WEST COAST CHALLENGE, INC.

CONSTITUTION AND BYLAWS

(A California Nonprofit Public Benefit Corporation)

Amended/Adopted: March ____ 2026

ARTICLE I. ORGANIZATIONAL PROVISIONS

Section I.01 The parties formed a California nonprofit public benefit corporation by filing Articles of Incorporation with the California Secretary of State, pursuant to §§ 5110-6910 of the California Corporations Code,

Section I.02 The name of the corporation shall be "**West Coast Challenge, Inc.**" (Hereinafter referred to as "WCC", or the "Corporation)

Section I.03 The Term of the Corporation shall begin upon acceptance of the Articles of Incorporation by the Secretary of State and shall be perpetual, unless its existence is sooner terminated pursuant to Article XII of this Constitution and Bylaws.

Section I.04 Registered Agent/Office. The address of the registered office/agent of the Corporation, required by the California Corporations Code to be maintained in the state of California, may, but need not, be identical with the principal office in the State of California.

Section I.05 The name and address of the initial registered agent/office is Curtis Moore, 3752 Fenwick Dr, Spring Valley, CA 91977.

Section I.06 The registered office and agent may be changed from time to time by action of the Board of Governors and by filing the prescribed form with the California Secretary of State.

ARTICLE II. CORPORATE STATUS

Section II.01 The WCC is a California Nonprofit Public Benefit Corporation, organized and operated exclusively for purposes that are charitable, educational, and for fostering amateur sports competition, as defined under Section 501(c)(3) of the Internal Revenue Code (hereinafter "§501(c)(3)").

Section II.02 Shareholders/Members. The Corporation shall have no shareholders or Members. The Member Leagues are not shareholders and do not have an ownership interest in the Corporation, nor do they have any power to act or make decisions on behalf of the Corporation, except through their duly appointed member of the Board of Governors, as set forth herein below.

Section II.03 The mailing addresses, contact person, and information regarding the Member Leagues are set forth on *Exhibit A* attached hereto.

ARTICLE III. CHARITABLE PURPOSE

Section III.01 Promoting amateur cue sports education and competition for the public benefit;

Section III.02 Providing training and development for amateur players, referees, and tournament volunteers;

Section III.03 Advancing the history, integrity, and community impact of amateur billiards and related leagues;

Section III.04 Organizing and administering the annual West Coast Challenge tournament (thereinafter the "Tournament") as an amateur sports competition.

(a) The venue for the West Coast Challenge tournament shall be in Palm Springs, California, unless an alternative venue is selected and approved by a ¾ vote of the Board of Governors in the same manner as an amendment to the Bylaws.

Section III.05 Conducting other charitable and educational activities consistent with §501(c)(3) and California law.

ARTICLE IV. DEFINITIONS & STRUCTURE

Section IV.01 Governors vs. Member Leagues

(a) California law requires a nonprofit corporation be governed by a Board of Governors and therefore cannot be governed by the Member Leagues directly.

(b) The Board of Governors is the legally responsible governing body of WCC.

(c) Governors have full legal authority as provided by California Law.

(d) The Member Leagues serve in an advisory capacity to WCC operations, but are not legal members of the corporation, unless explicitly stated otherwise.

Section IV.02 Composition of the Board of Governors.

(a) There shall be seven (7) seats on the Board of Governors, each with one vote. The initial Board shall consist of four (4) Governors, one appointed by each of the Member Leagues, and once established then three (3) additional "At Large" Governors nominated and appointed by the Governors from the ranks of the Member Leagues.

(b) Each league chooses its own representative in accordance with its own governing rules and principles. If the number of Member Leagues exceeds 4, the Member League Governor positions will remain 4 and the Member League appointments will rotate amongst the leagues, giving all leagues equal opportunity over time.

(c) Governor terms are two (2) years, renewable. However, the terms shall be staggered, such that the first terms of three Governors (as the Governors decide amongst themselves) shall be for one year, and the remaining four shall serve an initial term of two (2) years. Thus, the terms of the Board of Governors shall be staggered.

(d) Any midterm vacancy shall be filled by appointment of the Executive Director in consultation with the Board of Governors. The term of such appointment shall be for the remainder of the term. During the period of a vacancy, the position does not count in establishing a quorum.

(e) Governors have the full legal authority required by California law.

(f) The initial slate of the Board of Governors is set forth on *Exhibit B* attached hereto.

Section IV.03 Executive Director

(a) The Board of Governors shall nominate and elect one of its members to serve as the Executive Director (hereinafter "ED") for a two (2) year term. If when elected the ED is a Governor elected by a Member League, the ED will become an At-large Governor, and the Member League shall appoint another Governor to fill the remainder of the term.

(b) The ED shall be elected by a majority vote of the Board of Governors. The ED shall, for all intents and purposes, be the CEO of the Corporation and shall direct the day-to-day operations of the Corporation.

(c) The ED shall have the power to conduct the business of the Corporation, make decisions, and authorize expenditures of up to Three Thousand Dollars ($3000) independently without needing to get prior consent or authorization from the Board. Additionally, the ED may make any and all expenditures authorized in the Annual Budget.

Section IV.04 Officers.

(a) Officers must be members of the Board of Governors, and the corporation shall have the following officers:

(i) Executive Director/Chairperson − Oversees operations, compliance, and meetings, and is the head of the annual West Coast Challenge tournament;

(ii) Vice Chairperson/Assistant Executive Director − Assists the ED and assumes duties and tasks as needed;

(iii) Secretary − maintains meeting minutes, records and filings; and

(iv) Treasurer − Manages financial accounts, IRS filing, and reports and pays expenditures authorized by the ED.

Section IV.05 Removal of Officers.

(a) Officers may be removed by a two-thirds (⅔) vote of the other Officers/Governors, for cause, including but not limited to:

(i) Misconduct;

(ii) Legal or fiduciary violations; and

(iii) Nonparticipation in Board and Corporate affairs.

Section IV.06 If a member of the Board of Governors is absent from three (3) consecutive meetings, a proposal will be made by the ED and voted on by the remaining Members of the Board of Governors to declare the position vacant.

Section IV.07 The Board of Governors shall meet at least:

(a) Once during the WCC tournament.

(b) Once mid-year, and

(c) Additional (quarterly) meetings as determined to be needed by the Governors.

(d) Notification of the meeting schedule is maintained on the website.

Article V. VOTING

Section V.01 Board of Governors.

(a) A quorum is constituted by the presence of *greater than* fifty percent (50%) of the Members of the Board of Governors.

(b) A motion or proposal passes by a simple majority vote of the Governors present within an established quorum.

Section V.02 Annual Meeting:

(a) At the annual meeting, a quorum is constituted by those Governors in attendance, regardless of the number of Member Leagues represented.

Section V.03 Annual Meeting.

(a) The annual meeting shall be held in conjunction with the West Coast Challenge tournament. All players from all leagues may attend the annual meeting, however voting is limited to the Board of Governors.

Section V.04 Voting by email (or other electronic means) may be Authorized by the Chairman of the Board of Governors when a quick vote is deemed necessary.

(a) Electronic votes amongst the members of the Board of Governors require seven (7) days' notice by electronic means.

(b) The call for a vote will be sent out and after 7 days by electronic means (see above).

(c) Those voting electronically, regardless of the number, constitute a quorum.

(d) A majority vote is based on the number of votes received.

Article VI. ADMISSION OF NEW LEAGUES

Section VI.01 New leagues may be admitted to Provisional Membership in WCC after meeting the following criteria:

(a) Forty (40) registered players;

(b) Participation in one WCC event;

(c) Timely payment of dues/entry fees; and

(d) Approval of the ED.

Section VI.02 A new league may be granted full membership and a seat on the Board of Governors after:

(a) One year of provisional membership;

(b) Meet all obligations of member leagues; and

(c) A unanimous vote of the Board of Governors.

ARTICLE VII. OBLIGATIONS OF MEMBER LEAGUES

Section VII.01 The obligations of a Member League are:

(a) Pay annual dues and entry fees for its players;

(b) Send a twenty (20) player contingent to the West Coast Challenge tournament;

(c) Cover housing, transportation, and players fees;

(d) Provide referees and personnel to cover staffing needs at the Tournament; and

(e) Adherence to administrative compliance requirements.

Section VII.02 Member League Suspension.

(a) A league not in full compliance with its member obligations may not nominate a board member.

ARTICLE VIII. FINANCES AND ENTRY FEES

Section VIII.01 No part of the net earnings shall inure to the benefit of any private individual, governor, director, officer, or participating league, except for reasonable compensation for services rendered and lawful reimbursement of expenses.

Section VIII.02 Restrictions.

(a) The corporation shall not engage in political activities and/or campaigns in accordance with the restrictions set forth in §501(c)(3);

(b) Conduct substantial lobbying;

(c) Allow earnings to benefit any private individual;

(d) Operate for the benefit of private leagues except as incidental to its exempt purpose.

Section VIII.03 Dedication of Assets. In accordance with California Corporations Code §5410:

(a) All assets are irrevocably dedicated to charitable purposes.

(b) No part of the net earnings, properties, or assets of the corporation shall ever inure to the benefit of any governor, director or officer, private person, or league.

(c) The corporation shall use entry fees, sponsorship fees, program fees, and donations.

(d) All revenue must further the corporation's exempt purpose.

Section VIII.04 Entry Fee Process

(a) The ED, with the assistance of the Treasurer. proposes the annual entry fee schedule

(b) The Board approves by majority vote.

(c) Fees must be reasonable and tied to program costs

Section VIII.05 Acceptable Use of Funds. Funds may be used for:

(a) WCC tournament operations

(b) Referee and volunteer training

(c) Venue, equipment, and materials;

(d) Player education and development;

(e) Nonprofit administration and compliance;

(f) Other uses consistent with the mission and purpose of the Corporation and approved by a ¾ vote of the Board of Governors; and

(g) Reserves for sustainability.

Section VIII.06 Prohibited Uses of Funds. The corporation shall not use funds for:

(a) Private benefit

(b) Political purposes

(c) Distributions to leagues

(d) Excess benefits or unreasonable compensation

Section VIII.07 Surplus Funds. Surplus must be allocated to:

(a) Operating reserve;

(b) Program improvements;

(c) Contributions to charitable organizations consistent with the charter and purpose of the Corporation.

Section VIII.08 Mandatory Financial Controls.

(a) Financial management shall be consistent with the approved annual budget.

(b) Approval by ED and one other Director for expenditures over $2,000 that is not already approved in the annual budget..

(c) Segregation of financial duties.

ARTICLE IX. MEETINGS, RECORDS, AND TRANSPARENCY

Section IX.01 Minutes & Inspection Rights

(a) Minutes must be kept and made available to the public as required under California Corporations Code §§6320–6338.

Section IX.02 IRS Public Disclosure Requirements.

(a) The following must be publicly available:

(i) IRS Form 1023;

(ii) IRS determination letter;

(iii) Three years of IRS Form 990 filings.

Article X. INDEMNIFICATION

Section X.01 The corporation shall indemnify its Governors and Officers to the fullest extent permitted under California Corporations Code §5238, except in cases of:

(a) Self-dealing;

(b) Fraud;

(c) Bad faith;

(d) Willful misconduct;

(e) Reckless disregard or dereliction of duty,

Article XI. CONFLICT OF INTEREST

Section XI.01 The Board shall adopt and maintain a Conflict-of-Interest Policy that:

(a) Requires disclosure of financial or personal interests

(b) Requires recusal where conflicts exist

(c) Prohibits excess benefit transactions (IRC §4958).

(d) The Conflict-of-Interest Policy shall be public and available upon request to any member of any of the Member Leagues.

Article XII. AMENDMENTS

Section XII.01 This CONSTITUTION AND BYLAWS may be amended at any time by a ¾ majority vote of the Board of Governors in attendance at a scheduled meeting with a quorum.

(a) Proposed amendments shall be given to the members of the Board of Governors for circulation to the Member Leagues at least 30 days in advance of any debate and voting on any amendment.

(b) Amendments may be ratified electronically (email or electronic document transfer).

(c) A ¾ majority vote of the Board of Governors is required for adoption of an amendment and is based on the number of responses received from the members of the Board of Governors.

(d) A Governor may not vote by proxy, except in extenuating circumstances, and then only with a notarized power of attorney granted to that Member League's Advisory Board member, or a duly appointed representative from said Member League.

(e) No vote will be taken to amend the CONSTITUTION AND BYLAWS until 30 days after the Governors representing each of the Member Leagues have been notified of the proposed changes in writing or by electronic means.

ARTICLE XIII. DISSOLUTION

Section XIII.01 Upon dissolution of the WCC:

(a) All assets shall be distributed to a nonprofit organization with goals and values consistent with those of the Corporation

(b) qualified under Section 501(c)(3) of the Internal Revenue Code.

(c) and organized for similar charitable or educational purposes.

(d) No assets may be distributed to any Governor, Director, or private person.

This Space Intentionally left blank

(Execution Page to follow)

WEST COAST CHALLENGE, INC.

IN WITNESS WHEREOF, the undersigned representatives of the Member Leagues have adopted these Bylaws effective on the ____ day of _________, 2026, by unanimous agreement of the representatives.

MEMBER LEAGUE REPRESENTATIVES

SAN DIEGO POOL LEAGUE

By: Curtis Moore, as President of the San Diego Pool League.

____

Curtis Moore, President

SAN FRANCISCO POOL LEAGUE

By: Skip Perry as President of the San Francisco Pool League

____

Skip Perry, President

LOS ANGELES POOL LEAGUE

By: Steve Duckman as President of the Los Angeles Pool League

____

Steve Duckman, President

LOS ANGELES POOL LEAGUE

By: Colleen Dinnie as President of the Long Beach Pool League

____

Colleen Dinnie, President