

BYLAWS OF THE



A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I

OFFICES

Sect 1. Principal Office. The principal office of the corporation for the transaction of its business is located in Newbury Park, California.

ARTICLE II

OFFICERS AND DIRECTORS

Sect 1. Number. The corporation shall have a minimum of six elected officers [President, Vice-President, Secretary, Treasurer, Registrar, Tournament Director]. The officers shall be collectively known as the Board of Directors (BOD or Board). The number of elected officers may be changed by amendment of this Bylaw.

Sect 2. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Sect 3. Duties of the Board of Directors. It shall be the duty of the Board to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- b. Except as otherwise provided by these Bylaws, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses, telephone numbers, email addresses and fax numbers with the Secretary of the corporation. Notices of meetings mailed, telegraphed, faxed, emailed or left on the Board of Director's voice mail system at such addresses or to such numbers shall be valid notices thereof.

Sect 4. Terms of Office. The term of each elected officer shall be indefinite following election by its fellow Board of Directors. All positions are reconfirmed every two years by a 2/3-majority vote delivered by the other Board of Directors. Officers can step down anytime. Their resignations cannot be opposed and must be accepted by the other officers. New officer applicants can be proposed to the Board by the members of the organization and the Board will vote on accepting or declining the new officer applicant's part taking.

Sect 5. Duties of President. The duties of the President shall be to:

- a. Preside at all meetings of the Board of Directors and general meetings of the membership.
- b. Supervise the activities of the Board of Directors.
- c. Subject to the approval of the Board, appoint Standing Committees and Special Committees as may be required for the proper operation of the Newbury Park Soccer Club.
- d. Nominate individuals to fill vacant positions on the Board of Directors.
- e. Represent the Newbury Park Soccer Club at meetings of YSL, and other governing bodies.
- f. Represent the Newbury Park Soccer Club at public functions.
- g. Authorized to represent Club on all bank accounts.
- h. Present an annual report of the operation and condition of Newbury Park Soccer Club at the Annual General Meeting.

Sect 6. Duties of Vice President. The duties of the Vice President shall be to:

- a. In the absence of the President, act with the same powers and authority.
- b. Be an alternate representative at functions where the President is unable to attend.
- c. Authorized to represent Club on all bank accounts.
- d. Perform such other duties as may be assigned by the President or the Board.

Sect 7. Duties of Secretary. The duties of the Secretary shall be to:

- a. Record minutes of Board meetings and General meetings for approval at subsequent meetings.
- b. Maintain records of minutes, policies, guidelines, and other official documents and correspondence.
- c. Administer all voting procedures and elections, and to tabulate and account for all votes.
- d. Perform such other duties as may be assigned by the President or the Board.

Sect 8. Duties of Treasurer. The duties of the Treasurer shall be to:

- a. Present a current financial statement of the Newbury Park Soccer Club at Board meetings and general meetings.
- b. Maintain the checking and savings accounts of the Newbury Park Soccer Club.
- d. With respect to the Newbury Park Soccer Club, the Treasurer will review and assist with the completion of contracts, approve all invoices for payment, maintain insurance policies and prepare an annual budget.
- e. Responsible for tax return filings with the Franchise Tax Board and Internal Revenue Service.
- f. Responsible for annual filings with the Secretary of State and Registry of Charitable Trusts.
- g. Perform such other duties as may be assigned by the President or the Board.

Sect 9. Duties of Registrar. The duties of the Registrar shall be to:

- a. Administer the registration of players and teams with the United States Soccer Federations and its affiliated organizations.

- b. Administer travel documents.
- c. Maintain team rosters including add-on players, dropped players and transfers.
- d. Administer attendance records at tryouts, and co-ordinate player releases.
- e. Perform such other duties as may be assigned by the President or the Board.

Sect 10. Compensation for Directors. Directors shall serve without compensation. However, Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 14 of this Article.

Sect 11. Vacancies. Vacancies on the Board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director shall be removed from office upon resignation or may be removed by a 2/3-majority vote of the Board, after three consecutive unexcused absences from Board meetings.

Subject to Board approval, the President shall nominate suitable candidates to fill vacant positions on the Board. In the event that the position of President becomes vacant, the Vice President shall fill the position for the remaining term of the President. Subject to Board approval, the substitute President shall nominate a new Vice President.

Any person duly nominated and approved to fill a vacancy of an elected position will become an elected director by virtue of office being assumed and will serve out the remainder of the elected term.

Sect 12. Non-Liability of Officers and Directors. The officers and directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Sect 13. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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

Sect 14. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law 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 corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE III

MEETINGS

Sect 1. Meetings of the Board of Directors. The Board of Directors shall meet regularly on a quarterly basis at a time and place made known in advance to each of the directors of the Board. The

schedule may be reviewed at subsequent meetings.

- Sect 2. Place of Meetings. Meetings shall be held at the principal office of the corporation, unless otherwise provided by the Board.
- Sect 3. Special Meetings. Special meetings of the Board may be called by the President. Notice shall be given in order that Board members may attend. The special meeting shall take up only that business for which the meeting is called.
- Sect 4. Notice of Meetings. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours' notice delivered by mail, telephone (including the Board of Director's voice mail system), fax or email.
- Sect 5. Contents of Notice. Notice of meetings not herein described shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.
- Sect 6. Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Sect 7. Quorum for Meetings. A quorum shall be four of the elected Board of Directors. Each director shall have one vote and must be present to vote. Decisions will be made by 2/3-majority vote.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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

- Sect 8. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

- Section 9. Conduct of Meetings. The President or his/her designate shall preside over Board meetings.

- Sect 10. Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested" director as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the

Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Sect 11. Annual General Meeting. The President's call for an Annual General Meeting (A.G.M.) of the membership is the decision of the Board of Director. An annual A.G.M may or may not be held if not seen necessary by the Board. Notification of the date of the meeting shall be sent to members thirty (30) days in advance of the A.G.M. Candidates for positions up for election must accept a nomination from the Board of Directors or declare their candidacy in writing 15 days in advice of the A.G.M. Amendments to the Constitution, Bylaws and Articles of Incorporation, and other agenda items may be proposed by members of the organization, and must be received by the Board of Directors at least fifteen (15) days in advance of the A.G.M. A meeting agenda shall be sent out five (5) days in advance of the meeting and shall include details of all proposed amendments to the Constitution, Bylaws and Articles of Incorporation. The notification shall also include recommendations by the Board for ratification or disapproval of the changes proposed by members. The Board of Directors shall be responsible for finalizing the meeting agenda.

The order of business at the A.G.M. shall generally be as follows:

1. Call to Order
2. Roll Call of the Board of Directors
3. Approval of minutes of previous A.G.M.
4. Reports:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Registrar
 - g. Committees
5. Old Business
6. New Business
7. Good of the Game
8. Adjournment

Members of the organization may propose and second motions at the A.G.M. Members of the organization may cast votes for or against motions duly made and seconded at the meeting. Except for changes to the Constitution, Bylaws and Articles of Incorporation, motions shall be decided by a 2/3-majority vote of the Board of Directors. Tied votes shall result in the defeat of the motion or amendment.

Sect 12. Amendments. Amendments to the Constitution, Bylaws and Articles of Incorporation of the Newbury Park Soccer Club shall be approved by a 2/3-majority vote of the Board of Directors.

Sect 13. Voting by Proxy. Voting by proxy shall not be allowed. The Board of Directors shall be responsible for ensuring the eligibility of voting members and the accuracy of voting procedures.

ARTICLE IV

COACHES AND TRAINERS

Sect 1. Director of Coaching. The Director of Coaching will be appointed by the Board of Directors and

may serve as a director on the Board if appropriate. The duties of the Director of Coaching shall be:

- a. Establish a consistent player development philosophy and oversee the implementation of this philosophy with Club coaches and Boys' and Girls' Coaching Coordinators.
- b. Attend monthly Board of Directors meetings.
- c. Supply appropriate substitute coach for tournaments, games or practice sessions when regular team coach is absent.
- d. Develop recruitment policies that support Club philosophy and labor laws.
- d. Prepare and monitor coach evaluation process.
- f. Retain qualified coaches.
- g. Submit recommended coaches for Board approval.
- h. Perform other such duties deemed reasonable by the Board of Directors as needed.

Sect 2. Coaches and Trainers. The Board shall be responsible for appointing all coaches and approving all trainers for the Newbury Park Soccer Club teams. Coaches shall be underwritten independent contractor contract or agreement with their respective teams and the Newbury Park Soccer Club. Trainers shall be under written contract or agreement with their respective teams where appropriate.

Sect 3. Coach Selection and Retention. The Board shall review and approve as appropriate the recommendations for qualified and able coaches submitted by the Director of Coaching or the coaching coordinators.

Coaches who have been unable to meet the defined responsibilities and qualifications shall be subject to review by the Board. This review may result in actions, which may include, but are not limited to:

- a. Dismissal or request for coach's resignation.
- b. A probation period (as determined by the Board and not to exceed one playing season).
- c. Subjection to written development guidelines for improvement. These guidelines would include recommendations for improvements of deficiencies, and would be developed by the President or the coaching coordinators(s).

Sect 4. Coaching Responsibilities. Coaching responsibilities shall include at least the following duties:

Develop soccer skill levels appropriate for the particular age level of the team, to produce a team that can compete at the competitive level within the United States Soccer Federations and its affiliated organizations. This duty could include, but is not limited to, appropriate training and practice sessions, scrimmages, games, etc., designed to improve the skill level of the team.

Provide guidance in regards to the conduct of the youth and adult members of the team, that is in the best interest of the Newbury Park Soccer Club and is conducive to the spirit of the game (such as good sportsmanship at games, etc.).

Assist with supervision of the youth members of the team at Newbury Park Soccer Club activities and soccer related activities involving the team (such as out of town tournaments, etc.).

Sect 5. Coaching Qualifications. In approving a coach, the Board of Directors shall take into account qualifications such as education, coaching experience, playing experience and coaching license. Through Newbury Park Soccer Club's affiliations, coaches are required to hold a D-license from United States Soccer Federations and its affiliated organizations. The Newbury Park Soccer Club strongly encourages all of its coaches to obtain the highest level coaching license they are

capable of receiving.

- Sect 6. Trainers. Team Trainers shall be subject to approval by the Board of Directors, and shall have appropriate qualifications.

ARTICLE V

TEAM MANAGERS

- Sect 1. Team Managers. Team Managers shall be recommended by the team coach and/or team parents.

- Sect 2. Duties of Team Managers. The duties of the Team Managers shall be to:

- a. Coordinate all non-coaching activities of the team.
- b. Coordinate player and team documentation required for league and tournament applications and play.
- c. Coordinate team finances and fundraisers.
- d. Communicate Club related information to parents and players.
- e. Perform such other duties as may be required by the Coach or the Board of Directors

ARTICLE VI

COORDINATORS

- Sect 1. Boys' and Girls' Coaching Coordinators. The Director of Coaching may recommend two qualified coaches for the Boys' and Girls' Coaching Coordinator positions for approval by the Board of Directors. The duties of the Boys' and Girls' Coaching Coordinators will be:

- a. Establish a consistent player development philosophy and oversee the implementation of this philosophy with Club coaches and Director of Coaching.
- b. Work with coaching staff and individual teams to maintain direction of technical and tactical coaching focus.
- c. Work with Director of Coaching to supply appropriate substitute coach for tournaments, games or practice sessions when regular team coach is absent. If no appropriate coach is available, then Coordinator will coach the team.
- g. Attend quarterly Board of Director meetings if Director of Coaching is unavailable.
- h. The Coaching Coordinators will report to the Board of Directors of the Newbury Park Soccer Club. They will be responsible for 1. directing 2. evaluating 3. hiring and 4. dismissing coaches of the Newbury Park Soccer Club. Items 3 will require the approval of a majority of members of the Board of Directors, so long as any approval includes the affirmative vote of the President of the Newbury Park Soccer Club.
- i. Perform other duties deemed reasonable by the Director of Coaching and Board of Directors as needed.

- Sect 2. Referee Coordinator. The referee coordinator shall be responsible for arranging for referees to officiate at all home games for Newbury Park Soccer Club teams.

- Sect 3. Field Coordinator. The field coordinator shall be responsible for arranging for practice fields, and lights during winter schedules, for Newbury Park Soccer Club teams.

ARTICLE VII

STANDING COMMITTEES

Sect 1. Tryout Committee. The tryout committee shall be responsible for holding tryouts for team selection.

ARTICLE VIII

COMMITTEES

- Sect 1. Executive Committee. The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:
- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or a majority of all of the members.
 - (b) The filling of vacancies on the board or on any committee which has the authority of the Board.
 - (c) The fixing of compensation of the directors for serving on the Board or on any committee.
 - (d) The amendment or repeal of 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.
 - (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
 - (h) The approval of any transaction to which this corporation is a party in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

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

Sect 2. Other Committees. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in advisory capacity only to the board and shall be clearly titled as "advisory" committees.

Sect 3 Meetings and Action of Committees. Meeting and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE IX

DISCIPLINARY ACTION

Sect 1. Disciplinary Action. The Board shall have the right to refuse, restrict, or revoke membership in the Newbury Park Soccer Club for conduct that is found to be not in the best interest of the Club

or the United States Soccer Federations and its affiliated organizations. The Board of Directors, by a two-thirds majority vote, can subject any member of the Newbury Park Soccer Club to disciplinary action for conduct that is found to be not in the best interest of Newbury Park Soccer Club. The Board shall give the individual due written notice and the appropriate opportunity to refute charges and defend their conduct. The disciplinary action may include exclusion of the individual from the Newbury Park Soccer Club related activities for a defined period of time as determined by the Board.

No person(s) associated with the operation of the United States Soccer Federations and its affiliated organizations at any level may invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the United States Soccer Federations and its affiliated organizations

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- Sect 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name 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.
- Sect 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.
- Sect 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- Sect 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE XI

CORPORATE RECORDS, REPORTS AND SEAL

- Sect 1. Maintenance of Corporate Records. The secretary of the corporation shall keep:
- (a) Minutes of all meetings of directors and, if this corporation has members, of all meetings of voting members, 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;
 - (c) A record of its voting members, if any indicating their names and address and, if applicable, the class of membership held by each member and the termination date of any membership;
 - (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- Sect 2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate

instruments, however, shall not affect the validity of such instrument.

Sect 3. Annual Report. The Board shall cause an annual report to be available at the A.G.M., which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities; including trust funds, during the fiscal year;
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the corporation, both general and restricted purposes, during the fiscal year;

ARTICLE XII

FISCAL YEAR

Sect 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first (1st) of January and end on the thirty-first (31st) of December in each year.

ARTICLE XIII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Sect 1. Prohibition Against Sharing Corporate Profits and Assets. No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.