

# BY LAWS

Of the

## LEMOORE YOUTH SOCCER LEAGUE

### ARTICLE I. NAME

- 1.02. Principal Office.** The name of this California Nonprofit Corporation (“Corporation”) is the Lemoore Youth Soccer League.

### ARTICLE II OFFICES

- 2.01. Principal Office.** The principle office of the Corporation for its transactions of business is located within its designated boundaries. The board of Directors shall fix the location of the principal executive office of the Corporation at any place within the State of California. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another. Any such change shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws.

### ARTICLE III MEMBERS

- 3.01. Members.** For purposes of determining voting and other rights granted pursuant to these Bylaws, the Members of this Corporation shall consist of the following:
- a. Each of the soccer teams then registered with Corporation (“Teams”), acting directly through either its (i) registered head coach; or (ii) registered assistant coach;
  - b. Each of the then acting Directors of the Corporation; and
  - c. Any one (1) parent or legal guardian of each of the players then registered with the Corporation.
- 3.02. Limitations on Membership.** Notwithstanding the provisions of Section 3.01 hereinabove, no one (1) individual may act as a Member of this Corporation in more than any one (1) of the capacities set forth in sections 3.01.a, b. and c. at any one (1) time.
- 3.03. Annual Meetings.** The annual meeting of the Corporation’s members shall be held at the principal office of the Corporation or at another place determined from time to time by the Board of Directors. The annual meeting shall be scheduled within two (2) months of the end of the calendar year as determined by the Board of Directors. The annual meeting shall be for the purpose of electing directors and considering reports. On due notice, matters that can properly be considered and acted on at a special meeting shall also be considered as, and shall be, a

special meeting. If the annual meeting is not held, or if directors are not elected at the annual meeting, a special meeting may be called and held for that purpose.

- 3.04. Special Meetings.** Special members' meetings may be call by the President or a Vice –President; by the board of Directors pursuant to a meeting of the Board; by a majority of the directors acting without a meeting; or by any person or persons who hold not less than twenty-five percent (25%) of all outstanding membership interest and entitled to be voted on any proposal to be submitted at the meeting. On written request by any person or persons entitled to call a members' meeting, made by registered or certified mail or delivered in person to the Secretary, the Secretary shall provide the members with notice of a meeting. If the Secretary fails to set the meeting and give notice of it within twenty (20) days after the delivery of the request, the person or persons requesting meeting may fix the time of the meeting and give notice in the manner provided herein. No business other than that specified in the notice shall be considered at any special meeting.
- 3.05. Notice of Meetings.**Notice of annual or special members' meetings, stating the time, place, and in the case of special meetings, the object or objects of the meetings, shall be given by or at the direction of the President, Vice-President, Secretary, or Assistant Secretary to each member of record entitled to vote at the meeting. The record date for the determination of members who are entitled to vote at any meeting shall be the close of business on the date preceding the date on which notice is given. Notice shall be given/posted not less than ten (10) or more than thirty (30) days before the date fixed for the meeting to the member's address on the books of the Corporation. No failure or irregularity of notice of meeting shall invalidate the meeting or any proceeding or action taken at the meeting, and actual attendance at any meeting without protest prior to commencement of the meeting shall constitute a waiver. Notice of meetings may be waived by any member or by all the members pursuant to law.
- 3.06. Quorum.** Unless otherwise provided by statute, the Articles, or these Bylaws, the members of record entitled to vote, represented in person, shall constitute a quorum sufficient for the taking of any action submitted to a vote at a meeting of the members.
- 3.07. Voting.** Unless otherwise provided by statute, the Articles, or these Bylaws, members at the close of business on the record date are entitled to notice and to vote. Unless otherwise provided by statute, the Articles, or these Bylaws, a majority of the persons entitled to vote, represented in person, shall control in the determination of any matter submitted to a vote at a meeting of the members.
- 3.08. Voting Trusts and Proxies.** Members may not enter into voting trusts, proxies, or any other arrangement vesting authority to exercise the voting power. Any voting trust, proxy, or other arrangement shall be null and void.
- 3.09. Adjournment.** At any meeting, the members present in person, whether or not a quorum, may adjourn the meeting from time to time.

**3.10. Action Without Meeting.** Any action that may be authorized or taken at a members' meeting may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing signed by, all of the members who would be entitled to notice of a meeting for that purpose. The writing shall be filed with or entered on the records of the Corporation.

## ARTICLE IV. DIRECTORS

- 4.01. Number and Identity.** The Corporation shall have fifteen (15) Directors. Collectively, the Directors shall be known as the Board of Director's ("Board"). The number of Directors may be altered, subject to a majority vote of the Board.
- 4.02. Terms of Office.** Each Director shall hold office for a term of one (1) year from the date of such Director's election, and until such Director's successor is elected. In the event a Director is removed at a Special Meeting of the Board called and held pursuant to Section 5.02.b. such Director shall hold office until his or her removal and his or her successor is elected.
- 4.03. Nomination.** Any person qualified to be a Member under Section 3.01. may be nominated by the method authorized by the Board or by any other method allowed by law.
- 4.04. Election.** Upon proper nomination, Directors shall be elected at Annual Meetings, as prescribed in Section 3.03.
- 4.05. Compensation.** Except for the reimbursement of expenses that a Director incurs on behalf of the Corporation, any director and or officer to receive payment for their position by the Board of Directors is a nonvoting position.
- 4.06. Duties and Transactions of Board.** The duties of the Board shall include, but are not limited to:
- a. Soliciting contributions and bequests in furtherance of supporting the purposes for which the Corporation is organized, namely, to develop competitive level youth soccer teams, to promote an atmosphere which promotes teamwork, sportsmanship and skilled soccer play, to promote general appreciation for the sport of soccer and to conduct such further activities as may be appropriate for the furtherance of any one or more of such purposes;
  - b. Managing any and all funds obtained by the Corporation, including, but not limited to, those funds obtained as contributions and/or bequests; and
  - c. Offering guidance as to the appropriate manner of distribution of any and all aforementioned funds to the Corporation.
- 4.07. Voting.** Except as otherwise provided in the Articles of Incorporation or in these Bylaws, each Director is entitled to one (1) vote on each matter submitted to vote on the Board. Every act or decision done or made by a majority of the Directors present shall be an act of the Board, provided however, any meeting at which a quorum was initially present may continue to

transact business notwithstanding the withdrawal of the Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles of Incorporation, or these Bylaws.

**4.08. Removal of Directors.** Subject to any other relevant provisions of these Bylaws:

- a. The Board may declare vacant the office of a Director on the occurrence of any of the following events:
  1. The Director has been found by a final order or judgment or any court to have breached duties imposed by the Corporations Code on directors who perform functions with respect to assets held by a public benefit corporation.
  2. The director has been convicted of a felony.
- b. Any or all of the Directors may be removed without cause. Such removal shall be approved by a majority of all Directors pursuant to Section 5033 of the Corporations Code. The Director whose removal is proposed shall not have a vote for purposes of approving such a removal.
- c. Any Director may resign effective immediately upon giving written notice to the Board, unless the notice specifies a later time for effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**4.09. Vacancies on the Board**

- a. Vacancies on the Board shall exist on the death resignation, or removal of any Director, whenever the number of authorized Directors is increased.
- b. Except for a vacancy created by the removal of a Director pursuant to Section 4.08., vacancies of Director position on the Board may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum, then by:
  1. The unanimous written consent of the Directors then in office.
  2. the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.07.; or
  3. A sole remaining Director

**4.10. Director Liability.** The liability of the Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permitted under the California law.

## ARTICLE V. MEETINGS OF BOARD OF DIRECTORS

**5.01. Annual Meetings.** Annual Meetings of the Board shall be held two (2) months prior to the end of the Corporation's fiscal year as determined by the Board of Directors each calendar year.

**5.02. Call of Meetings.**

- a. Annual Meetings. Annual Meetings of the Board may be called by the President, or, in his/her absence, the Vice-President or, in his/her absence, any two **(2)** Directors of the Corporation.
- b. Special Meetings. Special Meetings of the Board may be called by the President, the Vice-President, the Secretary, the Treasurer, or any two (2) Directors of the Corporation. Special meetings shall be held on four (4) business day's written notice delivered by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of a special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings. All special meetings of the Board pertaining to the California Youth Soccer Association (CYSA) shall follow all applicable rules of the CYSA.

**5.03. Place of Meetings.** All meetings shall be held at the principal office of the Corporation, as it may be changed from time to time as provided by the Board.

**5.04. Notice of Meetings.** Notice of annual or special meetings, stating the time, place and in the case of special meetings, the object or objects of the meetings, shall be given by or at the direction of the President, Vice President, Secretary or Treasurer of the Corporation. Notice shall be given/posted not less than ten (10) or more than thirty (30) days before the date fixed for the meeting to Director's address on the books of the Corporation. No failure or irregularity of notice of meeting shall invalidate the meeting or any proceeding or action taken at the meeting, and actual attendance at any meeting without protest prior to commencement of the meeting shall constitute a waiver. Notice of meetings may be waived by any Director or by all the Directors pursuant to law.

**5.05. Quorum.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of the business, except as provided otherwise herein.

**5.06. Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given to the Directors who were not present at the time of the adjournment, prior to the time of the adjourned meeting.

- 5.07. Conduct of Meetings.** The President shall be the Chief Executive Officer of the Corporation, and, as such, shall act as the Chairperson at all meetings. In his or her absence, any other person chosen by a majority of the voting Director present in person shall be Chairperson of and shall be Chairperson of and shall preside over the meetings of the Board.
- a. the Secretary of the Corporation shall act as the Secretary of all meetings of Board; provided that in his or her absence, the Chairperson of the meetings shall appoint another person to act as Secretary of the meetings of the Board.
  - b. Robert's Rules of Order, as amended from time to time, shall govern meetings of the Board insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or applicable law.
- 5.08. Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the Board, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

## ARTICLE VI. OFFICERS

- 6.01. Number and Titles.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other Officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.
- 6.02. Terms of Office.** Each Officer shall hold office for a term of one (1) year from the date of such Officer's election, and until such Officer's successor is elected. In the event an Officer is removed at a Special Meeting of the Directors called and held pursuant to Section 5.02.b, such Officer shall hold office until his or her removal and his or her successor is elected.
- 6.03. Appointment and Resignation.** The Officers shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights if any, of an officer under any contract of employment. An officer may resign at any time on written notice to the Corporation without prejudice to the right, if any, of the Corporation under any contract to which the Officer is a party.
- 6.04. Officer Expenditures.** Reimbursements for corporate expenditures shall be allowed and provided, conditioned on presentation to the Board of payment receipt(s) noting the type, amount, time and location of said expenditure.

## ARTICLE VII. MISCELLANEOUS PROVISIONS

- 7.01. Record Keeping.** The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of the Board.

**7.02. Reports and Financial Statements.**

- a. Annual Reports. The Board shall cause an annual report to be prepared not later than one hundred twenty (120) calendar days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321 (a) of the Corporations Code and shall be accompanied by a report thereon of independent accountants, or if there is no such report, the certificate of an authorized Officer of the Corporation. The annual report shall be furnished to all Directors and upon written request to the Secretary of the Board, shall be made reasonable available for review to any member of the public.
- b. Regular Reports. The Board shall cause a regular report and financial statement to be presented to all directors present at each of the Corporations' Annual Meetings.

**7.03. Indemnification of Agents.** The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code, or any successor statute) for breach of duty to the Corporation and its members through bylaw provisions or through agreements with the agents, or both, in excess or the indemnification otherwise permitted by Section 317 of the Corporation Code, or any successor statute, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code, or any successor Statute.

**7.04. Amendment of Bylaws & Articles of Incorporation.** The Bylaws and Articles of Incorporation of the Corporation may be altered, amended or repealed, and or new Bylaws or Articles of Incorporation may be adopted, subject to a majority vote of the Board.

**7.05. Separability Clause.** If anything contained in these Bylaws be contrary to law, as the same now exists, or any other law subsequently adopted, then such part shall be eliminated but the remainder shall stand.

**7.06. Dissolution.** In the event of dissolution or winding up of the affairs of the Corporation, all assets remaining after payment of all debts shall be distributed to a non-profit foundation or corporation which is organized and operated exclusively for the purpose of the development of youth activities, as the Board, in its sole discretion, shall determine.