

BYLAWS of

# **COASTAL VALLEY SOCCER CLUB**

A California nonprofit public corporation  
(CVSC)

## **INTRODUCTION**

Coastal Valley Soccer Club, (referred to herein as “CVSC” and “the corporation”) was organized as a Nonprofit Public Benefit Corporation under the General Nonprofit Corporation Law of the State of California. As stated in Article herein of the corporation’s Articles of Incorporation, the specific and primary purposes of CVSC is to promote provide nonprofit, public educational soccer programs and amateur competitions for youth under nineteen (19) years of age for the following reasons: (1) to provide education in the rules and skills of soccer; (2) to provide good, wholesome, competitive fun; (3) to develop youth physically; and (4) to develop all around athletic skills; (5) to develop good character and sportsmanship, (6) to support the development of a Regional Soccer Park in the Santa Maria Valley. These Bylaws govern the operations of the corporation and its management and the relationship between the corporation and its members as they work to achieve the purposes of the corporation

## **CLUB AFFILIATION**

### **Section 1. Governance**

CVSC shall be an affiliated branch of, and operate under the authority of, the United States Soccer Federation (USSF) and the United States Youth Soccer Association (USYSA), and the California Youth Soccer Association – South (Cal South).

### **Section 2. Compliance**

As a Regional Club member of USSF, USYSA, Cal South shall act to be in compliance with all USSF Bylaws, policies, rules, regulations and requirements applicable to all the Regional members. CVSC will cause all its members to comply with the USSF, USYS, Cal South Bylaws, policies, rules, regulations and requirements. CVSC shall not join any organization that has membership requirements that conflict with the USSF articles of incorporation, Bylaws, policies, and requirements.

### **Section 3. Preemption**

To the extent allowed by applicable federal and state law, the articles of incorporation, Bylaws, policies, rules, regulations and requirements of USSF shall preempt and supersede CVSC own Articles of Incorporation, Bylaws and its Rules and Regulations (collectively, referred to herein as its “Governing Documents”) and the decisions of the corporation’s Board of Directors and its members, when there is a material conflict. Where the corporation’s Governing Documents are silent on an issue, the applicable provisions of the USSF governing documents shall be applied.

#### Section 4. Reporting

Pursuant to the reporting policies and requirements of Cal South applicable to all registered league members, CVSC shall do all of the following:

- (1) Submit to Cal South copies of the corporation's current Governing Documents on an annual basis
- (2) Submit to Cal South any amendment to the corporation's Governing Documents, not later than ninety (90) days after its adoption; and
- (3) Submit to Cal South its most current annual reports and financial statements not later than ninety (90) days after the CVSC Fiscal Year end (December 31<sup>st</sup>).
- (3) Register with Cal South, each seasonal year, including the latest listing of the Board of Directors with the names, addresses, telephone numbers and applicable email addresses.
- (4) Renew the Cal South League Application and pay any fees due to CYSA-S by the deadline 31<sup>st</sup> of March.
- (5) Allow Cal South to review its Governing Documents, records, programs and procedures, at least once every two (2) years for the purpose of determining compliance.

### **ARTICLE 1** **OFFICE**

Section 1. PRINCIPAL OFFICE. The Board of Directors shall fix the location of the principal executive office of the corporation any place within the principal office of the corporation for the transaction of its business shall be located in Santa Barbara or San Luis Obispo County, California.

### **ARTICLE 2** **DIRECTORS**

#### Section 1. OFFICERS

The officers of the corporation shall be a President, Executive Vice-President, Secretary, Treasurer, Registrar, Director of Coaches, and Director of Team Managers. These seven (7) directors will be elected annually from affiliated teams and local recreational soccer clubs and collectively they shall be known as the Board of Directors (BOD). The corporation will be known herein as the corporation, the club or as CVSC. Members will be considered any representative of an affiliated team in accordance with Article 11 of these by-laws.

#### Section 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.

The BOD shall have the power to conduct day to day operations of the club. The BOD will not commit the club to amounts greater than \$1000 per individual transaction and must have a 2/3<sup>rd</sup> approval by (4 of 6) sitting BOD members or acting BOD members (as appointed by the BOD) for actions to pass.

### Section 3. DUTIES.

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, or by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, 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 with the secretary of the corporation and notices of meetings mailed or relayed by electronic means to them at such addresses shall be valid notices thereof.

### Section 4. TERMS OF OFFICE

Each director shall hold office for a one year term effective in ~~April~~ March 1st.

### Section 5. COMPENSATION

Registrar(s) shall be compensated annually for each team registered. Amount of compensation shall be reviewed and approved annually with a 2/3<sup>rd</sup> approval by (4 of 6) sitting BOD members. The BOD will meet at least annually to consider compensation for the Director of Coaching or other critical positions and pose a vote of compensation to the members of the club.

### Section 6. RESTRICTIONS (Regarding Interested Directors).

Notwithstanding any other provision of these Bylaws, not more than 2 of 7 of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (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. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the

written consent or electronic mail of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meetings as hereinafter provided for special meetings of the board. Any meeting, regular or special may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can (be) near one another.

#### Section 8. ANNUAL GENERAL MEETING (AGM)

The AGM shall be held on the day and at the hour as determined by the Board of Directors. The AGM will be conducted within the first three months of every calendar year. At the AGM elections of Officers, Subordinate positions and Committee members will be conducted. Also, at this meeting the BOD will review budgets with all Members. A review of the years events will also be discussed with all Members.

#### Section 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the chairperson of the board (also known as the president), the Executive Vice President, the secretary, or by any two directors, and such meetings shall be held at a place within the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

#### Section 10. NOTICE OF MEETINGS

Meetings of the board may be held with forty-eight (48) hours' notice delivered personally or by telephone or other electronic means. If sent by mail or electronic means, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the electronic receiver. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### Section 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

#### Section 12. 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.

#### Section 13. QUORUM OF MEETINGS

A quorum shall consist of one half plus one (50% + 1) of the affiliated team members or 5 of 7 of the BOD. 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. However, a majority of the affiliated team members present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article. The members 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 members 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.

#### Section 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the members 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 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the chairperson of the board (also known as the president), or if no such person has been so designated or, in his or her absence, the (executive) vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by general parliamentary procedures as adopted by the Board, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### Section 16. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner provided under these Bylaws. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Any director may resign effective upon giving written notice to the chairperson (president) of the board, the (executive vice) president, the secretary, or the

Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

### **ARTICLE 3** **DUTIES OF THE BOD**

#### Section 1. GENERAL

The President or Executive President may serve as the chairperson of the board or of general meetings. Neither the Director of Coaching, the Director of Team Managers, the Secretary, the Registrar nor the Treasurer may serve as the chairperson of the board or of an Annual General Meeting.

#### Section 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any director from an affiliated team may serve as officer of this corporation. Officers shall be elected by the Board of Directors at the Annual General Meeting and each officer shall hold office for a one year term effective March 1st, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first.

#### Section 3. AFFILIATE OFFICERS

The Board of Directors may appoint such officers or agents as it may deem desirable, and such officers shall serve terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. The outgoing President shall hold the affiliate officer position of "Past President" and fill that office for a term of not less than one (1) year. The President may annually appoint, with the approval of the Board of Directors, such affiliate officers to designated positions, as the operations of the corporation may require. An affiliate officer, including the "Past President", shall not sit on the Board of Directors as a voting member. These Affiliate Officers will be elected at the AGM, or assigned by the BOD at anytime. These positions include, but are not limited to Webmaster, Assistant Registrar, Bilingual Liaison, CCSL League Liaison, CSL League Liaison, Field Manager, Equipment Manager, Uniform Liaison, Fireworks Stand Director, Tournament Director, Public Affairs Officer and Representative of other local recreational leagues.

#### Section 4. REMOVAL OR RESIGNATION

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president (or executive vice president) or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### Section 5. THE PRESIDENT

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business, operations and the officers of the corporation. He shall preside at the AGM and all other meetings of the members of this corporation, and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall be an ex-officio member of all of the standing committees of the Board of Directors, and the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall only vote in the event of a tie. The President shall keep complete and accurate documentation of all activities of the President, and submit a copy of such documentation to the Secretary, which shall be deemed a part of the official records of this corporation. The President shall tender all such documentation and records to the successor President immediately upon leaving office. The President can also sign checks.

#### Section 6. THE (EXECUTIVE) VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such powers and perform such other duties as, from time to time, may be prescribed for the Vice President by the Board of Directors or by these Bylaws. The Vice President shall evaluate all discipline matters under the jurisdiction of the Board of Directors and make the determination of whether the Board of Directors or the Protest, Appeals and Discipline Committee shall adjudicate the matter. The Vice President shall keep complete and accurate documentation of all the activities of the Vice President, and submit a copy of such documentation to the Secretary, which shall be deemed a part of the official records of this corporation. The Vice President shall tender all such documents and records to the successor Vice President immediately upon leaving office. The Executive Vice President can also be a signatory on all checks.

#### Section 7. DUTIES OF THE SECRETARY

The Secretary shall keep, or cause to be kept, at the principal office of the corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors and members, with the time and place of holding, whether regular or special and if special, how authorized, and notice given, the name of those present at the Directors meetings, committee meetings, members meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members of this corporation, and of the Board of Directors, required by these Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws. The Secretary shall keep, or cause to be kept, a book or books, containing true and correct copies of all documentation submitted to the Secretary by each of the designated officers in this Article IX, as required by these Bylaws to be kept in the official records of this Corporation, and shall maintain and keep said records of this Corporation in an up-to-date status at all times.

#### Section 8. THE TREASURER

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 business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and any other accounts. The books or accounts shall be, at all reasonable times, open to inspection by any Director. The Treasurer shall (a) prepare financial statements on a monthly basis for the Board of Directors and (b) assist the Board in establishing a proposed budget. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse funds of the corporation, as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 9. THE REGISTRAR. The registrar will be responsible for the proper registration of all players, coaches and managers for CVSC. The registrar will maintain the records of the registration, along with proof of registration and verifying certificates of birth for each annual playing season within Cal South. The registrar will account for the players records and be trained IAW the current league of play and state governing rules. The registrar will keep the official roster of each team and issue playing cards on behalf of CVSC.

#### Section 10. THE DIRECTOR OF COACHING (DOC)

The role of the director of coaching is to elevate the quality of coaching and training through all means possible. The director of coaching or DOC will actively recruit and train potential coaches for CVSC. The DOC will work with teams to organize additional training and tryouts as necessary to recruit competitive players.

#### Section 11. THE DIRECTOR OF TEAM MANAGERS

The role of the director of team managers is to guide and oversee the team managers of all CVSC teams. Responsibilities will include providing an orientation for new team managers, updating the CVSC Team Manager Handbook, and providing support for new team managers.

### **ARTICLE 4** **COMMITTEES**

#### Section 1: COMMITTEES

The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are or who are not members of the Board or CVSC. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

#### Section 2. MEETINGS AND ACTIONS OF THE COMMITTEE



Meetings and action of committees shall be governed by, noticed, held and taken 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 Board of Directors may also fix the time for special meetings of committees. 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 5**

### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

#### Section 1. EXECUTION AN 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 the and on behalf of the corporation, and such authority may be general or confined to specific circumstances. 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 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 or the President or Executive Vice-President in absence of the Treasurer.

#### Section 3. DEPOSIT

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.

#### Section 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 6**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### Section 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this Corporation has members, of all meetings of 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 members, if any, indicating their names and addresses 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.

#### Section 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 any such instrument.

#### Section 3. DIRECTORS INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

#### Section 4. MEMBERS INSPECTION RIGHTS (Affiliated teams)

If this corporation has any members (one per affiliated team), then each and every member shall have the following inspection rights for a purpose reasonably related to the person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the elections of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later often (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### Section 5. RIGHT TO COPY AND MAKE EXTRACTS

Agent or attorney may make in person or any inspection under the provisions of this Article

and the right to inspection includes the right to copy and make extracts.

#### Section 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one ninety (90) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, 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, for both general and restricted purposes, during the fiscal year;
- (d) Any information required by Section 6 of Article 6. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

#### Section 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within ninety (90) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following: Any transaction in which the corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material or financial interest by any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest).

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

### **ARTICLE 7 FISCAL YEAR**

#### Section 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the 1<sup>st</sup> of January and end on the 31<sup>st</sup> of December.

## **ARTICLE 8** **AMENDMENT OF BYLAWS**

### Section 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this corporation.

## **ARTICLE 9** **AMENDMENT OF ARTICLES**

Section 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS. Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors.

### Section 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the Articles of incorporation may be adopted by the 2/3rds approval of the Board of Directors or by the majority approval of the members of this corporation.

### Section 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **ARTICLE 10** **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### Section 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 or its public or charitable purposes, provided that such compensations, 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 dissolution 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.

## **ARTICLE 11** **MEMBERS**

### Section 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restriction and conditions.

### Section 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

- (a) A member of this organization is any affiliated team that is voted in (majority vote in a quorum and accepted by the club / organization.
- (b) All members of a (each) specific affiliated team occupy one full equal membership and must be represented in meetings and in voting on actions by the coach, assistant coach, manager or designated representative. This team membership equals one vote by its designated representative.
- (c) All members of affiliated teams are welcome to attend general meetings and open BOD meetings.
- (d) All members must remain in good standing and current in dues and are subject to fines, penalties and censure as the BOD (2/3rds) agrees upon.

### Section 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership after a majority vote by the current members (affiliated teams).

### Section 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

### Section 6. MEMBERSHIP BOOK

The corporation shall keep a membership book controlling the name and address of each member. Termination of the membership of any member shall be recorded in the book,

together with the date of termination of such membership. Such book shall be available for inspection by any director or member of the corporation. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member. The membership list will be kept by the registrar and made available by the secretary to other members of the corporation.

#### Section 7. NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

#### Section 8. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from.

#### Section 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination of the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before the due date, such determination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

- (1) A notice shall be sent by registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (2) The member being expelled shall be given an opportunity to be heard (by the BOD), either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The Board of Directors in accordance with the quorum will hold the hearing and voting rules set forth in these Bylaws applicable to the meetings of the board (BOD). The notice to the member of his or her proposed expulsion shall state the date, time, and place, of the hearing on his or her proposed expulsion.

- (3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.
- (4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid.

#### Section 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

#### Section 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

### **ARTICLE 12 MISCELLANEOUS**

#### Section 1. Discrimination

The corporation shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

#### Section 2. Abuse Policies

The corporation shall adopt and maintain policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USSF (subject to any contrary requirements of federal or state law).

#### Section 3. Amateur Sports Act

The corporation shall comply with the Amateur Sports Act (36 U.S.C. Section 371 et seq.), to the extent applicable.

#### Section 4. Interplay

The corporation shall abide by USSF Bylaws, policies, and requirements regarding interplay.

#### Section 5. Appeals Procedures

The corporation shall provide equitable and prompt hearing and appeals procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include a provision that all grievances involving the right to participate and compete in activities sponsored by USSF, Cal South, CVSC may be appealed to the Cal South Appeals Committee which shall have jurisdiction to approve, modify, or reverse a decision.

#### Section 6. Tax Exempt Status

The corporation shall act to maintain its tax-exempt status under the applicable provisions of the Internal Revenue Code.

Section 7. Colors

The representative colors of CVSC shall be maroon, navy, and white jerseys; maroon, navy, and white shorts; and maroon, navy, and white socks.

Section 8. Corporate Seal

The corporation's seal shall be agreed upon in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "CVSC".

Section 9. Employees

Part-time paid employees of CVSC shall not hold any office in or represent a League Member in any capacity unless voted on by the BOD.

Section 10. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a business entity, such as corporation, and a natural person.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We the undersigned, being voting members of this organization pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent do hereby adopt the foregoing Bylaws (and Constitution) consisting of pages, as the Bylaws of this corporation.

Dated: FEBRUARY \_\_\_\_\_, 2018

\_\_\_\_\_  
Becky Crowe President, Director

\_\_\_\_\_  
Gerry Rodriguez Executive Vice President, Director

\_\_\_\_\_  
Mario Perez VP, Dir Player Development, Santa Maria

\_\_\_\_\_  
Jenny Wheeler VP, Dir Player Development, Orcutt

\_\_\_\_\_  
David Ortiz Treasurer, Director



\_\_\_\_\_  
Alejandra Vargas Registrar, Director

\_\_\_\_\_  
Djibril Coulibaly Director of Coaches

#### CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that the Board of Directors of said corporation duly adopted such Bylaws.

Dated: February \_\_\_\_\_, 2018

\_\_\_\_\_  
Secretary, Karen Bailey, Director

### **COASTAL VALLEY SOCCER CLUB RULES AND REGULATIONS**

#### Section 1: NEW MEMBERS

All new teams accepted by the club will immediately comply with all by-laws, rules and regulations.

#### Section 2: COACHES

All club coaches must comply with Cal South coaching license guidelines. All Coaches must also comply with Cal South Risk Management requirements.

#### Section 3: UNIFORMS

All teams are required to purchase club BOD approved uniforms (color and style) and accessories and use current club LOGO/numbering as directed by the BOD. Club colors are maroon/navy/white jerseys, maroon/navy/white shorts, and maroon/navy/white socks. Uniforms and accessories include Game Kit (Jerseys, Shorts and Socks), Warm-ups (Jacket and Pants), Backpacks and Fan gear (T-shirts, Sweatshirts, hats, etc.).

#### Section 4: SPONSORS

All current teams are authorized a Sponsor name and Logo to be present on the left sleeve of both jerseys if the LOGO is less than 5 inches in length and 5 inches wide.

#### Section 5: TEAM NAMES

Team names will be at the discretion of the team providing that they are predicated by CVSC or Coastal Valley Soccer Club in all official correspondence. Teams may also elect to use "White" and "Blue" for purposes of signifying an "A" and "B" team in a particular division. Teams that elect to use CVSC White and CVSC Blue must always include the division whenever the name is used. (ie: CVSC White B07)

Section 6: CVSC MEETINGS: A minimum of one Team representative per Team is expected to attend all CVSC monthly Mmeetings usually held the second Wednesday of every month.

Section 7: CVSC ASSETS AND FACILITIES: The BOD must approve any non-CVSC use of CVSC assets and facilities.

WRITTEN CONSENT OF DIRECTORS ADOPTING Rules and Regulations.

We the undersigned, being voting members of this organization pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written do hereby adopt the foregoing Bylaws (and Constitution) consisting of pages, as the Bylaws of this corporation.

Dated: FEBRUARY \_\_\_\_\_, 2018

\_\_\_\_\_  
Becky Crowe  
President, Director

\_\_\_\_\_  
Gerry Rodriguez  
Executive Vice President, Director

\_\_\_\_\_  
Mario Perez  
Vice President, Director Player Development, Santa Maria

\_\_\_\_\_  
Jenny Wheeler  
Vice President, Director Player Development, Orcutt

\_\_\_\_\_  
David Ortiz  
Treasurer, Director

\_\_\_\_\_  
Alejandra Vargas  
Registrar, Director

\_\_\_\_\_  
Djibril Coulibaly  
Director of Coaches

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that the Board of Directors of said corporation duly adopted such Bylaws.

Dated: February \_\_\_\_\_, 2018

\_\_\_\_\_  
Karen Bailey  
Secretary, Director

RECORD OF BYLAW REVISIONS

REVISION DATE	DESCRIPTION
2012	Changed Fiscal year to Jan 1 to Dec 31
2/21/2018	<p>ARTICLE 2, SECTION 1 OFFICERS:                      Removed VP Director of Player Development Santa Maria                      Removed VP Director of Player Development Orcutt                      Added Director of Team Managers</p> <p>SECTION 2, POWERS                      Removed \$500 amount needed for board approval                      Added \$1000 amount needed for board approval                      Removed ¼ approval vote by officers                      Added ⅔ approval vote by officers required</p> <p>ARTICLE 3, DUTIES OF THE BOD                      SECTION 1, GENERAL                      Removed other Vice President                      Added Director of Team Managers</p> <p>Section 2, QUALIFICATION, ELECTION &amp; TERM OF OFFICE                      Changed month of term from April to March</p> <p>Section 3, Renamed from Subordinate Officers to Affiliate Officers</p> <p>Section 5, PRESIDENT                      Added President to vote only in instance of a tie</p> <p>Section 9, Removed Vice Presidents of Player Development for Santa Maria and Orcutt. Replaced with Registrar, and job description</p> <p>Section 11, Added Director of Team Managers, and job description</p> <p>ARTICLE 9, AMENDMENT OF ARTICLES                      Section 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS                      Changed 3/4 vote to 2/3 vote</p> <p>ARTICLE 11, MEMBERS                      Section 2, QUALIFICATIONS OF MEMBERS                      d. Changed 3/4 vote to 2/3 vote</p> <p>Section 6, MEMBERSHIP BOOK                      Removed "shall be kept at the Corporation's principal office and...during regular business hours."</p>