Board.

6-2. Qualification of Officers.

Any paid and current C.O.R.A. member may serve as an officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

6-3. Subordinate Officers

The Board of Directors may appoint other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

6-4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board Of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, necessary to make it effective. The above provision of this section shall be superseded by any conflicting terms of a contract which has been approved and ratified by the Board of Directors relating to the employment of any officer of the corporation.

6-5. Vacancies

Any vacancy caused by death, resignation, removal, disqualification or otherwise, of any officer shall by a majority vote of the Board of Directors. In the event of a vacancy in any office other than the President, such vacancy may be filled temporarily by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in the offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

6-6. Duties of the President.

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. He or She shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

6-7. Duties of the Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President 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 on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

6-8. Duties of the Secretary

The Secretary shall:

- A. Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- B. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed document, the execution of which on behalf of the

corporation under its seal is authorized by law or these Bylaws.

- E. Exhibit at all reasonable times to any Director of the corporation or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors of the corporation.
- F. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her, from time to time by the Board of Directors.

6-9 DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and Securities of the corporation, and deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- B. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- C. Disperse or cause to be dispersed the funds of the corporation as may be directed by the Board of Directors, taken proper vouchers for such disbursement.
- D. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursement, gains, and losses.
- E. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney on request therefor.
- F. Render to the President and Directors, whenever requested, an account of any or all of his or her transaction as Treasurer, and of the financial condition of the corporation.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements, to be included in any required reports.
- H. In general, perform all duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6-10 COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under provisions of Article V section 5, of these Bylaws. In all cases, any such salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to the corporation and which relate to the performance of the charitable purposes of this corporation.

ARTICLE VII COMMITTEES

Section 7-1 Executive Committee.

The Board of Directors may, by a majority vote of the Directors then in office, designate two (2) or more of its members (who may also be serving as the Officers of this corporation) to constitute an Executive Committee, and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, 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 any committee.
- C. The amendment or repeal of any resolution of the Board which by its expressed terms is not so amendable or repealable.
- D. The amend or repeal of Bylaws or the adoption of new Bylaws.
- E. The appointment of committees of the Board thereof.
- F. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director that can be elected.
- G. The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

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

The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate record, and report the same to the Board from time to time as the Board may require.

Section 7-2 Other Committees.

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committee.

Section 7.3 Meetings and Actions of Committees.

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as necessary to substitute the committee for the Board of Directors, except that the time of the regular meetings or committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.

Section 8-1 Execution of Instruments.

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

Section 8-2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts promissory notes, orders of the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 8-3 Deposits

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

Section 8-4 Gifts

The Board of Directors may except on behalf of the corporation any contribution, gift, bequest, or devise for the charitable purposes of this corporation.

ARTICLE IX CORPORATE RECORDS, REPORTS AND SEAL

Section 9-1 Maintenance of Corporate Records.

The corporation shall keep at its principal office in the State of California:

- A. Minutes of all meetings of Directors and Committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursement, gains and losses.
- C. A copy of the corporations Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Board of Directors of the corporation at all reasonable times during office.

9-2 Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however shall not affect the validity of any such instrument.

9-3 Directors' Inspection Rights

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

9-4 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

9-5 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. The report shall contain the following information in appropriate detail:

- A. the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursement of the corporation, for both general and restricted purposes, during the fiscal year.
- E. Any information required by Section 6 of this Article.

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

9-6 Annual Statement of Specific Transactions

The corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- A. Any transaction in which the corporation, or its parent or its subsidiary was a party and in which either of the following had a direct or indirect material financial interest:
 - 1. any Director or Officer of the corporation or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
 - 2. Any holder of more than ten percent (10%) of the voting power of the corporation or its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000.00), or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000.00).

Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000.00) paid during the previous fiscal year to any such indemnification was approved by the Directors pursuant to Section 5238 (3)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X FISCAL YEAR

Section 10-1 Fiscal Year of the Corporation

The fiscal year of the corporation shall end on March 1 of each year.

ARTICLE XI BYLAWS

Section 11-1 Amendments

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations these Bylaws, or any of them may be altered, amended, or repealed, and new Bylaws adopted by a majority vote of the Board of Directors.

ARTICLE XII AMENDMENTS OF ARTICLES

Section 12-1 Amendment of Articles

Amendment of the Articles of Incorporation may be adopted by the approval of a majority of the Board of Directors of this corporation.

Section 12-2 Certain Amendments

Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and any of the names and addresses of the first Directors of this corporation, nor the name and address of it's initial agent except to correct an error in such statement, or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIII
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

13-1 Prohibition Against Sharing Corporate Profits and Assets

No member, Director, Officer, employee, or other person connected with this corporation, or any private individual, shall receive, at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its charitable purposes; provided that such compensation is otherwise permitted by the Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. Upon dissolution of the corporation whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATION OF BYLAWS

THIS IS TO CERTIFY, that I am the duly elected, qualified, and acting Secretary of the California Outdoor Rollersports Association, a California Nonprofit Public Benefit Corporation and that the foregoing Bylaws were duly adopted by the Board of Directors of said corporation _____, _____.

IN WITNESS WHEREOF, I have hereto set my hand this _____th day
of _____, _____.

Robert Wurgaft, Secretary

The following are the duly elected Officers and Board of Directors for the California Outdoor Rollersports Association.

President	David Miles Jr.	_____
Vice President	Christopher Duderstadt	_____
Secretary	Robert Wurgaft	_____
Treasurer	Lorena Wurgaft	_____
Board Member	Rose Miles	_____
Board Member	Elaine Monsef	_____
Board Member	Dan Burger	_____
Board Member	Tom McCue	_____