



ATTACHMENT C : RESOLUTION 2014.2

MEMBERSHIP RESOLUTION OF
SAN FRANCISCO YOUTH SOCCER
APPROVING AMENDED BYLAWS

DULY PASSED ON FEBRUARY 11TH, 2014

AMENDMENT OF BYLAWS

WHEREAS, The league has expanded its programs to serve the youth soccer community of San Francisco; and

WHEREAS, The membership desires the flexibility to insure its players, coaches, and teams through whichever USSF-affiliated insurance system best meets its needs; and

WHEREAS, The membership wants to strengthen protections so that our board cannot be taken over by a single club or by paid coaches; and

WHEREAS, The membership wants the ability to have annual meetings online rather than in-person, at least when there is little or no known opposition to proposed resolutions; therefore be it

RESOLVED, That the membership accepts the amended bylaws, and be it further

RESOLVED, That the directors of San Francisco Youth Soccer are, and each acting alone is, hereby authorized and directed to take such further action as may be necessary, appropriate and advisable to implement this resolution and amendment and any such prior actions are hereby ratified, and

WE, the membership, hereby certify that San Francisco Youth Soccer, is comprised of 454 members, of whom 233, constituting a quorum, were present at an Annual General Meeting duly and regularly called, noticed, and convened and held this 11th day of February, 2014, and that the foregoing resolution was duly adopted at said meeting by the affirmative vote of 229 members, and opposed by 2 members, and that the Resolution has been duly recorded in the minutes and is in due force and effect.

San Francisco Youth Soccer BYLAWS

Adopted 03/01/1999

Revised 01/24/2010

Revised 02/11/2014

ARTICLE 1: Name

The name of this corporation shall be **San Francisco Youth Soccer** (hereinafter, the “Association”), a California nonprofit corporation formed and operating under Parts 1 and 2 of Division 2 of the California Corporations Code. This Association is a tax-exempt organization under the laws of the United States, and shall maintain its tax-exempt status.

ARTICLE 2: Boundaries & Territories

The territory of this Association’s membership shall be the City and County of San Francisco, California.

ARTICLE 3: Objective & Purpose

The purpose of this Association shall be to develop, promote and administer the game of soccer among youth (boys and girls under nineteen (19) years of age), regardless of race, color, religion, age, sex, or national origin within the territory of this Association.

This Association represents the entire city of San Francisco, and is a custodian of the public trust in balancing the needs of a very diverse community. Our youth come from neighborhoods throughout San Francisco, and from all manner of schools, churches, soccer clubs, friends networks, and sports programs. We have found common ground on the soccer pitch.

This Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from federal income taxation.

ARTICLE 4: Scope

To accomplish the above objective, this Association will provide a variety of soccer leagues and programs for players, teams, soccer clubs, and organizations promoting youth soccer in the territory. These currently include, but are not limited to:

- 1) A recreational youth league for players aged U8 to U14;
- 2) A regional competitive league for players U8 to U14;
- 3) Guest play support for our registered teams/players in other recreational leagues

- within the territory or in adjacent territories;
- 4) Organized playing opportunities for high-school-age youth;
 - 5) Sponsoring and supporting competitive teams aged U10 through U19 playing in regional competitive leagues and tournaments;
 - 6) Marketing and field support to develop competitive teams;
 - 7) Youth referee training and employment;
 - 8) Coach and player training through classes and clinics.
 - 9) Efforts to provide ample free and low-cost soccer-learning and playing opportunities for at-risk and under-served youth.

Other players, teams, soccer clubs and organizations from outside of the territory may participate in the leagues of this Association according to our rules and regulations, but will not be voting members of this Association.

This Association shall make every effort to provide equal benefits to all registered participants.

This Association shall maintain first and foremost, that development of youth as future leaders of our community is of prime importance.

ARTICLE 5: Affiliation

For most of its programs and leagues, this Association shall register its players, teams and leagues with an affiliated branch of the United States Soccer Federation (USSF) and comply with USSF's rules and regulations.

ARTICLE 6: Authorities

1. This Association shall be governed, in order of precedence, by its Articles, Bylaws and Rules & Regulations except when these are superseded by the Rules & Regulations of the USSF organization with which the league or program is affiliated.
2. The membership of this Association may from time to time adopt, amend and repeal its Articles, Bylaws or Rules & Regulations as provided herein and as allowed by law.
3. The governing authority of this Association, whose powers shall be designated in the Bylaws, shall be vested with the Board of Directors of this Association.

ARTICLE 7: Membership

Membership in this Association runs from August 1st of any given year through July 31st of the following year. Members shall consist of each current director and current officer of the leagues and the team manager of each team this Association registers and insures within the territory. The term "member" includes the proxy holder of a member. As a condition of membership, each team, its players, coaches, officials, parents and others associated with the team shall abide by the Articles and Bylaws of this Association and the Rules & Regulations of its leagues and

programs and all applicable rules and regulations of other organizations with which the teams are affiliated. Any agreement, waiver or acknowledgment by a team required herein shall represent and mean the agreement, waiver or acknowledgment of each individual associated with the team. A team shall be responsible and accountable for the conduct of each of its associated individuals.

ARTICLE 8: Annual General Meeting (“AGM”)

1. During the seasonal year (currently August 1 through July 31), the President of this Association shall call for an AGM of the voting membership, to be held no later than February 28th. Written notification shall be to all voting members not less than thirty (30) days nor more than ninety (90) days prior to the AGM. New business, including a specific resolution and supporting statement to change the Articles, Bylaws or Rules & Regulations of its leagues or programs, to be considered at the AGM must be submitted in writing to the Association office at least twenty-one (21) days prior to the AGM. The AGM agenda shall be posted on the web site at least fourteen (14) days prior to the AGM. Except as otherwise provided herein (e.g. see Changes, below), fifty (50) voting members or their proxy holders present at the AGM shall constitute a quorum. Except as otherwise provided herein (e.g. see Changes, below), approval of actions taken at the AGM shall be by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present. The President of this Association, or in his or her absence, the Secretary, shall preside at the AGM.

2. The AGM may be held online or by teleconference, and votes may be cast online, when the following conditions are met:

A. No rules change proposals or resolutions to be voted on at the AGM conflict with each other;

B. No known opposition to resolutions, signed by 15% or more of the membership, has been filed with the Association office at least seven (7) days prior to the AGM;

C. The online technology utilized to cast votes ensures that the provisions set forth in Section 4 herein are met.

3. The order of business at the AGM may be as follows:

A. Call to Order;

B. Roll Call of Directors and Officers;

C. Credentials Report;

D. Introduction of Guests;

E. Acceptance of Minutes of the previous AGM;

F. Reports:

1. President

2. Chief Financial Officer

3. Secretary

4. Registrar

5. Committees

G. Unfinished Business;

- H. Proposals for change of Articles, Bylaws and/or general procedures and specific rules;
- I. New Business;
- J. Election of Directors;
- K. Good of the Game;
- L. Adjournment.

4. The team manager of each registered team within the territory (or his or her proxy holder age 18 or older as evidenced by any informal writing signed and dated by the head coach or team manager), each current member of the Board of Directors and each current officer shall be entitled to one (1) vote. No individual shall have more than one vote. Only teams which registered during the current seasonal year (currently from August 1 through the following July 31) and only those members of record in good standing and who are present themselves or are duly represented by a proxy holder at the AGM shall be entitled to voting privileges. Except as concerns the election of directors, voting may be by show of hands which in the opinion of the chairperson represent the necessary votes for or against, provided that any member may demand an actual count of votes for and against and provided further that a majority of the members present may demand before voting on a matter that voting be by secret written ballot.

5. Members may nominate any individual to hold any of the mandatory or optional offices in the organization except for the office of President/Chairperson. Each individual entitled to vote may vote for directorship candidates up to the maximum number of directors permitted by these bylaws (currently 15) to be elected, one vote per candidate. To be elected to a directorship, a candidate must receive votes equal to at least 20% of the members present, in person or by proxy, at the AGM. Voting for directors shall be by ballot. Candidates receiving the highest number of votes are elected subject to the limits in Article 10, Section 2.

6. The outgoing board may present a slate of candidates for directors and officers at the AGM without being made or seconded from the floor. A member nominating a candidate from the floor or by write-in shall affirm that the candidate has agreed to serve if elected. The chairperson shall cast a vote on a matter, other than an election of directors and officers, only in the event of a tie.

7. In the event there are two or more rule change proposals or resolutions to be voted on at the AGM that conflict with each other and each is passed, the rule change proposal that receives the greatest number of "yes" votes shall prevail. The chairperson shall determine if there is a conflict situation and identify to the membership the conflicting proposals before any is voted on.

8. With the approval of the members voting in the AGM, modifications to proposals or resolutions duly noticed for the AGM may be made prior to the matter being voted upon.

ARTICLE 9: Changes

1. Any current member of this Association may submit proposed changes to the existing Articles, Bylaws and Rules & Regulations (the "governing documents") to be considered as new business at the AGM. The board shall determine in its sole discretion to which governing document the

proposed change is directed.

2. Changes to the Articles and Bylaws shall be made at the AGM. Changes to the Rules & Regulations may also be made at the AGM or, at any time, by the board provided that changes made by the board shall not be in conflict with the purpose and intent of any AGM approved Rules & Regulations.

3. Any change to the Articles or Bylaws shall be deemed adopted by an affirmative vote of two-thirds of the members attending and voting at the AGM where at least one-third of all members (including members represented by proxy holders) of the Association are present. Any change to the Rules & Regulations shall be deemed adopted by an affirmative vote of a majority of the members attending and voting at the AGM where at least fifty (50) members (including members represented by proxy holders) of the Association are present.

4. Any and all changes to the Articles or Bylaws adopted at the AGM shall become effective at the beginning of the next Association Tax Year (below defined). Any and all changes to the Rules & Regulations adopted at the AGM shall become effective immediately unless a different effective date is specified as part of the change, which different date shall then be the effective date.

5. Notwithstanding any provision herein to the contrary, changes to the Articles, Bylaws and Rules & Regulations necessary to maintain the tax-exempt status of the Association or its affiliations may be made by board action and without the consent of the membership.

ARTICLE 10: Board of Directors

1. The Board of Directors shall consist of not less than three (3) or more than twenty (20) individual directors who shall be elected at the AGM. The exact number of directors to be elected each year shall be set by the board at least one month prior to the AGM. Vacancies on the board can be filled at other times by an individual who is (1) nominated by the President and (2) approved by the current Association board.

2. To preserve the Association's ability to support the entire membership, the make-up of the Board shall have the following safeguards:

- a) No more than two (2) directors can concurrently hold a board positions on any single other soccer club or organization;
- b) The number of directors who, in total, hold board positions on other soccer clubs or organizations must remain a minority;
- c) The proportion of Directors who serve as paid for-hire coaches in this Association's leagues or programs must remain below 35%.

Should more directors be or become directors of another soccer entity or paid for-hire coaches of this Association in violation of the foregoing sentences, the director (or directors) who was mostly recently appointed or, if all directors were appointed at the AGM, the director who

received the fewest votes at the AGM, will be required to resign or her/his directorship shall automatically terminate as though s/he had resigned. A director shall serve from the later of March 1st to the next March 1st (the Organization's Tax Year) or until the next AGM. A director may be elected to successive terms.

3. In the event that the President becomes unable to serve, the Secretary shall serve unless and until the Board of Directors shall meet and elect a new President/Chairperson of the Board from their number. In the event that a director becomes unable to serve, a new director can be selected by the Board of Directors. If a director fails to attend two consecutive, properly noticed regular and/or special board meetings, and which consecutive meetings are more than 30 days apart, without prior approval of the board, he/she may be removed as a director and/or officer by a majority vote of the other directors. In all other cases, a director of the board may be removed only by a majority vote of the members at a properly noticed special general meeting. In the event that a director is removed, a new Director can be selected by the members at the special general meeting.

4. Within 30 days after assuming office, the Board of Directors shall adopt an operating budget for the Association, which budget may be amended from time to time in its discretion.

5. Immediately after assuming office, the newly elected Board of Directors shall convene a first board meeting and elect the President/Chairperson of the Board from their number.

6. The activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The board has delegated the management of the Association to the President and may delegate certain matters to committees from time to time provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the board, including, without limitation, concerning the following:

- A. Being familiar with, interpreting and enforcing the Articles, Bylaws and Rules & Regulations of its leagues and programs and all applicable rules and regulations of the organizations with which the leagues are affiliated.
- B. Ensuring formation of registered teams consistent with league and/or USSF guidelines.
- C. Ensuring proper registration of all players, coaches and teams.
- D. Ensuring proper accounting of fiscal transactions.
- E. Sanctioning travel of member teams for any competitions played out of the organization's boundaries.
- F. Establishing Rules & Regulations for all teams registered with its leagues.
- G. Establishing playing rules for league play of Recreational and Developmental teams.
- H. Providing appropriate levels of competition within the Association for all players within the boundaries of the Association.
- I. Providing opportunities of play for all eligible youth within the boundaries of the Association.
- J. Investing the funds of the Association in accordance with the prudent businessperson

rule and as allowed by law and regulations, particularly such laws and regulations governing investments by tax exempt and public benefit entities including the provisions of Corporations Code Section 5240.

7. The Board of Directors shall have the right and authority to suspend or bar completely from participation in leagues or programs or otherwise reasonably discipline any team, player, coach, manager, team assistant, parent or spectator, league official or any other person associated with the operation of this Association or any of its member organizations.

ARTICLE 11: Association Officers

1. The President shall appoint the remaining mandatory Association officers to the extent these offices are not filled at the AGM. The President may also create and staff additional optional officer positions which offices will expire at the conclusion of his or her term.

2. The mandatory officers of the Association are as follows:

A. President: The President shall conduct all meetings of the Board of Directors and the members. The President may appoint, at the beginning of each Tax year, any standing committees and committee chairmen. The President, or his/her designee, shall represent the Association at USSF affiliate meetings as required.

B. Secretary: The Secretary shall keep an accurate record of all meetings, handle all correspondence, give notice of meetings and maintain the files of the Association. The Secretary shall be responsible for the preparation of the annual report.

C. The Chief Financial Officer: Except as otherwise specifically provided herein, the Chief Financial Officer shall expend Association funds only as provided for in the annual operating budget of the Association (as amended from time to time) adopted by the Board of Directors or pursuant to a resolution of the Board of Directors. The Chief Financial Officer shall provide a receipt and shall deposit in a recognized bank in the name of this Association all monies received. All accounts shall be paid by check or wire transfer and, if the amount exceeds \$500, shall be authorized by two persons, one of whom will be the Chief Financial Officer, the President or other board member approved by the board to authorize payment. The receipt book and vouchers shall be produced when required by the Board of Directors, properly balanced according to the bankbook or statement, whichever is up to date. The Chief Financial Officer shall be responsible for preparing any and all papers required to maintain the Association's status as a California Nonprofit Public Benefit Corporation. The Chief Financial Officer shall oversee the preparation and timely filing of the Association's U.S. and California informational tax returns.

D. Registrar: The Association Registrar shall assure that all of the Association's players, coaches and teams are properly registered with the Association and, as appropriate, any organizations with which the Association is affiliated, and that all required fees have

been properly paid and recorded.

3. The optional officers of the Association can include, but are not limited to: Vice Presidents in charge of league or Association programs, Age Group Commissioners, and others as required and deemed important by the President.

4. Officers shall serve for a term concurrent with the Association's Tax Year. An individual may hold two or more offices concurrently except the President or chairperson of the board may not currently act as the Secretary or Chief Financial Officer. The board may remove any individual from office(s) with or without cause except for an officer approved by the members at an AGM, which officers may only be removed prior to expiration of their terms at a special general meeting of the members by a majority vote. At the discretion of the Board of Directors, any of the Association's officer positions may be held concurrently by more than one person, each of whom shall be deemed to hold the particular office for all purposes herein and relating to the Association, and all of whom shall share the duties of the particular office as described herein. Those persons serving concurrently at any time as a particular officer of the Association may jointly delegate any specific duties of the particular office to a specific person serving in such office.

ARTICLE 12: Standing Committees

The following standing committees, and other committees as needed, may be appointed yearly by the President.

- A. Rules and Revisions Committee
- B. Fair Play Committee
- C. Registration Committee
- D. Credentials Committee

ARTICLE 13: Annual Membership

Each team, player, coach and/or other team official applying for membership in an Association program shall submit yearly, with the appropriate fee(s), properly completed registration forms for the team, player, coach and/or other team official, prepared in accordance with the registration instructions and procedures for the Association and/or affiliated USSF organization.

ARTICLE 14: Board Meetings and Special General Meetings

1. Regular meetings of the Board of Directors will be held at least quarterly. Meetings can be held in person or by telephonic or video conferencing.
2. A Special General Meeting may be called by the President of the Association or any four members of its Board of Directors for the purpose of removing any AGM-installed officer or Director of the Association provided that all voting members are notified in writing at least thirty (30) days prior to said meeting of the time, date, location and purpose of said meeting.

Only the specific matter defined in the written notice may be decided by vote at this meeting. Credentials, voting procedures and voting rights at any special general meeting shall be the same as at the AGM as defined in these Bylaws.

3. At all meetings of the Board of Directors, fifty percent (50%) of the membership of Board of Directors shall constitute a quorum for the transaction of business. A director may not appear or vote by proxy. Meetings and attendance may be by conference call.

ARTICLE 15: Seasonal and Tax Year

The seasonal year for membership/registration shall be as determined by the organizations with which the Association is affiliated (currently from August 1 through July 31). The Tax Year of the Association shall be from March 1 to February 28 of the subsequent seasonal year.

ARTICLE 16: Expulsion, Suspension or Termination

1. The Board shall have the power to expel, suspend or terminate from the Association a member team for the acts or conduct of its players, coaches, officials, parents and others associated with team that represent violent, dangerous, wanton, intentional, reckless or grossly negligent acts or behavior at Association venues or events; serious violations of the Articles, Bylaws or Rules & Regulations of the Association; open disregard for Association officials and referees; other misconduct of a significant nature; or other substantive grounds which are contrary to the best interests of the Association and its purposes.

2. Any expulsion, suspension or termination of a member team will be done in good faith and in a fair and reasonable manner, including that at a minimum a member team subject to expulsion, suspension or termination shall be given at least fifteen (15) days prior notice of the intended expulsion, suspension or termination and the reasons therefore; and such member team will be given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or body authorized by the board to decide that the proposed expulsion, termination or suspension not take place. Subject to the foregoing sentences, any decision by the Board regarding the expulsion, suspension or termination of a member team will be final, binding and non-appealable. Any Association playing fees or other fees paid by a team subject to expulsion, suspension or termination are nonrefundable.

3. This Article does not apply to discipline arising from issuance of red cards or the discipline of individuals by the board as permitted by the Bylaws and its Rules & Regulations.

ARTICLE 17: General Liability Insurance Policy

In addition to other insurance required by its affiliated leagues, this Association shall maintain a general liability insurance policy currently in an amount sufficient under the provisions of California Corporations Code Section 5047.5 to invoke its protections for the benefit of noncompensated directors and officers of the Association.

ARTICLE 18: Indemnification

1. To the fullest extent permitted by law, this Association shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly holding any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this Bylaw, shall have the same meaning as in that Section of the Corporations Code. On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law, expenses incurred by a person seeking indemnification under Article 18 of these Bylaws in defending any proceeding covered by that Article shall be advanced by the Association before final disposition of the proceeding.

ARTICLE 19: Dissolution

Should this Association be dissolved, all assets remaining after payment of all debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for the purpose of the development of youth soccer within the City and County of San Francisco and that has established its exempt status under the Internal Revenue Code.

ARTICLE 20: Rules of Order

The chair of any meeting of the Association may proceed under informal rules of order adopted by the chair, unless a majority of the participants demand that the meeting proceed under formal rules of order, in which event Robert's Rules of Order, latest authorized addition, shall be followed insofar as such rules are not inconsistent with or in conflict with the Articles, Bylaws and Rules & Regulations of this Association or of any organization with which this Association is affiliated. Failure to follow Robert's Rules of Order shall not invalidate any action taken at a meeting unless said rules were in effect at the meeting, a rule of order was not followed and an objection was made at the time.

ARTICLE 21: Limit of Liability, Responsibility to Inspect and Waiver of Unsafe Conditions

The Association shall not be responsible or liable for any injuries received by any person associated with a member team on any fields or other places used by it. Each team, coach, other team officials and player's parent acknowledges that the Association does not own, control or maintain the fields, including the goals, on which Association games are played, and that the Association by scheduling a game on a field is not representing that the field is safe for play.

Each team, coach, other team official and player's parent agrees that it is their responsibility to inspect each field before play to determine if the field is in safe condition, and by playing on the field accepts the field in its condition and waives any claim against the Association for any injuries or damages resulting from the condition of the field, including the goals.

ARTICLE 22: Statutory References

References to Sections of the California Corporations Code shall be deemed to include any amendments and successors to such Sections.

ARTICLE 23: Ratification

These Bylaws were originally adopted on March 1, 1999, by the Incorporator of the Association, Joseph Powell, Incorporator.