

FREMONT YOUTH SOCCER LEAGUE

League By-Laws

Club Governance

Version 1.0

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**AMENDED AND RESTATED
BY-LAWS
OF
FREMONT YOUTH SOCCER LEAGUE**

ARTICLE I - GENERAL PROVISIONS

Section 1.1 Name: The name of the Club shall be Fremont Youth Soccer League, hereinafter referred to as the Club or FYSL.

Section 1.2 Purpose: The purpose for which the Club exists is the nonprofit promotion of soccer as expressed in the Articles of Incorporation, the Club's Mission Statement and the Ends Policies adopted by the Board of Directors. Operation of FYSL shall be in accordance with these values.

Section 1.3 Affiliations: FYSL shall be a member of the Northern California Youth Soccer Association, US Club Soccer and The United States Soccer Federation, Inc. and shall abide by their rules and regulations.

Section 1.4 Amendments: These Bylaws may be amended or repealed and new Bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the Directors in office at the time such action is submitted to a vote. Changes to by-laws must be ratified by the membership via the AGM.

Section 1.5 Definitions: As used herein, the term "Act" shall refer to the California Nonprofit Corporation Act, as of the date these Bylaws are adopted and as thereafter amended from time to time. As used herein, the term "Articles of Incorporation" shall mean the Articles of Incorporation of the Club as they exist as of the date these Amended and Restated Bylaws are adopted and as thereafter amended or restated.

ARTICLE II – MEMBERSHIP AND VOTING RIGHTS

Section 2.1 Membership Qualifications: Qualifications for Membership in the Club are defined as follows: (i) Registered adult player (18 or over at time of the AGM); (ii) EACH parent or guardian of a currently registered non-adult player (maximum -- two votes); (iii) non-paid FYSL coach; (iv) Any person holding a current board position. Each of these qualifications is subject to the determination of “good standing” as set forth in **Section 3.7 Voting Rights.**

Section 2.2 Authority of Membership: The Membership, through its power to elect the Board of Directors of the Club (hereinafter referred to as the Board), is the ultimate authority of the FYSL.

- a) Each member shall have no more than one vote regardless of the number of qualifying definitions previously stated.
- b) Persons holding paid positions in the Club are ineligible to vote in the AGM.

ARTICLE III - ANNUAL GENERAL MEMBERSHIP MEETING (AGM)

Section 3.1 Place of Meetings: All meetings of members shall be held at the principal office of the Club or at such other place, either within or without the City of Fremont, as shall be designated by the Board and set forth in the notice of the meeting.

Section 3.2 Annual Membership Meeting: The annual meeting of members shall be held at the designated location Sixty (60) days before or after the close of each fiscal year and at a date and an hour fixed by the Board of Directors for the purpose of the election of directors by the members of the Club and for the transaction of such other business as may be properly brought before the meeting.

Section 3.3 Substitute Annual Membership Meeting: If the annual meeting shall not be held during the period established in Section 3.2, a substitute annual meeting may be called in accordance with the provisions of Section 3.4. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 3.4 Special Membership Meetings: Special meetings of the members may be called at any time by a majority of the Board of Directors. Also, the Board of Directors shall call and hold a special meeting of the membership within thirty (30) days upon receipt of a signed petition of at least fifteen (15) percent of the members.

Section 3.5 Notice of Membership Meetings: Written (by US Mail and/or Electronic Mail) notice stating the time and place of a membership meeting shall be delivered to members of record, not less than fifteen (15) days prior to said meeting. This information shall also be posted in a prominent location on the Club's public web site. The notice of meetings shall include a description of the business to be transacted at that meeting. Membership Meetings may consider only those items of business specified in the notice.

Section 3.6 Voting List and Record Date: The Secretary of the Club shall prepare an alphabetical list of the members entitled to vote at each meeting, or any adjournment thereof, which list shall be kept on file at the principal office of the Club for a period beginning two (2) business days after notice of such meeting is given and continuing through such meeting. Such list shall be subject to inspection at the time it is kept on file under the provisions of the preceding sentence, by any member of the Club, at any time during regular business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting or any adjournment.

An Election Committee shall establish a record date for each meeting of members, and only members in good standing as of such record date shall be entitled to vote at such meeting. The Election Committee may establish such procedures and rules for the

determination of the good standing of members as it may deem reasonable and necessary. The criteria for good standing must be presented to the board for approval no later than Ten (10) days before the meeting of members.

Section 3.7 Voting Rights: The Board of Directors shall establish a record date for each meeting of members, and only members in good standing as of such record date shall be entitled to vote at such meeting. The Board, through the Election Committee, may establish such procedures and rules for the determination of the good standing of members as it may deem reasonable and necessary.

The Board of Directors is authorized to establish all reasonable and necessary procedures to permit the casting of votes by members. The determination of whether acceptable evidence has been presented by a person or entity to establish his, her or its authority to vote shall be made by the Chairman of the Board of Directors/President, and his or her decision shall be final.

Section 3.8 Presiding Officer: The Chairman of the Board of Directors/President shall preside at the members' meetings. In the Chairman of the Board of Directors/President's absence, the Vice-President or, in the absence of the Vice-President, any person designated by the Chairman of the Board of Directors/President, shall preside.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 General Powers: There shall be a Board of Directors that shall govern the business, property, and affairs of FYSL. The Board shall promulgate as well as monitor to ensure compliance with, policies for the conduct of the affairs of the FYSL consistent with, as well as authorized by, the laws of the State of California.

Section 4.2 Report to Membership: At each Annual Meeting of the Membership, the Board, or it's designates, should report on the activities of the past year and make any recommendations it deems desirable.

Section 4.3 Composition, Terms, and Qualifications:

- a) The Board shall consist of nine (9) directors.
- b) Each Director shall serve for a term of three (3) years. The term is associated with the Director's chair regardless of position held.
- c) At every Annual Meeting, members shall elect three (3) Directors.
- d) No more than one member of a family may serve on the Board simultaneously.
- e) If a Director has three (3) unexcused absences from board meetings, the board reserves the right to remove them.
- f) A Director may be removed from the Board by a vote of two-thirds (2/3) of the Directors present at any duly authorized meeting of the Board, provided that the resolution to remove the Director was included in the notice of the meeting.

Section 4.4 Responsibilities:

- a) In consultation with the Membership, The Board of Directors shall regularly establish and review the objectives which will guide all activities of the FYSL (referred to hereafter as "Ends").
- b) Create and review Policies and Charters defining the parameters within which all activities of the FYSL will be conducted
- c) May retain an Executive Director, who as the Chief Operating Officer of the Club, is responsible for the day to day operation of the Club and the achievement of the Board's defined "Ends".

- d) Monitor the means of accomplishing the Board specified “Ends” to ensure compliance with Board enacted policies.
- e) Should serve on committees which will be formed to oversee, direct and create policy for the Club.

Section 4.5 Vacancies. A vacancy occurring in the Board of Directors with respect to an At Large Directorship may be filled by a vote of the majority of the remaining Directors, though less than a quorum, or by the sole remaining Director. A Director elected or appointed to fill a vacancy shall serve the remaining term of that At Large Director.

Section 4.6 Meetings of the Board:

- a) The new Board shall take office immediately following the validation of the election results and serve until the next set of Directors is elected and takes office.
- b) The Board shall meet at least monthly, on a regular day, time, and place, prescribed in advance by the Board. These meetings once scheduled and having been established and publicized shall require no further notice.
- c) Special meetings of the Board may be called by or at the request of the Chairman or any three (3) Directors, with the time and place specified in the notice of the meetings. The person or persons calling a special meeting shall, at least three (3) days before the meeting, give notice thereof to the other Directors by any usual means of communication.
- d) Minutes of all regular and special Board meetings shall be kept, and the minutes of these meetings shall be available for examination by any member upon request.
- e) A quorum of five (5) Directors is required to transact business.
- f) The Board may go into closed executive session at any regular or special meeting, but any action agreed to in executive session must be formally voted on at the same or the next following open meeting of the Board in order to be binding.
- g) Where circumstances make holding a physical meeting impractical, and after a reasonable effort has been made to contact all Directors, any action agreed to by a majority of the Directors then serving on the Board, shall be official action. A record of such informal consultation, including the vote and the action taken, shall be made part of the Board’s official records at its next regular or special meeting.

Section 4.7 Elections: Terms of Directors. The term for each Director shall be three (3) years unless the Director is appointed to serve the remaining term of any vacant Directors position.

- a) Directors may not be elected for more than two (2) consecutive terms.
- b) At the discretion of the membership, they may call for an AGM and a complete new board vote with a signed petition of 15% of the members.
- c) Those persons who receive a majority of votes based on “Preferential Voting” as described in RRO of the votes cast by the members entitled to vote at such meeting shall be deemed to have been elected.

ARTICLE V - OFFICERS/EXECUTIVE DIRECTOR

Section 5.1. Officers of the Club. The officers of the Club shall consist of a President, Vice President, Secretary, Registrar, and a Treasurer. An individual may simultaneously hold more than one office in the Club if necessary. No individual may act in more than one capacity where action of two or more officers is required.

Section 5.2. Appointment and Term. The officers of the Club shall be appointed by the Board of Directors at the first annual meeting of the Board of Directors and each Director/officer shall hold office for three years or until the expiration of that officer's term as Director.

Section 5.3. Removal of Officers and employees. The Board of Directors may remove any officer or employee at any time by obtaining a 2/3 majority vote of the board.

Section 5.4. Vacancies. Any Officer may resign at any time by giving written notice to the Chairman of the Board/President or the Secretary. A vacancy in office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors.

Section 5.5. President. The President is appointed from the elected Board of Directors. The President, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Club through his or her oversight of the Club's Executive Director. The President shall be the primary liaison between the Board and the Executive Director. In general, the President will also be the Chairman of the Board and preside over all duly authorized meetings of the Membership and the Board of Directors and shall represent the Membership on all appropriate occasions.

The President is entitled to vote when it affects the results (e.g. may cause or break ties).

The President shall sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer, the Executive Director or some other agent of the Club, or shall be required by law to be otherwise signed or executed; and in general shall perform such other duties as may be prescribed by the Board of Directors from time to time.

In case of vacancy in the Executive Director position, the President will assume those responsibilities until a new Executive Director can be appointed.

Section 5.6. Vice President. The Vice President is appointed from the elected Board of Directors. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform 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 perform such other duties as from time to time are assigned to the Vice President by the President or the Board of Directors.

Section 5.7. Secretary. The Secretary is appointed from the elected Board of Directors. The Secretary shall:

- a) Attend all meetings of the Board of Directors and Membership and keep accurate minutes of such meetings.
- b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- c) Be custodian of the corporate records.
- d) Prepare the Voting List for the Annual Membership meeting;
- e) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or by the President, under whose supervision the Secretary shall be.

Section 5.8. Treasurer. The Treasurer shall be appointed and approved by the Board of Directors. The Treasurer is a non-voting Officer of the club not subject to election or term limits. The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Club, receive and give receipts for money due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such depositories as approved by the Board of Directors.
- b) In general perform all duties incident to the office of treasurer, including preparing, or causing to be prepared, the annual budget and forecasts, all financial statements required by law, and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 5.9. Executive Director. The Executive Director is appointed and approved by the Board of Directors. The Executive Director shall manage and operate the Club on a day-to-day basis subject to the authority granted by these By-Laws and such other authority that may be granted from time-to-time by the Board of Directors. The Executive Director is a non-voting Officer of the club and is not subject election or term limits. The Board of Directors will establish the Executive Directors Charter which will identify the assignment, club objectives, responsibilities, authority and scope. The Executive Director will present, for the Boards approval, a set of plans and requirements to accomplish the club's "ends". Changes to the Executive Directors Scope must be approved by the board.

Section 5.10. Registrar. The Registrar shall be appointed and approved by the Board of Directors. The Registrar is a non-voting Officer of the club but is not subject to election or term limits. The Registrar shall:

- a) Be the official liaison to all affiliation organizations registrars.
- b) Be the custodian of the league records.

- c) Shall process insurance claims submitted by members.
- d) Shall ensure that all teams are credentialed and registered in accordance with the rules of their respective leagues.
- e) Shall manage office personnel to assist in the day to day registration process.

ARTICLE VI - COMMITTEES OF THE BOARD

Section 6.1. Designation of Committees. The Board of Directors may designate one or more standing or special Committees to help establish the Ends of the Club and to direct the business of the Club. Each such Committee may exercise the authority granted to it by the Board's enabling Charter. Each Committee shall consist of two (2) or more Directors and such other persons as the Board may designate, who need not be Board members. Committee members shall serve until their successors are appointed.

Section 6.2. Committee Chairs. The Chairman of the Board, with the approval of the Board of Directors, shall appoint all Committee Chairs for the ensuing year at or within a reasonable time after the first annual meeting of the Board of Directors. If the Board of Directors establishes a new Committee by Charter at a meeting other than the first annual meeting of the Board of Directors, the Chairman of the Board, with the approval of the Board of Directors, shall similarly appoint its chair at the time the Committee is established or within a reasonable time after the establishment of the committee's charter.

Section 6.3. Vacancy. Any vacancy occurring in any committee shall be filled by a vote of the Board of Directors at a regular or special meeting of the Board of Directors.

Section 6.4. Removal. Any member of a committee may be removed at any time with by a 2/3 vote of the Board of Directors.

Section 6.5. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 6.6. Responsibility of Committees. The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or the director by law.

Any resolutions adopted or other action taken by a committee within the scope of the authority delegated to it by the Board of Directors shall be deemed for all purposes to be adopted or taken by the Board of Directors, barring formal objection from a member of the Board.

Section 6.7 Prohibited Actions.

A committee of the Board shall not:

- a) Authorize distributions.

- b) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Club's assets.
- c) Elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees.
- d) Adopt, amend or repeal the articles of incorporation or bylaws.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 7.1 Definitions: For purposes of this Article VII, the following definitions shall apply:

a. “Club” means Fremont Youth Soccer League and all “predecessors” thereof; as such term is defined in the Act.

b. “Director” means an individual who is or was a director of the Club or an individual who, while a director of the Club, is or was serving at the Club’s request as a director, officer, partner, trustee, employee or agent. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

c. “Expenses” means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.

d. “Indemnified Officer” shall mean each officer of the Club who is also a director of the Club and each other officer of the Club who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Club’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic Club, partnership, limited liability company, Club, joint venture, trust, employee benefit plan or other enterprise.

e. “Liabilities” means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorney’s fees of opposing parties incurred with respect to a Proceeding.

f. “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and or inquiry or investigation that could lead to such a proceeding).

Section 7.2 Indemnification: In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Club shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Club itself) arising out of their status as Directors or officers, or their service at the Club’s request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, Club, partnership,

joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the Club shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interest of the Club. The Club shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 7.3 that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section, provided and to the extent such resolution does not violate any provision of the Act or Restated Articles of Incorporation.

Section 7.3 Determination: Any indemnification under Section 7.2 shall be paid by the Club in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Section 7.2. Such determination shall be made:

a. by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding;

b. if a quorum cannot be obtained under Section 7.3(a), by a majority vote of a committee duly designated by the Board of Directors (in which vote directors who are parties to the Proceeding may participate), consisting solely of two or more directors not at the time parties to the Proceeding;

c. by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Section 7.3(a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under Section 7.3(a) and a committee cannot be designated under Section 7.3(b), selected by a majority vote of the full Board of Directors (in which selection directors who are parties in the Proceeding may participate); or

d. by the members, but votes of directors or officers who are at the time parties to the Proceeding may not be voted on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Club to pay the indemnification required by this Article VII.

Section 7.4 Advances for Expenses: The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the Club in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that

such person is not entitled to be indemnified by the Club against such Expenses. Subject to receipt of such undertaking, the Club shall make reasonable periodic advances for Expenses pursuant to this Section 7.4, unless the Board of Directors shall determine, in the manner provided in Section 7.3 and based on the facts then known that indemnification under this Article VII is or will be precluded.

Section 7.5 Reliance and Consideration: Any Director or Indemnified Officer who at any time after the adoption of this Article VII serves or has served in any of the aforesaid capacities for or on behalf of the Club shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VII. No amendment, modification or repeal of this Article VII shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 7.6 Insurance: The Club may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were or are serving at the request of the Club in any capacity with another corporation, partnership, limited liability company, Club, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article VII shall relieve the Club of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Club with respect to such payment.