

BY LAWS

of the

Aztec Rugby Foundation

A California Public Benefit Corporation

Adopted as of March 15, 2007

ARTICLE I

Name, Purposes and Offices

Section 1.1. Name. The name of this corporation, which is a California nonprofit public benefit corporation, is the "Aztec Rugby Foundation" (the corporation).

Section 1.2. Purposes. The Corporation shall have the purposes set forth in Its Articles of Incorporation, including but not limited to:

- a. Promotion and protection of Rugby at San Diego State University.
- b. Development and management of resources for the support of the San Diego State University Rugby program.
- c. Development and management of scholarship, networking and academic enhancement programs for the benefit of the San Diego State University Rugby program.
- d. The implementation and monitoring of fund raising to assure the continuation of the San Diego State Rugby Foundation.

Section 1.3. Principal Office. The principal office for the transaction of the business of the corporation shall be within the County of San Diego, and State of California, The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another within the County of San Diego, and such changes of address will not be an amendment of these bylaws. Until amended, the official business name address of the Corporation is:

Aztec Rugby Foundation
P.O. Box 910682
San Diego, CA. 92191

Section 1.4. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place Or places where the Corporation is qualified to do business.

ARTICLE II

Membership

Section 2.1. General class of Membership and qualification. Members shall be persons who have competed on and/or coached rugby teams representing San Diego State University, who support the purposes set forth in Section 1.2 hereof, are in good standing with the University, and who pay the membership fee established by the Board of Directors for

such persons, Only the general class of members has a right to vote for the election of Directors prior to the June meeting.

Section 2.2. Associate class of membership and qualifications. The members shall be persons or businesses wishing to support the purposes set forth in Section 1.2 hereof, but lacking the qualifications set forth in Section 2.1, The associate members shall pay the membership fee established by the Board of Directors for such person or business. Associate members shall be approved by the Board of Directors. Associate members elected to the Board of Directors and/or actively serving on committees have the right to vote in on issues,

Section 2.3. Additional Classes of Membership. The Board of Directors may from time to time establish another class or classes of members with the right to vote in the election of Directors and/or on any other issue. The establishment of this class will become effective only upon a majority vote of the members as set forth in this Section.

Section 2.4. Property Rights. No members shall have any right or interest in any of the property or assets of this Corporation.

Section 2.5. Non-liability. Subject to compliance with the provisions of section 3.21 of these Bylaws, no member shall be personally liable for the debts, liabilities, or obligations of this Corporation. The Corporation will maintain appropriate Directors and Officers insurance at all times.

Section 2.6. Place of Meeting. The annual meeting of members shall be held either at the principal office of the Corporation or at any other place within the County of San Diego, which may be designated by the Board of Directors pursuant to the authority hereinafter, granted to the Board, or by the written consent of all members entitled to vote, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2.7. Annual Organizational Membership Meeting. The annual meeting of members of the corporation shall be held sometime during the last two weeks in June for the specific purpose of orienting the general membership on the accomplishments of the San Diego State Rugby Foundation for the year and for the presentation of the new Board of Directors as set forth in Section 3.4 hereafter.

Section 2.8. Special Membership Meetings. Special meetings may be held for any lawful purpose or purposes whatsoever, and may be called at any time by the Chairperson or at least thirty (30) percent of the Board of Directors,

Section 2.9. Voting. Each voting member in good standing is entitled to one vote on each matter submitted to a vote of the members. Voting shall be voice vote unless the chairperson of the meeting at which such vote takes place directs such voting to be ballot. No single vote shall be split into fractional votes,

Section 2.10. Conduct of Meeting. The annual membership meeting, meetings of the board of directors, and any other meetings shall be presided over by the President of the Corporation, Should the President be absent, then the Vice-President, and in the absence of both of them, the Secretary of the Corporation shall act as the President of the meeting, All meetings of members shall be conducted in accordance with Robert's Rules of Order except as otherwise provided in these Bylaws.

Section 2.11. Notice of all Membership Meetings. Notice of all membership meetings shall be given to the Board of Directors at least ten (10) days prior to the date of the meeting and by written notice personally delivered, e-mailed or mailed to all known members,

ARTICLE III

Board of Directors

Section 3.1. Powers. Subject to the limitations of the Articles of Incorporation, of the bylaws, and of the General Nonprofit Corporation Law of the State of California and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents,

Section 3.2. Numbers and Directors. The authorized number of Directors shall consist of no less than seven (7) and no more than nine (9), as determined by resolution of the Board of Directors, until changed by amendment of Articles of Incorporation or by a bylaw amending this section duly adopted by the Board of Directors.

Section 3.3. Composition of the Board of Directors, The Board of Directors shall be comprised of persons satisfying the qualifications set forth in Section 2.1. and 2.2. The Board of Directors shall attempt to include on the Board of Directors representatives from each decade since 1958, the date of establishment of the Rugby program at San Diego State University. The Board of Directors may alter the representation of the membership on the Board of Directors for a particular year by a special vote for that year.

Section 3.4. Elections

- 3.4.1** Election Committee At the March meeting of the Board of Directors, The Board shall select an Election Committee to conduct the election of the Board of Directors as set forth herein.
- 3.4.2** Nomination A nominee for the Board of Directors must be a member in good standing for at least one year before being eligible to serve on the Board of Directors. Such nominations must be received by the Election Committee no later than April 1 of any year in which an election is to be held. The Election Committee shall certify the eligibility of any nominee and finalize the slate of nominees no later than May 1 of that year,
- 3.4.3** Election Ballots containing that certified slate of nominees shall be sent by the Election Committee to the general membership no later than June 1 of any election year. The ballots may be hand delivered, mailed via U.S. mail, or e-mailed. The Election Committee shall use its best efforts to insure that every active member eligible to vote receives a ballot in a timely fashion. All votes must be received by the Election Committee by June 15 on any election year.
- 3.4.4** Certification of Election Results Prior to the annual meeting of the membership held during the last two weeks in June, the Election Committee shall certify the results of the election. The new Board will be announced at the annual general membership meeting.
- 3.4.5** First Meeting of the New Board The newly constituted Board of Directors shall meet at least once prior to the end of July. By the end of July the new Board will have met and conferred for the purposes of developing an agenda and budget for the upcoming year. By the end of July, the new Board shall send its proposed

agenda and budget via mail or e-mail to all members.

Section 3.5. Term of Office. All Directors shall be elected as provided for herein, and thereafter shall serve for a term of two (2) years with expiration dates during alternate years to provide continuity. All directors shall hold office until (i) their respective successors are elected, (ii) they do not renew their membership as an associate member, (iii) they fail to pay their membership or associate membership dues or (iv) are removed or resign in accordance with the provisions of these Bylaws.

Section 3.6. Removal of Directors, A Director shall be removed for cause, provided the Director subject to removal has been given reasonable notice of the cause for removal and opportunity to respond. Removal for cause shall include (1) a Director may be removed for cause upon the Director's absence from three (3) regular meetings of Board of Directors within twelve consecutive months; (2) or, in the event that the Director appears on behalf of the Corporation before any public body other than in accordance with Article V of these Bylaws; (3) or, in the event the Director exhibits behavior or action detrimental to purposes of the Corporation and/or its reputation,

Section 3.7. Resignation, Any Director may resign at any time by giving written notice to the President, such resignation to take effect upon receipt of such notice or upon any date specified therein and shall not be contingent upon acceptance.

Section 3.8. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors then in office, and each Director so-elected shall hold office until his successor is elected. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or in case of the failure at any time to elect the full number of authorized Directors. If any Director tenders his resignation to the Board of Directors, then the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing the Director prior to the expiration of his term of office. All nominees to fill a vacancy on the Board shall agree in writing, prior to nomination, to serve on the Board if elected. The newly elected Director shall serve out the remaining term of the vacated Director.

Section 3.9. Place of Meeting. All meetings of the Board of Directors may 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, electronic video screen communication, or other communication equipment. Participation in a meeting through use of conference telephone constitutes presence in person at the meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic video screen communication or other communication equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

1. Each director participating in the meeting can communicate with all of the other directors concurrently;

2. Each director is provided the means of participating in oil matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
3. The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

Section 3.10. Annual Meeting of the Membership. Immediately following the late June meeting of members, the newly constituted Board of Directors shall hold a meeting to organize the agenda and budget for the upcoming year as set forth in Section 3.4 herein. Pending such organization meeting, all officers of the Corporation shall hold over, except any officer required by law or these Bylaws to be a Director and who does not qualify as a Director. A Director elected at such meeting of members, if any, shall forthwith become a member of the Board of Directors for purposes of such organization.

Section 3.11. Notice of Organization Meetings. Notice of organization meetings shall be given at least ten (10) days prior to the date of the organizational meeting to all persons eligible to serve on the Board of Directors.

Section 3.12. Other Regular Meetings. The President shall use his/her best efforts to ensure that other regular meetings of the Board of Directors are held on at least a monthly basis.

Section 3.13. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman or by any two (2) 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 absence of such designation, at the principal office of the corporation.

Section 3.14. Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally or by telephone, e-mail or facsimile transmission and not less than four (4) days before the date of the meeting if given by first-class mail. 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 an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are 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 adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 3.15. Contents of Notice. Notice of meetings 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 3.16. Consent of Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 3.17. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the General Nonprofit Corporation Law of the State of California may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. 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 a unanimous vote of such Directors. Any certification or other document filed under any provision of the Nonprofit Corporation law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws authorize the Directors to so act.

Section 3.18. Quorum. 51% of the current Board membership shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

When a meeting is adjourned for lack of quorum, it shall not be necessary to give any notice of time and place of this adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in section 3.14.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation.

Section 3.19. 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 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 of the California Nonprofit Corporation Law), approval of contracts or transactions in which a director has a material financial interest (section 5233 of the California Nonprofit Corporation Law) and indemnification of directors (section 5238e of the California Nonprofit Corporation Law), require a greater percentage or different voting rules for approval of a matter by the board.

Section 3.20. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty four (24) hours, notice of any adjournment to another time or place shall be made five days prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.21. indemnity for litigation, The Corporation shall have and hereby agrees to exercise the power to 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, officer, employee or other agent of the Corporation, to the full extent allowed under the provision of section 7237 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 3.21. Standard of Conduct. Pursuant to section 7232 of the California Nonprofit Corporation Law, a Director shall perform duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best Interest of the Corporation and with such care, Including reasonable Inquiry, as an ordinarily prudent person In a like position would use under similar circumstances. In performing the duties sf a Director, a Director shall be entitled to rely on Information, opinion, reports Or statement, including financial statements or other financial data, In each case prepared or presented by;

- a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Counsel, Independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, as to matters within Its designated authority, which committee the Director believes to merit confidence. Provided, that Is any such case, the Director acts In good faith, after reasonable Inquiry when the need thereof is indicated by the circumstances and without knowledge that would case such reliance to be unwarranted,

ARTICLE IV

Section 4.1. Officers. The officers of this Corporation shall be the President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. No two offices may be held by the same person.

Section 4.2. Qualification and Term of Office. Any person may serve as an officer of this corporation. Each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor shall elected and qualified, whichever occurs first.

Section 4.3. Elections. The Board of Directors shall appoint a nominating committee to organize the process for accepting nominations, The election shall be by written secret ballot of the general class of membership. The officers shall be elected by the Board of Directors within thirty (30) days of the general election,

Section 4.4. Subordinate Officers. The Board of Directors 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 of Directors may from time to time determine,

Section 4.5. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or except In the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary 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.

Section 4.6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the remaining members of the Board by electing a successor at the next regular meeting or special meeting and such 1 successor shall hold office for the remaining term.

Section 4.7. Advisory Board, The Board of Directors may appoint an advisory board consisting of past active members of the Corporation, the current Head Coach of the SDSU Rugby Program and one current student-athlete of the SDSU Rugby Program. The board membership shall be honorary, The members are not required to attend any meetings of the Corporation but are Invited to attend all meetings and will be consulted by the Board on an at will basis for advice relating to Issues that have relevance to the issues currently being reviewed by the Board.

Section 4.8. President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Directors, shall serve as an ex officio member of ail committees, shall annually prepare a report on the Corporation's activities and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall have the power to sign checks as provided In section 7.4 of these Bylaws.

Section 4.9. Vice President, in the absence or temporary disability of the President, the Vice President shall perform all of the duties of the President and in so acting shall have all of the powers of the President. The Vice President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors, The Vice President has the power to sign checks as provided in section 7,4 of these Bylaws.

Section 4.10. Secretary. The secretary shall oversee but not necessarily record a full record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required In the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of records of the Corporation, shall deliver the annual statement required by section 7.6 to the Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Secretary has the power to sign checks as provided In section 74 of these Bylaws. It Is the responsibility of the Secretary to Insure that an Updated Statement of Information Is filed with the California Secretary of State during the first six months of every even-numbered year.

Section 4.11. Treasurer. The Treasurer shall receive and safely keep all funds of the Corporation and shall oversee the depositing of them within such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors and as provided In section 7.4 of these Bylaws, shall render to the President and Directors, whenever they request it, an account of all the transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Treasurer has the power to sign checks as provided in section 7.4 of these Bylaws.

ARTICLE V

Section 5.1. Representation Before Public Bodies. Any appearance on behalf of the Corporation before the Administration, Athletic and/or Recreation Spans Departments) of San Diego State University, or any other pubic body shall be made by the President. In the % : President's absence the Vice President, or a person specifically designated by the Board may make such representations.

ARTICLE VI

Section 6.1. Appointment of Committees. The Board of Directors, by resolution adopted by a majority of Directors then in office, may appoint an Executive Committee and such other committees and chairpersons of such other committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation. The President shall be the ex-officio member of all committees.

Section 6.2. Qualifications for Committee Members, The chairperson of any committee must be appointed by the Board of Directors but that person does not need to be a member of the Board of Directors. The committee members must meet the qualifications of the members in sections 2.1 and 2.2,

Section 6.3. Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business affairs of the Corporation, except the following:

- a. The approval of any action for which the Nonprofit Corporation Law also requires the approval of members of a Corporation,
- b. The filling of vacancies on the Board or in any committee which has the authority of the Board.
- c. The approval 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 the committees of the Board or the members thereof, In the absence of specific and written delegation by the Board, no committee shall have power or authority to take any action other than Investigating a particular matter and reporting to the Board for consideration of the matter by the Board,

ARTICLE VII

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year.

Section 7.2. Inspection of Corporate Records, The books of account and minutes of the proceedings of members of Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 7.3. Representation of Shares of Other Corporations. The President or any Vice President or the Secretary of the Corporation are authorized to vote, i.e., present 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 to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

Section 7.4. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of Indebtedness Issued in the name of the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by any two (2) of the following: President, Vice President, Secretary, or the Treasurer.

Section 7.5. Execution of Contracts. The Board of Directors, except as In the Bylaws otherwise provided, may authorize any officer, or officers, agent, or agents, to enter into a contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confirmed to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge Its credit or to render its liable for any purpose or In any amount, Provided that pursuant to section 7214 of the Nonprofit Corporation Law, any such contract or Instrument between the Corporation and any third person, when signed by the President or any Vice President and the Secretary or Treasurer of the Corporation, shall be valid and binding upon the Corporation In the absence of actual knowledge on the part of the said third person that the signing officers had no authority to execute the same.

Section 7.6. Annual Statement of Certain Transactions and Indemnifications. Pursuant to section 8322 of California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and Indemnifications to be sent to the Directors no later than one hundred and twenty (120) days after the close of the fiscal year. If the Corporation issues an annual report, this requirement shall be satisfied by Including the required information, as set forth below, In said annual report. Such annual statement shall describe:

- a. The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand (\$10,000) Dollars paid during the fiscal year of the Corporation to any officer or the Director of the Corporation; provided, that no such report need to be made in the case of indemnification approved by the members; and
- b. Any "covered transaction" (defined below) during the previous fiscal year of the Corporation involving (i) more than Fifty Thousand (\$50,000) Dollars or, (ii) which was one of the number of "covered transactions" In which the same "Interested person" (defined below) has a direct or Indirect material financial interest, and which transactions In the aggregate Involve more than Fifty Thousand (\$50,000) Dollars. The statement shall describe the names of any "Interested persons" involved in such covered transactions, Including such "Interested persons" relationship to the transactions, and where practicable, the amount of such Interest; provided, that in the case of a transaction with a partnership of which the interested person Is only a partner, only the interest of the partnership need be slated. For the purposes of this section, a "covered transaction" Is a transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial Interest;
- c. Any Director or officer of the Corporation, of Its parent or subsidiary; or
- d. Any holder of more than ten percent (10%) of the voting power of the Corporation, or of Its parent or subsidiary.

For the purpose of this section, any person described In either subparagraph (i) or (ii) above Is an "interested person".

Section 7.7. Corporate Loans, Guarantees and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Nonprofit Corporations Code section 7235.

Section 7.8. Annual Audit. The corporate fiscal records shall be audited each year in accordance with standard accounting principles and required by the State of California in May of each year. Said audit shall be coordinated by the Treasurer.

ARTICLE VIII

Effective Date and Amendments

Section 8.1. Effective Date. These Bylaws shall become effective immediately upon their adoption, Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of the Corporation in adopting them provided that they are to become effective at a later date.

Section 8.2. Amendments. These Bylaws may be amended or repealed and new bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice unless the action would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer.

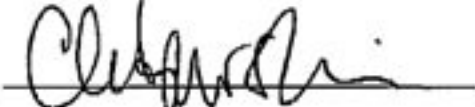
Notwithstanding the foregoing, in the event that there are two or more classes of voting members, Bylaws may be adopted, amended or repealed in accordance with this section 8.2; provided, that such adoption, amendment or repeal also requires approval by the members of a particular class if such action would (i) materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class; (ii) materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class; (iii) increase or decrease the number of memberships authorized for such class; (iv) increase the number of memberships authorized by another class; (v) effect an exchange, reclassification or cancellation of all or a part of the memberships or such class; or (vi) authorize a new class of memberships.

Certificate of Secretary

I the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Aztec Rugby Foundation, Inc.
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation as adopted on 3,15, 2007, by a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation this 15th day of March at San Diego, California.



Secretary