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**AMENDED AND RESTATED BYLAWS OF
DAVIS LEGACY SOCCER CLUB
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION
(Effective June 1, 2018)**

ARTICLE I. NAME

Section 1. Name. The name of this corporation is DAVIS LEGACY SOCCER CLUB, also known as DAVIS YOUTH SOCCER LEAGUE, formerly known as the DAVIS YOUTH SOCCER CLUB, or for purposes of club registration in US Club Soccer, the DAVIS SOCCER CLUB (hereinafter the “corporation”).

ARTICLE II. LOCATION OF PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the corporation shall be located in Davis, California.

ARTICLE III. PURPOSES AND LIMITATIONS

Section 1. General Purposes. This corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for scientific and charitable purposes.

Section 2. Specific Purposes. Within the context of the general purposes stated above, the purpose of this corporation is:

- a) To select, prepare and support as many highly skillful soccer teams as possible at the competitive level of play;
- b) To provide an opportunity for players whose skills are above the recreational level of soccer, and whose interests are in a more competitive program;
- c) To promote quality soccer teams in the best interest of the player;
- d) To provide an atmosphere that stresses teamwork, sportsmanship, fitness and skilled soccer play;
- e) To promote general appreciation for the sport of soccer; and
- f) To offer the opportunity to participate in corporation activities without regard to any person's race, color, religion, age (except as required for CYSA or US Club registration purposes, e.g. as a player), sex, or national origin.

Section 3. Limitations. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 4. Irrevocable Dedication of Assets. The property of this corporation is irrevocably dedicated to the support of youth soccer and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person. Upon

the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit foundation, fund or corporation which is organized and operated exclusively to support youth soccer or for charitable purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE IV. TERRITORY

Section 1. Territory. The territory of the corporation shall be within the boundary of the United States Soccer Federation and its affiliated organizations.

ARTICLE V. COLORS

Section 1. Colors. The representative colors of the corporation shall be red, white, and black. The representative colors may be changed by resolution of the Board of Directors.

ARTICLE VI. MEMBERSHIP

Section 1. Membership. Membership in this corporation shall be by affiliated teams.

Section 2. Affiliated Teams. An affiliated team is a youth soccer team approved by the Executive Committee of the Board of Directors that is properly registered at any age bracket with US Club Soccer or an organization affiliated with the United States Soccer Federation (USSF).

Section 3. Formation of Affiliated Teams. Affiliated Teams will be formed and players grouped by a common age according to the rules of the affiliate organization. No later than March 1 of each year the Executive Committee of the Board of Directors shall determine which teams are to be formed that year, except that the Executive Committee of the Board of Directors may make a later determination where there is no existing team in the given age group. The Executive Committee of the Board of Directors may consider such recommendations of interested persons, as they deem appropriate in making these determinations.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Powers.

- A. **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- B. **Specific Powers.** Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the Board of Directors shall have the right to do the following:
 - I. **Policies.** Adopt policies, rules and procedures for the management and operation of the corporation.
 - II. **Administration.** The Board may employ, retain, or authorize the employment of such employees, independent contractors, agents, accountants, and legal counsel, as it

deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.

- III. Borrowing money. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- IV. Gifts. Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.
- V. Fiscal Year. Establish and change the fiscal year of the corporation.
- VI. Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- VII. Property. Acquire, construct and possess real, personal, and intellectual property.
- VIII. Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- IX. Committees. Appoint committees as specified in these bylaws.
- X. Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Composition. The corporation shall have a Board of Directors consisting of the President, 1st Vice President, 2nd Vice President, Vice President – Operations, Vice President – Membership, Treasurer, Secretary, and one (1) team representative from each affiliated team.

Section 3. Term of an Affiliated Team Director. The term of an affiliated team director shall be for one (1) year commencing with the formation of the team each spring and election by team parents. A team director's term shall continue until he or she resigns, is removed, as provided for in these Bylaws or by other applicable law, or otherwise is disqualified to serve, or until his or her successor has been elected.

Section 4. Election and Eligibility of an Affiliated Team Director. The team shall elect an affiliated team Director for the first or a succeeding term, as the team deems appropriate, prior to the commencement of such term. Election of an affiliated team Director by a team is subject to the following conditions:

- a) No person may be elected to represent more than one team.
- b) No person may be elected to represent a team if they are currently serving on a Board of Directors for another soccer entity.

- c) No person may be elected to represent a team if, within the last three years, the individual previously served on a Board of Directors for another soccer entity that resides within a 250-mile radius of Davis, California.

Section 5. Authority. Subject to the duties of the Board Directors as prescribed by these Bylaws and subject to the limitations of the Articles of Incorporation, the Bylaws, and the California Nonprofit Public Benefit Corporations Law as to actions to be authorized or approved all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

Section 6. Vacancies on the Board of Directors.

- a) Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:
 - 1) The death or resignation of any Director;
 - 2) The removal of a Director by the full Board of Directors in accordance with the California Nonprofit Public Benefit Corporations Law;
 - 3) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or
 - 4) The increase of the authorized number of Directors through the addition of an affiliated team.
- b) Resignations. Except as provided below, any director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without a duly appointed Director or Directors.
- c) Filling Vacancies. Vacancies of Officers on the Board may be filled by the Board of Directors at any properly called and noticed meeting where a quorum is present and subject to Article VIII Section 7 requirements and limitations. The individual filling a vacant Director position shall serve until the end of the term of the director whose vacancy he or she is filling.
- d) No Vacancy on Reduction of Number of directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 7. Board Meetings.

- a) Annual Meeting. The Board of Directors shall hold an annual meeting each year on a date determined by the Board of Directors for purposes of organization, the election of officers, and at large board members and the transaction of other business. Notice of the annual meeting shall be given in accordance with subsection (d) below.

Immediately after the Annual Meeting the Board shall hold a regular meeting for the purposes of organization, the review of any proposed amendments to these bylaws, and the transaction of other business. No notice of such meeting need be given.

- b) Regular Meetings. The Board of Directors shall hold a Regular Meeting at least once every other month for the purposes of conducting the business of the organization. Regular Meetings of the Board of Directors may be canceled upon direction of the President, if the President determines that there is there is no business that needs to be conducted by the Board of Directors in the upcoming time frame. However, a Regular Meeting of the Board of Directors cannot be canceled for two (2) consecutive scheduled meetings. Notice of any Regular Meeting shall be given in accordance with subsection (d) below.
- c) Special Meetings. The President, the Secretary, or any two elected Officers may call special meetings of the Board for any purpose at any time. Notice of any special meeting shall be given in accordance with subsection (d) below.
- d) Notice. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered by telephone (including a voice messaging system), or by electronic transmission by the Corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission.

- e) Place of Meetings. Meetings of the Board of Directors shall be held at a time and place within the City of Davis, or nearby, which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation of the Board of Directors, regular meetings shall be held at a time and location as directed by the President.
- f) Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- 1) Each Director participating in the meeting can communicate with all of the other directors concurrently.
- 2) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

- g) Quorum/Act of the Board. A quorum is equal to a majority of the Officers, as defined in Article VIII Section 1, and fifty (25) percent of Directors representing affiliated teams. Except as specifically provided in these bylaws or in the California Nonprofit Public Benefit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if at least a majority of the required quorum for that meeting approves any action taken or decision made.
- h) Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- i) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- j) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
- k) Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings. An action by written consent shall have the same force and effect as a unanimous vote of the directors.
- l) Voting Power. For all purposes, the voting power of each voting Director shall be one vote.

Section 8. Compensation and Reimbursement. Directors shall not receive compensation for their services on the Board. Directors and other persons may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for personal expenses paid while acting on behalf of the corporation.

Section 9. Property Rights. No Director shall have any property rights in any assets of the corporation.

ARTICLE VIII. OFFICERS

Section 1. Officers of the Corporation. The elected Officers of the Corporation shall be a President, 1st Vice President, 2nd Vice President, Vice President - Operations, Vice President - Membership, Treasurer, and Secretary.

Section 2. Election of Officers. Each of the Officers of the corporation for the succeeding fiscal year shall be elected at an organizational meeting as specified in Article VII Section 7 and each shall hold office commencing with the fiscal year for which such officer is elected or otherwise assumes his or her office until he or she resigns, is removed by the Board of Directors pursuant to these by-laws, otherwise is disqualified to serve, or until his or her successor is elected and qualified. In the event of a vacancy, for any cause, in the office of the President, the 1st Vice President shall succeed to the vacant office.

Section 3. Terms of Office. Term Limits. Officers shall serve at the pleasure of the Board of Directors. There is no limit on the number of terms an Officer may serve as long as he or she continues to be elected to an Officer position. Beginning with the 2018 elections, the position of President, Treasurer, and Vice President – Membership shall serve for a one-year term. Beginning with the 2019 election, and any applicable election thereafter, the President, Treasurer, and Vice President – Membership shall serve for a two-year term. Beginning with the June 2018 election, and any applicable election thereafter, the 1st Vice President, 2nd Vice President, Vice President - Operations, and Secretary shall serve for a two-year term.

Section 4. Removal of Officers. Any elected Officer may be removed at any time, with or without cause, by a majority vote of the Board of Directors at any properly called meeting where a quorum is present.

Section 5. Resignation of Officers. An Officer may resign at any time by giving written notice to the President or Secretary of the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the Board of Directors present at any regular or special meeting of the Board of Directors where a quorum is present. The individual filling a vacant Officer position shall serve until the end of the term of the Officer whose vacancy he or she is filling.

Section 7. Eligibility to Serve as an Officer. To be eligible to serve as an Officer of the Corporation the individual must meet the following criteria:

- a) No person shall be elected to an Officer position if they are an interested person. For purposes of this section, interested person means the following:
 - 1) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time officer, other employee, or independent contractor and where such compensation exceeded \$250.
 - 2) Any brother, brother in-law, sister, sister in-law, mother, mother in-law, father, father in-law, grandmother, grandmother in-law, grandfather, grandfather in-law, son, son in-law, daughter, daughter in-law, or spouse, of any such interested person.
- b) No person may be elected to be an Officer if they are currently serving on a Board of Directors for another soccer entity.

- c) No person may be elected to be an Officer if, within the last three years, the individual previously served on a Board of Directors for another soccer entity that resides within a 250 mile radius of Davis, California.

Section 8. Responsibilities of Officers.

- a) The President shall 1) Oversee any and all activities of the Corporation, other Officers, and the Board of Directors; 2) Serve as the Chairperson at all Annual, Regular, and Special Board meetings; 3) Ensure all policies, rules, and regulations of the Corporation are executed and followed; 4) Represent the Corporation at public functions; 5) Nominate individuals to fill vacant Officer positions; and 6) Appoint individuals, unless otherwise prescribed in these by-laws, to Standing and Special Committees. The Board of Directors may assign other duties as they see fit.
- b) The 1st Vice President shall act as Chairperson at meetings at which the President is absent and shall perform the duties of the President in the absence of the President. The 1st Vice President shall also perform other duties as may be assigned by the Board of Directors or the President.
- c) The Treasurer shall ensure that all monies and other valuables are deposited in the name and to the credit of the Corporation with the bank, savings and loan or other financial institution as designated by the Board of Directors. The Treasurer shall also ensure that adequate and correct books and records of the Corporation's account are maintained and kept in written form and shall give to the President and Board of Directors, whenever requested, an account of all the transactions of the Corporation and an update on the financial condition of the Corporation.

For purposes of fulfilling his or her responsibility, the Treasurer shall have the full authority to audit at his or her discretion all accounts established under the Corporation for compliance with approved budgets, policies, and procedures. The Treasurer shall have the primary responsibility for developing, implementing, and monitoring compliance with the annual Corporation budget, which shall be approved by the Board of Directors, and filing with the Franchise Tax Board and Internal Revenue Service all applicable tax forms annually. The Treasurer shall also perform other duties as may be assigned by the Board of Directors or the President.

The Corporation may hire or contract with a bookkeeper and/or a Club Administrator to assist the Treasurer with his or her responsibilities. If the Corporation hires or contracts with a bookkeeper and/or Club Administrator, the Bookkeeper and/or Club Administrator shall report to and take direction from the President, 1st Vice President, and Treasurer.

Amounts paid from the Corporation's accounts may be paid by check, which shall be signed only by the Treasurer, the President, 1st Vice President, Bookkeeper and/or Club Administrator. Amounts paid from the Corporation's accounts may also be paid via Corporate Debit Card or Credit Card.

- d) The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors, administer all voting procedures and elections, and tabulate and account for all votes, give, or cause to be given, a notice of all meetings of the Board of Directors, file annual filings with the Secretary of State and Registry of Charitable

Trusts as required by law, and perform other duties as may be assigned by the Board of Directors or the President.

- e) The Vice President of Membership shall assist, oversee and report on the registration and affiliation activities of the teams and on team formation activities. The Vice President of Membership shall also perform other duties as may be assigned by the Board of Directors or the President.
- f) The 2nd Vice President shall perform duties as prescribed by the President which may include activities such as fundraising.
- g) Vice President - Operations shall perform duties as prescribed by the President which may include activities involving the day-to-day operations of club facilities and coordination with field maintenance contractors.

Section 9. Multiple Offices. No person may hold more than one (1) office.

Section 10. Authority to Execute Agreements. Only the President, 1st Vice President, or the Treasurer may sign binding contracts on behalf of the Corporation.

Section 11. Employees and Contractors. The Corporation, as approved by the Board of Directors, may employ or contract with one or more persons to perform the following responsibilities:

- a) Executive Director. Reporting to the President, the Executive Director (ED) shall be responsible for establishing the overall goals and objective of the Corporation's soccer program and managing the coaching staff.
- b) Technical Director. Reporting to the President and the ED, the Technical Director (TD) shall be responsible for developing a systematic, progressive, club-wide training program that will create the best possible environment for the optimum development of youth soccer players. The TD shall also facilitate a comprehensive coach-training program that aligns with club-wide technical training philosophies.
- c) Operations Director. Reporting to the President and the ED, the Operations Director (OD) shall be responsible for developing and coordinating the appropriate use of club facilities and coordinating coach participation in club clinics, camps and tryouts.
- d) Girls and Boys Director(s). Reporting to the President, ED and TD, the Girls and Boys Director(s) shall be responsible for the development of the Girls and Boys Competitive programs respectively. Development of the Competitive programs shall be in-line with the overall club mission, philosophy and core values. The Girls and Boys Director(s) shall regularly meet with the ED and TD to ensure appropriate program development.
- e) Tournament Director. Reporting to the President, or his or her designee, the Tournament Director shall be responsible for the operation of club tournaments. Duties include, but are not limited to, recruiting teams to participate in club tournaments, establishing tournament dates and schedules, recommending annually to the Board of Directors, for approval, the fees teams should pay to participate in the tournaments, recruiting college coaches to attend designated college showcase events, obtaining appropriate playing locations in the City of

Davis, advertising and promoting the tournaments, establishing tournament rules, and any other general management functions related to tournament operations.

- f) Tournament Coordinator. Reporting to the President, or his or her designee, and in coordination with the Tournament Director, the Tournament Coordinator shall be responsible for assisting with the operation of club tournaments. Duties include but are not limited to organizing volunteer schedules, purchasing goods and services for use during the tournaments, collecting team fees, tracking financial performance as required by the Treasurer or the Club Administrator, and managing the tournament bank account in a manner directed by the Treasurer or Club Administrator.
- g) Club Administrator. Reporting to the President, or his or her designee, the Club Administrator shall be responsible for the day-to-day general purpose non-soccer related administrative activities of the club. Such responsibilities will be as assigned to him or her by the President and/or the Board of Directors.
- h) Chief Referee. Reporting to the President, or his or her designee, the chief referee shall be responsible for recruiting, training, and assigning referees for all Corporation activities.
- i) Tryout Coordinator. Reporting to the President, or his or her designee, the tryout coordinator shall be responsible for organizing tryouts. The tryout coordinator may, at the direction of the President, or his or her designee, represent the club in meetings with the advertisers for the purpose of advertising and promoting tryout dates.
- j) Field Assignor. Reporting to the President, or his or her designee, the field assignor shall be responsible for all duties associated with scheduling home soccer games for all Corporation teams and notifying teams of game schedules on a weekly basis.
- k) Club Registrar. Reporting to the President, or his or her designee, the club registrar shall be responsible for coordinating player registration with US Club soccer, or any other entity through which the club chooses to register players. The Club Registrar shall also be responsible for any other activities associated with adding players to club teams, dropping players from club teams, or transferring players to other soccer entities.

ARTICLE IX. COMMITTEES

Section 1. Committees of the Board. The Board of Directors, by resolution, may create one or more committees of the Board, each consisting of two or more directors and no persons who are not directors, unless otherwise expressly provided for in these Bylaws, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the Directors. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- b) Fix compensation of the directors for serving on the Board or on any committee;
- c) Amend or repeal Bylaws or adopt new Bylaws;

- d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- e) Create any other committees of the Board or appoint the members of committees of the Board; or
- f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. Executive Committee. The Executive Committee shall be a “standing committee of the Board” subject to all the rules applicable to “Committees of the Board” described in this Article. The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Vice President - Operations, Vice President – Membership, Secretary, and Treasurer who shall be the voting members of the Executive Committee.

The Executive Committee shall have the full authority of the Board of Directors between Board meetings to make any decisions and take any actions relative to the operation of the Corporation. The Executive Committee shall report any decisions made or actions taken at its meetings to the full Board of Directors. The Executive Committee may also develop policies for the Board of Directors approval, may review and recommend to the Board of Director changes to the bylaws and to other operating policies. Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall have the sole and final decision-making authority with respect to personnel and contractor matters.

Section 3. Coach Selection Committee. The Coach Selection Committee shall be a “standing committee of the Board” subject to all the rules applicable to “Committees of the Board” described in this Article. The Coach Selection Committee shall consist of the President, who shall serve as chairperson, Vice President – Membership, Executive Director, Technical Director, and Operations Director. Any tie vote of the Coach Selection Committee shall be sent to the Executive Committee for a final determination. The Coach Selection Committee may seek input from any other persons at their sole discretion.

Section 4. Try-Out Committee. The Try-Out Committee shall be a “standing committee of the Board” subject to all the rules applicable to “Committees of the Board” described in this Article. The Try-Out Committee shall consist of the President, Vice President – Membership, who shall serve as chairperson, Operations Director, and one other member of the Corporation as selected by the President. Any tie vote of the Try-Out Committee shall be sent to the Executive Committee for a final determination.

Section 5. Financial Aid Committee. The Financial Aid Committee shall be a “standing committee of the Board” subject to all the rules applicable to “Committees of the Board” described in this Article. The Financial Aid Committee shall consist of one Officer, who shall be chosen by the President, and who shall serve as the Chairperson, and one other member of the Corporation as selected by the President. Any tie vote of the Financial Aid Committee shall be sent to the Executive Committee for a final determination.

Section 6. Audit Committee. The Audit Committee shall be a “standing committee of the Board” subject to all the rules applicable to “Committees of the Board” described in this Article. The Audit Committee shall consist of the Secretary and the Vice President of Membership. The Audit Committee

shall be responsible for 1) conferring with the independent auditor to satisfy committee members that the financial affairs of the nonprofit organization are in order, 2) reviewing the audit and decide whether to accept it, and 3) approving the non-audit services by the independent CPA, and ensuring such services conform to standards in the Yellow Book issued by the U.S. Comptroller General.

Section 7. Notice Requirements for Committees of the Board. Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings as described in Article 7, Section 7 (d).

Section 8. Quorum for Committees of the Board. A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 9. Advisory Committees. The Board of Directors may also establish advisory committees composed of two or more directors and any number of other interested persons who are not directors. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

Section 10. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article VII, Section 7 (f) of these bylaws.

ARTICLE X. LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Liability. No volunteer director or officer shall be liable to third parties if the volunteer Director or Officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance as required by California Corporations Code Section 5239.

Section 2. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 3. Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 4. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person, that the advance will be

repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 5. Insurance. The Board of Directors shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its Directors, Officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the Director, Officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

ARTICLE XI. RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- a) Adequate corporate books and records of account;
- b) Written minutes of the proceeding of its Board of Directors and committees of the Board of Directors; and
- c) A record of each Director's name, address, telephone number, and electronic mail address, if any.

Section 2. Maintenance of Articles and Bylaws. The corporation shall keep at its principal office or a designated location the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 3. Inspection by Directors. Every Director shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

Section 4. Annual Report. The Board of Directors shall cause an annual report to be completed within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- 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.
- c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes.
- d) The expenses or disbursements of the corporation for both general and restricted purposes.
- e) Any information required by Section 5 of this article.

The annual report shall be accompanied by a report from an independent accountant or, if there is no such report, by a certificate of an authorized Officer of the corporation that specifies such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications. If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all Directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 240 days after the end of the corporation's fiscal year:

- a) Any transaction:
 - 1) in which the corporation, its parent or its subsidiary was a party,
 - 2) in which an "interested person" had a direct or indirect material financial interest, and
 - 3) which involved more than \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

- b) Any indemnifications or advances aggregating more than \$10,000, which were paid during the fiscal year to any Officer or Director of the corporation.

ARTICLE XII. MISCELLANEOUS

Section 1. Fiscal Year. Unless changed by resolution of the Board, the fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 2. Conflicts of Interest. Individuals serving as a Director or Officer, or serving on a committee of the Board, must actively seek to avoid situations and activities that create an actual, perceived, or potential conflict between the individual's personal or family related interests and the interests of the Corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion and voting on the issue.

For purposes of this section and these bylaws, a "conflict of interest" means a situation in which a board or committee member is part of a discussion or decision by the board or a committee which has the potential to financially benefit that board or committee member or a member of that board or committee member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship

constitutes a conflict of interest should discuss it with the Chairperson, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 3. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the Corporation, including but not limited to educational and scientific materials, newsletters, website text, contracts, trade names, logos, service marks, contributor lists, and research results, shall be the exclusive property of the Corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the Corporation without the prior approval of the Board of Directors memorialized in a writing signed by the Chairperson of the Board.

Section 4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General's office, the Internal Revenue Service, and the California Franchise Tax Board.

The Corporation shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements, which are applicable to the corporation, include but are not necessarily limited to making the Corporation's annual exempt organization filing (IRS Form 990) available to the public, and registering with the Attorney General's office in California.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

ARTICLE XIII. AMENDMENTS

Section 1. Amendments. Subject to any limitations in the Nonprofit Public Benefit Corporation Law, these Bylaws may be amended, or repealed and new bylaws adopted, by a 2/3 vote of the Board at any properly called meeting where a quorum is present, so long as the amendments, proposed repeal, or new bylaws are provided to each director at least ten (10) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on.

ARTICLE XIV. DISSOLUTION

Section 1. Voluntary Dissolution by Vote. The Corporation may be dissolved at any time by a two-thirds (2/3) vote of all the directors on the Board. If the Board votes in favor of dissolution, the directors shall promptly cease operations and proceed to wind up and dissolve the Corporation.

Section 2. Remaining Assets. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for educational, scientific or charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the DAVIS LEGACY SOCCER CLUB, a California nonprofit public benefit corporation, that the above Bylaws, consisting of 21 typewritten pages including this page, are the Bylaws of this corporation as amended and adopted by the Board of Directors on February 27, 2018, and that they have not been amended or modified since that date.

Executed on the 18th day of April 2018 at Davis, California.

Kristin Cowan, Secretary