



Bylaws of

San Diego Soccer Club

A California Nonprofit Public Benefit Corporation

Table of Contents

ARTICLE 1 NAME	1
SECTION 1.1 CORPORATE NAME	1
ARTICLE 2 OFFICES	1
ARTICLE 3 PURPOSES	1
SECTION 3.1 GENERAL PURPOSE	1
SECTION 3.2 SPECIFIC PURPOSE	1
ARTICLE 4 LIMITATIONS	1
SECTION 4.1 POLITICAL ACTIVITIES	1
SECTION 4.2 PROHIBITED ACTIVITIES	1
ARTICLE 5 DEDICATION OF ASSETS	1
SECTION 5.1 PROPERTY DEDICATED TO NON-PROFIT PURPOSES	1
SECTION 5.2 DISTRIBUTION OF ASSETS UPON DISSOLUTION	2
ARTICLE 6 MEMBERSHIPS	2
SECTION 6.1 MEMBERS	2
SECTION 6.2 VOLUNTEERS	2
ARTICLE 7 DIRECTORS	2
SECTION 7.1 NUMBER AND QUALIFICATIONS	2
1. <i>Number</i>	2
2. <i>Qualifications</i>	2
SECTION 7.2 CORPORATE POWERS EXERCISED BY THE BOARD	3
SECTION 7.3 TERMS, ELECTION OF SUCCESSORS	3
SECTION 7.4 VACANCIES	4
1. <i>Events Causing a Vacancy</i>	4
2. <i>Removal</i>	4
3. <i>No Removal on Reduction of Number of Directors</i>	4
4. <i>Resignations</i>	4
5. <i>Election to Fill Vacancies</i>	4
SECTION 7.5 REGULAR MEETINGS	5
SECTION 7.6 SPECIAL MEETINGS	5
SECTION 7.7 NOTICE OF MEETINGS	5
1. <i>Manner of Giving</i>	5
2. <i>Time Requirements</i>	5
3. <i>Notice Contents</i>	5
SECTION 7.8 PLACE OF BOARD MEETINGS	6
1. <i>Meetings by Telephone or Similar Communication Equipment</i>	6
SECTION 7.9 QUORUM AND ACTION OF THE BOARD	6
1. <i>Quorum</i>	6
2. <i>Minimum Vote Requirements for Valid Board Action</i>	6
3. <i>When a Greater Vote is Required for Valid Board Action</i>	6
SECTION 7.10 WAIVER OF NOTICE	6
SECTION 7.11 ADJOURNMENT	7
SECTION 7.12 NOTICE OF ADJOURNMENT	7
SECTION 7.13 CONDUCT OF MEETINGS	7
SECTION 7.14 ACTION WITHOUT MEETING	7
SECTION 7.15 FEES AND COMPENSATION OF DIRECTORS	7
SECTION 7.16 NON-LIABILITY OF DIRECTORS	8
ARTICLE 8 COMMITTEES	8

SECTION 8.1	COMMITTEES OF DIRECTORS	8
SECTION 8.2	MEETINGS AND ACTION OF BOARD COMMITTEES	9
SECTION 8.3	QUORUM RULES FOR BOARD COMMITTEES	9
SECTION 8.4	REVOCAION OF DELEGATED AUTHORITY	9
SECTION 8.5	NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE	9
SECTION 8.6	ADVISORY COMMITTEES	10
SECTION 8.7	STANDING COMMITTEES	10
1.	<i>Scholarship Committee</i>	10
2.	<i>Nominating Committee</i>	10
3.	<i>Finance Committee</i>	10
4.	<i>Operating Committee</i>	11
ARTICLE 9	OFFICERS	11
SECTION 9.1	OFFICERS	11
SECTION 9.2	ELECTION OF OFFICERS	11
SECTION 9.3	REMOVAL OF OFFICERS	11
SECTION 9.4	RESIGNATION OF OFFICERS	11
SECTION 9.5	VACANCIES IN OFFICES	12
SECTION 9.6	ADDITIONAL OFFICERS	12
SECTION 9.7	RESPONSIBILITIES OF OFFICERS	12
1.	<i>President</i>	12
2.	<i>Secretary</i>	13
3.	<i>Treasurer</i>	13
4.	<i>Vice President Competitive Soccer</i>	14
5.	<i>Vice President Ways and Means</i>	14
6.	<i>Vice President Fields</i>	14
7.	<i>Vice President Rancho Bernardo Recreational Soccer and Vice President Penasquitos Recreational Soccer (RB REC and PQ REC)</i>	15
SECTION 9.7	CHIEF EXECUTIVE	15
SECTION 9.8	COMPENSATION OF OFFICERS	15
ARTICLE 10	TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS	15
SECTION 10.1	TRANSACTIONS WITH DIRECTORS AND OFFICERS	15
1.	<i>Interested Party Transactions</i>	16
2.	<i>Requirements to Authorize Interested Party Transactions</i>	16
	<i>The Corporation shall not be a party to any transaction described in 10.1.1 unless:</i>	16
3.	<i>Material Financial Interest</i>	16
SECTION 10.2	LOANS TO DIRECTORS AND OFFICERS	16
SECTION 10.3	INTERLOCKING DIRECTORATES	16
ARTICLE 11	INDEMNITY	17
SECTION 11.1	INDEMNITY	17
ARTICLE 12	CORPORATE RECORDS, REPORTS AND SEAL	17
SECTION 12.1	MINUTE BOOK	17
SECTION 12.2	BOOKS AND RECORDS OF ACCOUNT	17
SECTION 12.3	ARTICLES OF INCORPORATION AND BYLAWS	17
SECTION 12.4	MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL INFORMATION RETURNS	17
SECTION 12.5	ANNUAL REPORT; STATEMENT OF CERTAIN TRANSACTIONS	17
SECTION 12.6	DIRECTORS' RIGHTS OF INSPECTION	18
SECTION 12.7	CORPORATE SEAL	18
ARTICLE 13	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	18
SECTION 13.1	EXECUTION OF INSTRUMENTS	18
SECTION 13.2	CHECKS AND NOTES	18

SECTION 13.3	DEPOSITS	18
SECTION 13.4	GIFTS	18
ARTICLE 14 AMENDMENTS		18
SECTION 14.1	AMENDMENT BY DIRECTORS	18

ARTICLE 1 NAME

Section 1.1 Corporate Name
The incorporated name of the organization is **San Diego Soccer Club**, hereinafter known as San Diego Soccer Club (the “Corporation”).

ARTICLE 2 OFFICES

Section 2.1 Principal Office
The principle office of the corporation shall be in San Diego County, California. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose
The Corporation shall be a nonprofit public benefit corporation, organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public and charitable purposes. It is not organized for the private gain of any person.

Section 3.2 Specific Purpose
The specific purpose of this corporation is to initiate, sponsor, promote, and carry out plans, policies and activities that will tend to promote youth soccer programs.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities
The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities
The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Directors or other persons or distribute any gains, profits or dividends to its Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Non-Profit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively to initiate, sponsor, promote, and carry out plans, policies and activities that will tend to promote youth soccer programs which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

Section 6.2 Volunteers

The Corporation shall have volunteers that assist the Corporation in its purpose. These volunteers are appointed annually by the President. There is no limit to the number of volunteers who may serve the Corporation; however, all volunteers must be bound by the rules and regulations as promulgated in the Bylaws of the Corporation and any volunteer maybe dismissed for violation thereof. Volunteer's specific duties, responsibilities, and all other activities must be documented by the Corporation in the Volunteers Policy of the corporation and made available to Volunteers.

ARTICLE 7 DIRECTORS

Section 7.1 Number and Qualifications

1. Number

The authorized number of directors of the Corporation ("Directors") shall not exceed 13; the exact authorized number to be fixed, within these limits, by resolution of the Board, the minimum number of directors is one (1).

The Board will consist of the elected Directors. Each elected Director shall be entitled to one (1) vote for each matter required for conducting business matters for the club.

The Officers shall be the President, Treasurer, Secretary, Vice President of Competitive Soccer, Vice President of Rancho Bernardo Recreational Soccer, Vice President of Rancho Penasquitos Recreational Soccer, Vice President of Ways and Means, Vice President of Fields. The exact title of each Director position and Officer position will be set by resolution of the Board. The positions President, Treasurer and Secretary are required.

2. Qualifications

The Board shall make reasonable efforts to include Directors who represent the diversity of the San Diego Community, including, but not limited to, factors such as race, age, ethnicity, gender, or geography. Directors shall support the goals, philosophies and objectives of the Corporation and the laws and regulations under which it is founded.

A director shall not:

- (a) engage in any activity that is directly contrary to the interests of the Corporation;
- (b) engage in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis; or
- (c) be disruptive or unprofessional during board meetings or exhibit behavior that is deemed to be detrimental to the function of the board meeting.
- (d) violate any other qualification or requirement for board service that has been adopted by resolution of the Board of Directors prior to the commencement of that director's term of office, if that director was notified of such qualification or requirement at the commencement of his or her term of office.
- (e) The minimum qualifications for a Director shall be the ability to work with and understand the Corporation's Bylaws and other governing documents, relevant California Corporations Code sections and other applicable California and Federal laws. Unless specifically designated as a non-voting position, each Director shall have a vote on all matters subject to vote before the Board of Directors

Section 7.2 Corporate Powers Exercised by the Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the "Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.3 Terms, Election of Successors

By definition, a term of office for the Board is two (2) years. To mitigate potential turnover of all positions, Vice President of Rancho Bernardo Recreational Soccer, Treasurer, Recording Secretary and Vice President of Ways and Means will be elected to fill two year terms, and President, Vice President of Competitive Soccer, Vice President of Rancho Penasquitos Recreational Soccer and Vice President of Fields will be elected the following year for a two year term, thus creating alternating expirations of term limits for the Executive Board members.

Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

When additional Director positions are created up to the number in 7.1.1 they will be

established with alternating expirations of term ensuring balance to mitigate turnover of all or most positions in one year.

Nomination and Election of Directors

Directors shall first be nominated by league participants. Nominations will be solicited by the Board in such a manner and at such time and place as the Board deems appropriate.

The Directors except those appointed in accordance with Section 7.4 shall be elected at the annual meeting of the Board for a term of two years, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

Section 7.4 Vacancies

1. Events Causing a Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

(i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

2. Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

The Board may, by a majority vote of the Directors who meet all of the required qualifications to be a Director set forth in Section 7.1.2, *declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.*

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

3. No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

4. Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the Chairperson, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

5. Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the “annual meeting. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 7.6 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President (if any), or the Secretary, or any two Directors.

Section 7.7 Notice of Meetings

1. Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice; First-class mail, postage paid; Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director’s address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

2. Time Requirements

Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

3. Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is

scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within the County of San Diego or the State of California, that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

1. Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 7.9 Quorum and Action of the Board

1. Quorum

A majority of the number of directors currently in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

2. Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

3. When a Greater Vote is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1;
- (c) Removal of a Director without cause as described in Section 7.4.2

Section 7.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent

does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

Section 7.11 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.12 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.13 Conduct of Meetings

Meetings of the Board shall be presided over by the President, or, if there is no President or the President is absent, the Vice President of Competitive Soccer or, if the President and Vice president of Competitive Soccer are both absent, by the Vice President of Fields or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Section 7.14 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 7.14 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

Section 7.15 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Directors may receive participant fee discount for their children and only their own

children equal to a percentage of the participant fee paid by participants in the normal course of the Corporation's business. This discount is approved by resolution annually. This participant fee discount will be provided in compliance with applicable US Internal Revenue Service regulations.

Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:

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

Section 7.16 Non-Liability of Directors

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

ARTICLE 8 COMMITTEES

Section 8.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;

- (g) approve any transaction (i) between the Corporation and one or more of its Directors or
(ii) between the Corporation and any entity in which one or more of its Directors or employees have a material financial interest.

Section 8.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 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 determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 8.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8.4 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 8.5 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall have an Audit Committee. Notwithstanding the other provisions in this Article, the Audit Committee is subject to the supervision of the Board and notwithstanding the other provisions in this Article, the Audit Committee shall perform duties including, but not limited to:

- (a) make recommendations to the Board on the retention and termination the independent auditor;
- (b) confer with the auditor to satisfy Audit Committee members that the financial affairs of the Corporation are in order; approve non-audit services by the auditor;
- (c) review and determine whether to accept the audit or not accept the audit; and

- (d) negotiate the compensation of the auditor on behalf of the Board.

The Audit Committee shall be composed of at least two persons. Audit committee Members need not be Directors. In addition, the composition of the audit committee shall be restricted as follows:

- (a) members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee.
The audit committee will not include
- (b) paid or unpaid staff or employees of the Corporation, including, its staff members or employees;
- (c) the President and or the Treasurer; unless they are volunteers and not staff of the Corporation,
- (d) anyone who does business or has any financial interest in any entity that does business with the corporation; and

Section 8.6 Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 8.7 Standing Committees

In addition to any committees of the Board within this Article, the Corporation shall have the following standing committees of the Board:

1. Scholarship Committee

The Scholarship Committee shall have responsibility for developing and executing the application and award process of player scholarships, within the annual operating budget. The Treasurer shall be a member and Chair the Finance Committee.

2. Nominating Committee

The Nominating Committee shall have responsibility for locating qualified candidates to serve as Directors and for recommending the same to the Board whenever a vacancy in the position of Director occurs. The Nominating Committee is responsible for executing the annual election process at the annual meeting subject to the requirements set forth in Section 7.4. The Secretary shall be a member and Chair the Nominating Committee.

3. Finance Committee

The Finance Committee shall act as financial advisor to the Board in all financial affairs of the Corporation, including but not limited to: overseeing the preparation of the annual operating budget, considering and making recommendations on matters of financial interest with respect to which the Board may request its consideration and action, recommending the adoption of policies for financial management practices, reviewing and recommending compensation packages for employees, and long-range financial planning. The Treasurer shall be a member and Chair the Finance Committee. The Finance Committee may include members of the Audit Committee, subject to the requirements set forth in Section 8.2, and if each is also a director of the corporation.

Annual reports from standing committees are due to the Board at the final Board Meeting of the fiscal year, including, but not limited to list of committee members, review of annual operations, recommendations of operations for incoming fiscal year, and recommendations of incoming committee members.

4. Operating Committee

The Operating Committee will consist of the Directors of the Corporation, Volunteers defined in Section 6.2 and Independent Contractors. The purpose of the Operating Committee is to plan, implement and improve the Corporations events, operations, and processes.

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation (“Officers”) shall be the President, the Secretary, the Treasurer, the Vice President of Competitive Soccer, the Vice President of Ways and Means, the Vice President of Fields, and the Vice Presidents of Rancho Bernardo and Rancho Penasquitos Recreational Soccer. Officers are members of the Board of Directors and as Directors shall be responsible for fulfilling the general duties of Directors. Further, Officers shall be responsible for carrying out the policies of the Board of Directors on a day-to-day basis. The Board shall have the power to designate additional Officers, who must also be a Director, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 9.6. Any number of offices may be held by the same person, except that the Secretary, the Treasurer and Vice President when also an Officer, may not serve concurrently as the President.

It is desirable that Officers shall have a working knowledge of relevant California Corporations Code sections, other California and Federal laws and rules related to tax exempt non-profit corporations and the Corporation’s Constitution and Bylaws, and any other governing documents for the Corporation. If an Officer does not have this working knowledge, they are expected to obtain a working knowledge of relevant California Corporations Code sections, other California and Federal laws and rules related to tax exempt non-profit corporations and the Corporation’s Constitution and Bylaws, and any other governing documents for the Corporation.

Section 9.2 Election of Officers

The Officers shall be elected at the annual meeting of the Corporation for a term of two years, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for unlimited terms.

Section 9.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 9.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

Section 9.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 9.6, such vacancy shall be filled temporarily by appointment by the President, or if none, by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 9.6 Additional Officers

The Board may empower the Chairperson, President, or chief executive, to appoint or remove 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 these Bylaws or as the Board from time to time may determine.

With the President having the authority to appoint other Officers, such as Vice Presidents, the five Vice Presidents currently serving as Directors, including the Vice President of Competitive Soccer, Vice President of Ways and Means, Vice President of Fields, and Vice President of Rancho Bernardo and the Vice President of Penasquitos Recreational Soccer can also be considered as officers of the corporation should they be appointed as such.

Section 9.7 Responsibilities of Officers

1. President

The president of the Corporation (the "President") shall, preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties prescribed in Section 9.7.

- (a) Represents SDSC, or appoints a representative, at league and other outside organizational meetings.
- (b) Is a member of the finance committee.
- (c) Reviews and recommends updates to position responsibilities for all elected, contracted and appointed positions.
- (d) Enters into contracts with independent contractors and oversees the hiring of employees and approval of independent contractors,
- (e) Review and approve any external contracts making financial commitments for or by SDSC.
- (f) Can designate an alternation approver of external contracts, SDSC sanctioned tournaments, and other club agreements.

- (g) Appoints volunteers each year in the board meeting immediately following the election of new Directors.

2.

Secretary

The secretary of the Corporation (the “Secretary”) shall attend to the following:

- (a) Bylaws

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

- (b) Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.

- (c) Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

- (d) Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book. Keeps records of the Corporations correspondence and reports.

- (e) Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

- (f) Meetings

Ensures Board meetings and other proceedings are conducted in accordance with the Corporation’s By-Laws. Assists in the organization of the Corporation’s annual meeting.

- (g) Elections

Organizes the election process, collects and counts the votes from the Corporations annual board meeting

3.

Treasurer

The treasurer of the Corporation (the “Treasurer”) shall attend to the following:

- (a) Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

- (b) Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- (c) Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other

valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

- (d) Annual Budget
Oversees the preparation of the annual budget.
- (e) Contracts and Agreements
Reviews and advises on the Corporations financial contracts.

4. Vice President Competitive Soccer

The treasurer of the Corporation (the “Treasurer”) shall attend to the following:

- (a) In addition to the President, represents the Corporation, or appoints a representative, at league and other outside organizational meetings
- (b) Ensure performance measurements and evaluations are conducted for the Director(s) of Coaching, provides feedback to the Directors and develop improvement plans.
- (c) Oversees the roles and responsibilities for the Director(s) of Coaching and recommends updates as needed.
- (d) Reviews and recommend changes to compensation contracts for the Director(s) of Coaching.
- (e) Assists the Coaching Directors in assessing the competitive soccer operations and recommending improvements and assists in the execution of new programs.
- (f) Assists the President in the management of external contracts.
- (g) Assume the duties of the President in his/her absence.

5. Vice President Ways and Means

- (a) Fundraising
Coordinates with other board members, volunteers’ independent contractors, and employees regarding fundraising activities and evaluates new fundraising options. Evaluates new fundraising options and makes recommendations the Executive Board. Reviews fundraising activities of teams to assure compliance with the Corporations policies. Oversees recreational and competitive team fundraising activities.
- (b) Sponsors
Organizes the sponsorship program for the Competitive and the Recreational teams. Oversees activities for soliciting and negotiating sponsorships for the club; manages implementation of benefits promised to sponsor.

6. Vice President Fields

- (a) Represents SDSC at relevant school district and inter-club field and local community meetings to secure fields for practice and games. Can designate an alternate attendee. Represents SDSC with the City, County, school districts and other applicable entities for field development projects.

- (b) Ensures enough appropriate fields are available for SDSC competitive, and RB and PQ Rec practices, games, clinics, and other events as requested and Ensures the required permits and insurance are obtained for use of fields.
- (c) Recommends field maintenance and development projects to the SDSC board and works with the community to ensure completion and participates in working groups focused on new field development and renovation in the city and county of San Diego.

7. Vice President Rancho Bernardo Recreational Soccer and Vice President Penasquitos Recreational Soccer (RB REC and PQ REC)

- (a) Represents the Corporation, or appoints a representative, at league and other outside organizational meetings pertaining to Recreational Soccer.
- (b) Program Oversight
Oversees the overall execution of the Recreational soccer operations ensuring effective operations.

Works closely with the Director(s) of Recreational Soccer to develop and implement improvements to the recreational soccer program(s). Periodically attends recreational soccer games and events and assists in the overall execution as needed.

The Directors of Recreational Soccer report to this position. Vice Presidents or Recreational Soccer recommends and approves changes to the compensation and evaluates the performance annually for the Recreational Soccer Directors. Provides input and recommends changes to the contracts for the Director(s) of Recreational Soccer.

Section 9.7 Chief Executive

Subject to such supervisory powers as may be given by the Board to the President, the Board may hire a chief executive who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The chief executive may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the chief executive as an Officer.

Section 9.8 Compensation of Officers

The Corporation shall not pay any compensation to Officers for services rendered to the Corporation as Officers, except that Officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

ARTICLE 10 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 10.1 Transactions with Directors and Officers

1. **Interested Party Transactions**
Except as described in Section 10.1.2, the Corporation shall not be a party to any transaction:
 - (a) in which one or more of its Directors or Officers has a material financial interest, or
 - (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

2. **Requirements to Authorize Interested Party Transactions**
The Corporation shall not be a party to any transaction described in 10.1.1 unless:
 - (a) the Corporation enters into the transaction for its own benefit;
 - (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
 - (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
 - (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section [10.1.2](#).

3. **Material Financial Interest**
A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:
 - (a) that fixes the compensation of a Director as a Director or Officer;
 - (b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
 - (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

Section 10.2 **Loans to Directors and Officers**
The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

Section 10.3 **Interlocking Directorates**
No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies

the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

ARTICLE 11 Indemnity

Section 11.1 Indemnity

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, director, or agent of this Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding to the fullest extent permitted under the California Nonprofit Corporation Law.

ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL

Section 12.1 Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" include but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 12.3 Articles of Incorporation and Bylaws

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

Section 12.4 [Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns](#)

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 12.5 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The audit report prepared by the independent auditor and Audit Committee per Section 8.5;
- (b) Form RRF-1 filed with the California Attorney General's Registrar of Charitable Trusts; and
- (c) IRS Form 990 and Schedule A.
- (d) Year-end close financial statement

Section 12.6 Directors' Rights of Inspection
Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. 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.

Section 12.7 Corporate Seal
The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 13 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 13.1 Execution of Instruments
The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 Checks and Notes
Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, or the Director of Operations. Checks in excess of \$2500.00 will be countersigned by an additional member of the Board of Directors. This signature authority will be approved by the Board of Directors and documented in the minutes.

Section 13.3 Deposits
All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 13.4 Gifts
The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation

ARTICLE 14 AMENDMENTS

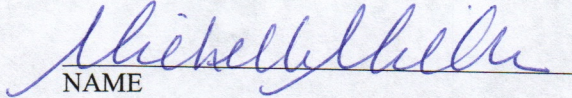
Section 14.1 Amendment by Directors
The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **San Diego Soccer Club**, a California nonprofit public benefit corporation; that these Bylaws, consisting of 17 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____ ; and that these Bylaws have not been amended or modified since that date.

Executed on February 13, 2020 at San Diego, California.



NAME
Secretary