

CAPITAL VALLEY CONFERENCE Athletic Board Meeting

MINUTES

Wednesday, April 14, 2021

CALL TO ORDER

Meeting called to Order at 4:01

ATTENDANCE:

Al Hooker: League Commissioner

Antelope: Steven Jones and Cory Clonce

Bella Vista: Kim Zeltvay and Andi Wright

Inderkum: Matt Hinton

River Valley: Stacey Clement and Phil Mc Caulley

Roseville: Jason Wilson and Emily Dodds

Woodcreek: Grant Guensler

Yuba City: Sergio Torres and Jered Ratliff

District: Brian Brown, Yuba City USD

GUESTS

No Guests

MINUTES

Minutes of the January meeting as posted on the League Web Site were approved.

FINANCIAL REPORT

Al Hooker gave the financial report

1. STATE VOTING AND ITEMS

a. CIF/Southern Section - Competitive Cheer Sunday Exception Proposal

A proposal has been forwarded from the CIF/Southern Section to allow for an annual exception to the Sunday rule for a traditional competitive cheer national championship event

Vote Yes

2. SECTION ITEMS

Voting" Items

School Board Member Representative Election

With the resignation of Camille Maben, the Section accepted nominations from schools / school districts and county offices for a school board member to sit on the Sac-Joaquin Section Board of Managers. All applications were due to the Section office by Friday, March 12, 2021. There are eleven (11) individuals who submitted an application.

Lori Ann and all decide.

3. CVC ITEMS

OLD BUSINESS

A motion to hold a final Board Meeting in May in person, and change the date to May 25th was passed.

The Board was reminded that there would be no champions recognized in any sport this year.

NEW BUSINESS

The Board approved adoption of the Articles of Incorporation Documents. Once signed by the appropriate officer will be forwarded to the attorney for filing with the State.

A first reading of Constitutional changes required by adoption of the Articles of Incorporation. All changes adopted.

The 2021-22 Schedules were adopted.

OTHER

Yuba City requested they be allowed to compete in two girls JV basketball games after May 22. Request approved.

ADJOURN

EXHIBIT #1

CAPITAL VALLEY CONFERENCE 2020-21 FINANCIAL REPORT

Last Revised: April 11, 2021

This Item sent individually and confidentially to each Board Member

EXHIBIT #2

ARTICLES OF INCORPORATION OF CAPITAL VALLEY CONFERENCE

ARTICLE I

The name of this corporation is Capital Valley Conference.

ARTICLE II

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 purpose. The specific purpose of this corporation is to serve as an organization through which member high schools in the San Juan Unified School District, Natomas School District, Roseville Joint High School District and the Yuba City Unified School District, and member charter schools and private schools may (a) foster high school athletics through uniform interscholastic competition; (b) enforce policies and regulations that protect the health of high school athletes; (c) enforce rules and regulations that govern interscholastic athletic activities; and (d) promote educational athletic programs for high school athletes and personnel involved in athletics.

ARTICLE III

The initial address of this corporation is 8141 Rose Vine Lane, Fair Oaks, California 95628.

ARTICLE IV

The name and address in the State of California of this corporation's initial agent for service of process is Al Hooker, 8141 Rose Vine Lane, Fair Oaks, California 95628.

ARTICLE V

- A. 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.
- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. 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.

ARTICLE VI

The property of this corporation is irrevocably dedicated to charitable and educational 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.

ARTICLE VII

Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debt and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

A. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under the California Nonprofit Public Benefit Corporations Laws (the "Law"), including, without limitation, as provided in Section 5239 thereof with respect to volunteer directors and volunteer executive officers.

B. This corporation is authorized to provide for, whether by an agreement or otherwise, the indemnification of "agents," as that term is defined in Section 5238 of the Law. Notwithstanding the immediately preceding sentence, the directors and executive officers of this corporation shall be entitled to indemnification to the fullest extent permitted under, and in accordance with, Section 5238 of the Law.

C. This corporation shall have the power to purchase and maintain insurance on behalf of any agent pursuant to, and to the fullest extent permitted under, Section 5238 of the Law.

D. Any repeal or modification of this Article VIII shall be prospective only and shall not adversely affect any right or protection of a director, executive officer or other agent of this corporation existing at the time of such repeal or modification.

Dated: _____

Marilyn L. Jacobs, Incorporator

EXHIBIT #4

FIRST AMENDMENT TO BYLAWS OF CAPITAL VALLEY CONFERENCE

ARTICLE I NAME, PURPOSES AND GENERAL POLICY

Section 1. Name and Purposes. The name of this corporation is Capital Valley Conference (the “Conference”).

Section 2. General Purpose. The Conference 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 3. Specific Purpose. The specific and primary purpose of the Conference is to serve as an organization through which member high schools in the Sac-Joaquin Section of the San Juan Unified School District, Natomas School District, Roseville Joint High School District and the Yuba City Unified School District, and member charter schools and private schools may foster high school athletics through uniform interscholastic competition; (b) enforce policies and regulations that protect the health of high school athletes; (c) enforce rules and regulations that govern interscholastic athletic activities; and (d) promote educational athletic programs for high school athletes and personnel involved in athletics. The Conference shall also engage in such other activities in furtherance of its specific purposes, as directed by the Conference’s Board of Directors (the “Board”).

Section 4. Limitations. The Conference is organized exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these Bylaws, the Conference shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Conference, and the Conference shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions 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 Code or the corresponding provisions of any future United States Internal Revenue Law.

Section 5. Private Benefit. All of the Conference’s property is irrevocably dedicated to charitable purposes. No part of the net earnings of the Conference shall inure to the benefit of any of its Directors, or any other person or individual.

ARTICLE II
OFFICES

Section 1. Offices. The principal office for the transaction of the business, activities and affairs of the Conference is located in Fair Oaks, California. The Board may change the principal office from one location to another. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Conflicts of Interest.

(a) No Director or Officer of the Conference nor any other corporation, firm, association, or other entity in which one or more of the Conference's Directors or Officers are directors or officers, respectively, or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Conference, unless (i) the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Director or Officer; (iii) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Conference could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) the Conference for its own benefit enters into the transaction, which is fair and reasonable to the Conference at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a charitable program of the Conference if it (i) is approved or authorized by the Conference in good faith and without unjustified favoritism, and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Conference.

(b) The Conference shall not lend any money or property to, or guarantee the obligations of, any Director or officer without the approval of the California Attorney General; provided, however, that the Conference may advance money to a Director or officer of the Conference for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Conference.

(c) The Conference shall not enter into a contract or transaction in which a non-Director designated employee (*e.g.*, a key employee) directly or indirectly has a material financial interest unless all of the requirements in the Conference's Conflict of Interest Code have been fulfilled.

Section 2. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Conference.

Section 3. Insurance for Corporate Agents. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Conference (including a Director, officer, employee or other agent of the Conference) against any liability other than for violating provisions of law relating 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 Conference 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.

Section 4. Restriction of Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An “interested person” is (a) any person compensated by the Conference 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 (b) 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 such person. However, subject to Section 1 of this Article III, any violation of this Section shall not affect the validity or enforceability of transactions entered into by the Conference.

ARTICLE IV **COMMITTEES**

Section 1. Executive Committees. The Board may, by a majority vote of the Directors, designate two (2) or more Directors (who may also be serving as officers of the Conference) to constitute an Executive Committee and delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Conference, except with respect to:

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

The Board may appoint, in the same manner, one or more Directors as alternate members of the Executive Committee, who may replace any absent member at any meeting of the Executive Committee. By a majority vote of the Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Audit Committee. Whenever the Conference is required by applicable law to have an independent audit, or at any time the Conference voluntarily chooses to do so, the Conference shall have an audit committee consisting of at least two (2) Directors, and may include nonvoting advisors. Directors who are employees or Officers of the Conference or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Conference (other than for service as director) may not serve on the audit committee. The President and Treasurer, if also Directors, may serve on the audit committee only if such persons are volunteers and are not compensated by the Conference. The audit committee shall perform the duties and adhere to the guidelines set forth in the Conference’s audit committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

- (g) (a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;

- (h) (b) Negotiating the auditor's compensation;
- (i) (c) Conferring with the auditor regarding the Conference's financial affairs; and
- (j) (d) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to Directors for their service on the Board. If the Conference has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

Section 3. Compensation Committee. Whenever the Conference compensates its President or Treasurer, the Conference shall have a compensation committee consisting of at least two (2) Directors and no one who is not a Director. Directors who are also employees of the Conference may not serve on the compensation committee. Pursuant to Government Code Section 12586(g) and the applicable provisions of federal law, the compensation committee shall review the compensation of the President, Vice-President, Treasurer, and such other officers of the Conference the compensation committee determines appropriate, upon said officers being hired, when the term of their employment is renewed or extended, and whenever a modification in compensation is proposed (unless the modification applies to substantially all of the employees of the Conference). The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the compensation committee shall recommend just and reasonable compensation amounts for the officers to the Board. At the request of the President or the Board, the compensation committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans.

Section 4. Advisory Committee. The members of any advisory committee may consist of Directors or nondirectors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Conference, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. The advisory committees shall be subject to the supervision and control of the Board.

SECTION 2. Section 5. Investment Committee. When applicable, the Conference shall have an investment committee comprised of not less than two (2) Directors. The investment committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The committee shall consider present and future financial requirements, expected total return, general economic conditions, appropriate levels of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of the Conference, economic conditions, and any other factors that may affect the Conference's tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

SECTION 3. Section 6. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board 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. Any expenditure of the Conference funds by a committee shall require prior approval of the Board.

ARTICLE V **CORPORATE RECORDS**

Section 1. Maintenance of Corporate Records. The Conference 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, disbursements, gains and losses; and

(c) A copy of the Conference's Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection at all reasonable times during office hours.

Section 2. Directors' Inspection Rights. 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 Conference. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law pertaining to access to books, records, and documents.

ARTICLE VI **INDEMNIFICATION**

Section 1. Indemnification. The Conference shall, to the maximum extent permitted under the Nonprofit Public Benefit Corporations Law and general California Corporation Law, as now or hereafter in effect, indemnify each person who is or was a Director, Officer, employee or other person described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising against any one or more of them, based on their conduct, or by reason of the fact that any one or more of them is or was a Director, Officer, employee or other person described in said Section 5238(a) of the California Nonprofit Public Benefit Corporation Law. "Proceeding" means any threatened, pending, or completed action or proceeding whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to receive indemnification from the Sac-Joaquin Section of California Interscholastic Federation.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the Board shall promptly decide under Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law has been met and, if so, the Board shall authorized indemnification.

ARTICLE VII **GIFTS TO THE CONFERENCE**

Section 1. Approval of Gifts. The Board reserves the right to approve the receipt as a gift of any real property, or of any other property which requires the Conference to assume or satisfy any underlying loan secured by the

property, or any monetary gifts which are restricted by the donor in a fashion which could place a continuing obligation on the Conference.

Section 2. Generally. The Conference is authorized to accept and administer gifts made to the Conference by donors who name or otherwise identify the Conference in the instrument of gift or transfer. Gifts shall vest in the Conference upon receipt and acceptance by it (whether signified by an Officer, employee or agent of the Conference). "Gift" includes the transfer of money or other property of any kind, real, personal or mixed, or any interest in property, and whether made by delivery, grant, conveyance, payment, devise, bequest, or any other method of transfer.

Section 3. Terms of Gifts. Each donor by making a gift to the Conference accepts and agrees to all the terms of the Articles of Incorporation and these Bylaws and provides that the fund so created shall be subject to the provisions for presumption of donors' intent, for modification or restrictions or conditions for amendments and termination, and to all other terms of the Articles of Incorporation and Bylaws of the Conference, each as from time to time amended.

Section 4. Powers of Board. Notwithstanding any provision of these Bylaws or in any instrument of gift or transfer creating or adding to a fund of the Conference, the Board shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes if, in the judgment and discretion of the Board, the purposes, objectives, restrictions or conditions specified in any donation become incapable or not reasonably susceptible of fulfillment, or are not in the best interest of advancing the charitable purposes of the Conference.

ARTICLE VIII

WINDING UP AND DISSOLUTION

Section 1. Irrevocable Charitable Dedication. The property of the Conference is irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the Conference, its assets remaining after payment or adequate provision for payments of all debts and obligations of the Conference shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, as the Board may select. In any event, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation, or if the organization participates in, or intervenes in any political campaign on behalf of or opposed to any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions 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 Code or the corresponding provisions of any future United States Internal Revenue Law.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify that:

1. I am the Secretary of the Board of Directors of the Capital Valley Conference, a California nonprofit public benefit corporation; and

2. The foregoing is a true and correct copy of the First Amendment to Bylaws of the Capital Valley Conference and that such Bylaws were duly adopted by incorporator on _____, 20__, and ratified by the Board of Directors on _____, 20__.

IN WITNESS WHEREOF, I have hereunto subscribed and affixed my name on _____, 20__.

_____, Secretary

EXHIBIT #5

CAPITAL VALLEY CONFERENCE CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of the conflict of interest policy is to protect the interests of the Capital Valley Conference (the "Conference") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Conference or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

I. a) an ownership or investment interest in any entity with which the Conference has a transaction or arrangement,

II. b) a compensation arrangement with the Conference or with any entity or individual with which the Conference has a transaction or arrangement, or

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the director and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

IV. a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

V. b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

VI. c) After exercising due diligence, the governing board or committee shall determine whether The Conference can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

VII. d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Conference's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

VIII. a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

IX. b) If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

X. The minutes of the governing board and all committees with board delegated powers shall contain:

XI. a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

XII. b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

XIII. a) A voting member of the governing board who receives compensation, directly or indirectly, from the Conference for services is precluded from voting on matters pertaining to that member's compensation.

XIV. b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Conference for services is precluded from voting on matters pertaining to that member's compensation.

XV. c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Conference, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

XVI. Article VI

Annual Statements

XVII. Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

XVIII. a) Has received a copy of the conflicts of interest policy,

XIX. b) Has read and understands the policy,

XX. c) Has agreed to comply with the policy, and

XXI. d) Understands the Conference is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

XXII. To ensure the Conference operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

XXIII. a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

XXIV. b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Conference's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

XXV. When conducting the periodic reviews as provided for in Article VII, the Conference may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF ADOPTION
OF
CAPITAL VALLEY CONFERENCE
CONFLICT OF INTEREST POLICY**

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of the Capital Valley Conference, a California nonprofit public benefit corporation.
2. The foregoing Conflict of Interest Policy constitutes the conflict-of-interest policy of said corporation as adopted by the Board of Directors of said corporation on _____, 20__.

Printed Name: _____

EXHIBIT #6

CAPITAL VALLEY CONFERENCE COMPENSATION CHECKLIST

The purpose of this checklist is to ensure that the compensation, if any, paid to the officers, directors, employees, independent contractors, and other agents of the Capital Valley Conference is not excessive.

		YES	NO
1.	Do the compensation arrangements comply with the Conflict of Interest Policy?		
2.	Is the compensation arrangement approved in advance of paying the compensation?		
3.	Are the dates and terms of approved compensation arrangements documented in writing?		
4.	Is the decision of each individual who decided or voted on the compensation arrangement documented in writing?		
5.	Was the approved compensation arrangement based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? The sources of comparable compensation data, both taxable and non-taxable, should be documented and copies retained in the Capital Valley Conference's permanent records.		
6.	Was the information on which Capital Valley Conference relied to base its decision and its source documented in writing?		
7.	If the answer to any of the above questions is "no" then Capital Valley Conference should document in writing how compensation that is "reasonable" is being set.		

EXHIBIT #7

ARTICLE V

OFFICERS

Section 1. Officers

1.1 The officers of the league shall be President, **Vice President/Treasurer** and **Ethics Chair/Secretary**. These offices shall be filled by principals or vice principals and elected by a majority vote.

1.2 The term of office will be two years.

1.2.1 The **Ethics Chair/Secretary**, on acceptance of the nomination for the office shall commit, if elected to serve in that capacity for a period of two years then rise to the position of **Vice President/Treasurer**.

1.2.2 The vice-president shall serve in that capacity for a two-year period, the rise to the position of President

1.2.3 The President shall serve a term of two years. (Duties -- Art. II, Sect. 1, By-laws)

Section 2. Elections

2.1 At the last Athletic Board Meeting of each even year the league shall elect an **Ethics Chair/Secretary**. The **Ethics chair/Secretary** and **Vice President/Treasurer** shall each move up one spot.

2.2 Newly elected officers shall take office at the August meeting following their election.

2.3 Should a vacancy occur with the office of President; the **Vice-President/Treasurer** shall assume the duties of president and complete the unfinished term. When that term has been completed, the **Vice-President/Treasurer** will then complete the term for which they were elected. The **Ethics Chair/Secretary** shall move to **Vice President/Treasurer** and an election will be called to select a new **Ethics Chair/Secretary**.

2.4 Should vacancies occur simultaneously in both offices of the President and **Vice-President/Treasurer** the **Ethics Chair/Secretary** shall assume the responsibilities of President and an election will be called to select a new **Vice President/Treasurer** and **Ethics Chair/ Secretary**.

2.4.1 Should a vacancy occur in the office of **Vice President/Treasurer**; the **Ethics Chair/Secretary** shall assume those duties and an election shall be held to select a new **Ethics Chair/Secretary**.

Section 3. Representative of Board of Managers

3.1 The President shall be the representative of the league to the Board of Managers, unless the league elects someone else to serve as representative.

Section 4. Standing Committees

4.1 There shall be a standing committee formed for each recognized sport, consisting of all coaches in that sport, **chaired by the coordinator of that sport.**

Section 5. Hire League Commissioner

5.1 The CVC Athletic Board shall, by majority vote, hire a league Commissioner to assist in conducting league business. (Duties see Article II, Section 2, by-laws)

EXHIBIT #8

ARTICLE VI

FINANCES

Section 1. CVC Treasury

1.1 The CVC treasury shall be supported by income received from assessment to each member school per a majority vote of the CVC Athletic Board.

Section 2. Expenses

2.1 Expenses of the CVC shall include those items determined by the CVC Athletic Board to be appropriate.

Section 3. Financial Report

3.1 A report on the financial status of the league treasury shall be made at each Athletic Board meeting when possible, but no less than twice a year.

Section 4. Settlement for Entrance to or Exit from League

4.1 In the event the CVC is dissolved, all debts and obligations shall be paid by member schools, and any remaining assets shall be distributed equally to each member school.

4.2 In realignment, schools leaving the league shall be paid the value of a share's worth as determined by the ~~League Commissioner~~ Vice **President/Treasurer** after all outstanding debts are paid. Schools coming into the league shall be assessed this same amount.

4.3 The budget submitted at the first meeting of the school year will determine whether an additional assessment is charged each school.

Section 5. Budget Preparation

5.1 An operating budget shall be prepared and presented by the ~~League Commissioner~~ Vice **President/Treasurer** to the CVC Athletic Board for consideration at the first meeting of the school year.

EXHIBIT #9

ARTICLE II

MANAGEMENT

Section 1 - Duties of Officers

1.1 President

1.1.1 The President shall preside at all meetings of the League Athletic Board.

1.1.2 The President shall appoint the chairperson of standing committees and special committees as needed with the approval of the Athletic Board.

1.1.3 He/She shall be responsible to see that an agenda for each CVC meeting is prepared and distributed to member school at least one week prior to the meeting.

1.1.4 The President shall be authorized to transact necessary business of the league between meetings. (See Articles IV-V CVC Constitution)

1.2 Vice President/Treasurer

1.2.1 The Vice President/Treasurer shall assume the duties of the President in the President's absence.

1.2.2 He/She shall maintain the League's financial records.

1.2.2.1 He/She shall maintain a checking account in the name of the league.

1.2.2.2 He/She shall prepare and distribute invoices to each member school for annual league dues.

1.2.2.3 He/She shall deposit all amounts collected for the league in the league checking account.

1.2.2.4 He/She shall issue checks for all league expenditures.

1.2.2.5 He/She shall prepare and present an accounting of the league's finances at each meeting of the Athletic Board.

1.3 Ethics Chair/Secretary

1.3.1 The Ethics Chair/Secretary shall assume the duties of President in the absence of the President and Vice President.

1.3.2 He/She shall oversee and protests, appeals and Ethical breaches (as delineated in By-Law 4, Section 1).

1.3.3 He/She shall prepare, and post on the league web site, minutes of each Athletic Board Meeting

Section 2 - Duties of the League Commissioner

- 2.1 To assist in the preparation of agendas for meetings
- ~~2.2 To prepare and distribute minutes of all meetings~~
- ~~2.3 To maintain financial records~~
- 2.4 2.2 To interpret league and section by-laws.
- ~~2.5~~ 2.3 To attend Sac-Joaquin Section Board of Managers meetings.
- ~~2.6~~ 2.4 To have approved schedules distributed to schools.
- ~~2.7~~ 2.5 To notify media of all-conference selections in various varsity sports.
- ~~2.8~~ 2.6 To keep the constitution/by-laws updated.
- ~~2.9~~ 2.7 To purchase, with the approval of the athletic board, all awards, banners, medals, ribbons and certificates and supplies necessary for the operation of the league.
- ~~2.10~~ 2.8 To distribute all-conference awards/medals to each Sport Coordinator prior to the completion of the sport's season.
- 2.9 Chair periodic meetings of the Athletic Directors.
- 2.9.1 Commissioner shall take minutes of those meetings and post on the league web site.
- ~~2.11~~ 2.10 To perform other duties as requested by the president, to include but not limited to issuing checks, preparing budgets, maintaining a league checking account, issuing invoices for league dues, collection of league dues and depositing them in the league checking account.
- ~~2.12~~ 2.11 The commissioner has the authority to make final and binding decisions on all matters relating to the league when an Athletic Board Meeting is not possible or when a decision must be made immediately.

Section 3 – Term of Commissioner

3.1 The Executive Committee of the Athletic Board, comprised of one administrator from each school, shall enter into a four-year agreement with the commissioner at the end of each realignment period to extend through the duration of that cycle.

3.1.1 The agreement shall be in the form of a Memorandum of Understanding and specify the stipend for the Commissioner.

Section 4 – Commissioner Job Performance

4.1 The Executive Committee of the Athletic Board shall evaluate the job performance of the Commissioner, in Executive Session, at the final Athletic Board Meeting each year.

Section 4 5 - Schools outside League

~~4.1~~ **5.1** Schools assigned to another league and desirous of competing in a CVC sport shall be assessed one hundred dollars (\$100.00) per sport each season. Any such agreement must be renewed each year.

EXHIBIT #10

ARTICLE III

ACTIVITIES

Section 1 - Responsibility of Principal

1.1 The Principal of each school shall be responsible for the operation of the athletic program at the local level, including eligibility of student participants, coaching assignments, ethics, crowd control and other duties as assigned by the school district administration, State and Section CIF.

Section 2 - All Conference Team Selection

2.1 All-Conference teams are to be selected by the varsity coaches or their designee in the various sports having such teams. The selection meeting date shall be on Monday evening following each sport's league season. Coaches of these sports (Baseball, Basketball (B & G), Football, Soccer (B & G), Softball, and Volleyball) shall be notified at least a week in advance as to time and location of the respective meetings. Notification shall be made by phone and/or Email.

2.2 Following the selection, names of those chosen shall be forwarded to the league commissioner and the media. Coaches shall not discuss the All-Conference selections with their athletes or the media until the verification process is complete.

Section 3. - Proposed Schedule

3.1 All sports which are submitted for approval should be marked "DRAFT." On approval by the Athletic Board a new copy will be issued by the league Commissioner carrying the notation "Approved" with the date of approval.

Section 4. - Duties and Responsibilities of the Sports Coordinators

4.1 To serve as a communication liaison between that sport and the CVC Athletic Board.

4.1.1 The coordinator shall call meetings as necessary with minutes being kept **and** which includes the names of those present. Minutes of each meeting shall be forwarded to the league Commissioner.

4.2 If requested, to develop the league schedule with the cooperative efforts of the coaches within the sport. The proposed schedule shall be submitted through their **ir** athletic director for consideration by the CVC Athletic Board.

4.3 To comply with all deadlines

4.4 To co-ordinate the by-laws governing their sport

4.5 To assist and advise coaches regarding the administration of their sport

4.6 To assist in the coordination of league meets, matches and/or

Tournaments

4.7 To coordinate the selection of All-Conference teams (See Art. III, Activities, Sect. 2) which includes notifying the league commissioner and the media of the names of those chosen.

4.8 To maintain league records and standings, reporting same to the league Commissioner after each sport.

Section 5 - Appointment of sport Coordinators

5.1 Sport coordinators shall be appointed by the League President with the consent of the Athletic Board. The distribution of coordinators shall be distributed among member schools as equally as practical.

Section 6 - Budgets for League Meets/Matches

6.1 Dates of the CVC league meets/matches and host schools are to be identified and presented to the CVC Athletic Board and League Commissioner for information and approval when the schedule is submitted.

6.2. The host school shall bear all financial responsibility for operation of league championships. The host school shall retain all profits and assume any loss.

Section 7 - Conduct of Athletic Board Meetings

7.1 Items for the agenda must be submitted ~~to and accepted by the league Commissioner~~ **President** ~~ten (10) school days~~ prior to the scheduled meeting.

7.2 Provisions of Robert's Rules of Order shall be used in conducting the meeting.

7.3 Stipulations of the "Brown Act" to include the following will be adhered to in conducting meetings of the Athletic Board:

7.3.1 Notices of the meeting must be posted ~~in the school of the League President or~~ on the league web site seventy-two (72) hours prior to the meeting.

7.3.2 An item not on the printed agenda may be discussed and acted upon **under "Other Items"**.

7.3.3 Members of the public must be given the opportunity to address the Board. (**Speakers may be** limited to three (3) minutes per speaker per issue).

7.3.4 Meetings are to be 'open' except for limited exceptions.

Section 8 - Gold Passes

8.1 A gold pass may be awarded to coaches, athletic directors or administrators who have had twenty (20) or more years of exemplary service in high school athletics.

8.2 Individual schools may nominate, based on the criteria, those persons whom they feel are worthy of this distinction. It is incumbent on each school to screen the applicants and to recommend only those who are qualified for the gold pass.

8.3 Nominations (with accompanying background data) shall be submitted at the spring meeting of the CVC Athletic Board.

EXHIBIT #11

ARTICLE IV

ETHICS/PROTESTS

Section 1 - Duties of the Ethics Chairperson

1.1 The **Ethics Chair/Treasurer** shall be responsible to act on all protests and appeals.

1.1.1 The Ethics Chair shall form a hearing committee to adjudicate protests and appeals if there is probable merit, in any matter not under the jurisdiction of the Section

1.1.1.1 The committee shall include the **Ethics Chair/Treasurer** and two others from among Administrators and Athletic Directors employed at any League school. Administrators and Athletic Directors at schools involved in the protest may not be on the committee.

1.1.1.2 In the event the **Ethics Chair/Treasurer's** school is involved in the protest, either the president or vice president of the league will chair the protest. The League Commissioner shall chair if the President, **Vice President/Treasurer** and **Ethics Chair/Treasurer** are all involved.

1.1.1.3 Retired Athletic Directors or Administrators may be appointed to the committee if current Athletic Directors or Administrators are not available.

1.1.2 If the **Ethics Chair/Treasurer**, in conjunction with the league Commissioner, finds there is no merit to an appeal/protest, or that the supporting documentation is not sufficient to support an appeal/protest it shall be denied.

1.1.3 The **Ethics Chair/Treasurer**, or an Ethics Committee shall have the authority to rescind a suspension imposed by game officials or to make additional suspensions.

1.1.3.1 The **Ethics Chair/Treasurer** or Committee may review all available evidence pertaining to the specific protest/appeal, including but not limited to videos, photographs and testimony of officials, coaches, players, administrators, postings on social media and other witnesses.

1.1.3.2 The **Ethics Chair/Treasurer** or Committee may not review evidence not related to the specific protest/appeal.

1.2 In a situation where a decision must be made before a time deadline, the League Commissioner may collect information and make an immediate decision.

Section 2 - The Appeals Process

2.1 A protest must be filed on the CVC approved protest form with the **Ethics Chair/Treasurer**, League President and League Commissioner within two (2) school days of the infraction.

2.1.1 The protest form must contain the principal's signature, or the signature of the principal's designee, and be accompanied by all the documentation to support the claim.

2.1.1.1 If the protest alleges a violation by a league school, that school will be given two (2) school days from the receipt of the protest by the ethics chair to provide rebuttal information and documentation.

Revised:

2.1.1.2 Only documentation included with the protest will be considered in rendering a decision.

2.1.1.3 Additional supporting documentation, not available at the original filing, may be considered if it is presented to the **Ethics Chair/Treasurer**, prior to a decision. No data will be considered after a decision.

2.1.2 Failure of the protesting school to adhere to any part of the procedure will result in the protest/appeal being denied.

2.1.3 If a protest has been denied, another protest by the same school containing any issue brought forward in the previously denied protest will be denied by the **Ethics Chair/Treasurer**.

2.1.3.1 A similar issue not covered in the denied protest may be filed.

2.1.3.2 An issue in a previously denied protest may be filed by another school.

2.2 If the protest alleges a violation of League or Section Rules.

2.2.1 Before the protest will be accepted the principal of the protesting school must talk with the principal of the offending school. If no solution can be reached by the two principals, the **Ethics Chair/Treasurer** will accept the protest.

2.3 If the protest appeals an ejection of an athlete or coach.

2.3.1 Protest must contain a justification to overturn an ejection. (i.e. ejection of the wrong person.)

2.3.2 If the appeal cannot be heard and a decision rendered prior to the next contest, the issue becomes moot, the athlete or coach will be suspended for the contest and the appeal will not go forward.

2.4 Protests which question the eligibility of a student athlete or the participation by an ineligible athlete may be filed within two (2) school days from discovery.

2.5 The **Ethics Chair/Treasurer** or the committee appointed by the chair will render a decision within two (2) working days. All schools involved will be notified.

2.6 There shall be no appeal to the league of an Ethics Committee ruling or the ruling of the Commissioner.

2.7 Schools may appeal decisions of the Ethics Committee to the Section.

Section 3 – Penalties

3.1 If the penalty for violation of a League by-law is included in the by-law, the Ethics Committee may impose that penalty, or a lesser penalty.

3.2 In the event no specific penalty for violation of a League bylaw is spelled out, the Ethics Committee may assess a penalty which they deem appropriate for the violation, including:

- A. Written reprimand to an athlete or coach
- B. Suspension or disqualification of an athlete or coach
- C. Forfeiture of game (s)
- D. Prohibition from playoffs (one or more years)
- E. A monetary fine ranging from \$25.00 to \$500.00.

3.3 Repeat Violations

3.3.1 A second violation of the same League by-law within three years of an Ethics finding will result in probation for a period of three years and prohibited playoff participation for one year.

3.3.2 Violation of any other League by-law while on probation, may at the discretion of an Ethics Committee result in probation for up to an additional three years.

3.3.3 Continued, multiple or especially egregious violations may result in any of the combination of the following:

- A. A probation period not to exceed three years for the sport in violation and prohibited from playoff participation for the entire period of probation.
- B. A period of probation for the entire sports program in the school and prohibited from playoff participation for the entire period of probation.
- C. Any monetary fine previously levied is doubled, for each succeeding violation up to the \$500.00 maximum.

3.3.4 A school is not eligible to win a championship while on probation.

3.3.4.1 If a single sport is on probation, the school may not win a championship in that sport but is eligible in other sports.

3.4 A school shall forfeit all games played beyond the Section specified **contact** limit for that sport.

Section 4 – Ejections

4.1 **Most ejections are under the jurisdiction of the Section.**

4.2 **Any part of an ejection the league shall become responsible for shall be resolved using Sections 3 and 3 above.**

~~Any player officially ejected from an athletic contest shall not participate in the next regularly scheduled contest. The player may be subjected to further disciplinary action by the site administrator. Failure to sit out the next contest will result in forfeiture: continued forfeitures will result until the player sits out.~~

~~4.1.1 If an ejection occurs during the last contest of a season, the player ejected shall sit out the next CIF sanctioned contest in which the student is eligible to participate~~

~~4.2— A head or assistant coach ejected from a contest will be prohibited from coaching or attending the next interscholastic contest for that team. Failure to sit out the next game will result in forfeiture.~~

~~4.2.1 If an ejection occurs during the last contest of a season, the coach ejected shall sit out the next CIF sanctioned contest in which the coach is scheduled to participate.~~

~~*Adopted: August 19, 2014*~~

~~4.3— Any fan who steps onto the court or playing field causing or participating in a disruption will be ejected from the gym or playing field, and directed not to attend the next game, home or away. The fan may be subjected to additional action by the site administration.~~