



**AMENDED AND RESTATED  
BYLAWS OF DAVIS LEGACY  
SOCCER CLUB**

# Table of Contents

- ARTICLE I. NAME .....5**
- ARTICLE II. LOCATION OF PRINCIPAL OFFICE .....5**
- ARTICLE III. PURPOSES AND LIMITATIONS .....5**
  - Section 1. General Purposes. .... 5
  - Section 2. Specific Purposes..... 5
  - Section 3. Limitations..... 5
  - Section 4. Irrevocable Dedication of Assets..... 5
- ARTICLE IV. TERRITORY .....6**
  - Section 1. Territory..... 6
- ARTICLE V. COLORS .....6**
  - Section 1. Colors..... 6
- ARTICLE VI. MEMBERSHIP.....6**
  - Section 1. Membership. .... 6
  - Section 2. Affiliated Teams..... 6
  - Section 3. Formation of Affiliated Teams..... 6
- ARTICLE VII. BOARD OF DIRECTORS.....6**
  - Section 1. Powers ..... 6
  - Section 2. Composition. .... 7
  - Section 3. Term of an Affiliated Team Representative. .... 7
  - Section 4. Election and Eligibility of an Affiliated Team Representative. .... 7
  - Section 5. Authority. .... 8
  - Section 6. Vacancies on the Board of Directors..... 8
  - Section 7. Board Meetings. .... 9
  - Section 8. Compensation and Reimbursement. .... 11
  - Section 9. Property Rights..... 11
- ARTICLE VIII. OFFICERS .....11**
  - Section 1. Officers of the Corporation. .... 11
  - Section 2. Election of Officers. .... 11

Section 3. Terms of Office .....	11
Section 4. Eligibility to Serve as an Officer.....	11
Section 5. Responsibilities of Officers.....	12
Section 6. Multiple Offices.....	12
Section 7. Employees and Contractors.....	12
Section 8. Authority to Execute Agreements.....	13
<b>ARTICLE IX. COMMITTEES .....</b>	<b>13</b>
Section 1. Committees of the Board.....	13
Section 2. Audit Committee.....	14
Section 3. Notice Requirements for Committees of the Board.....	14
Section 4. Quorum for Committees of the Board.....	14
Section 5. Advisory Committees.....	14
Section 6. Meetings by Telephone or Video Conference or by Electronic Transmission.....	14
<b>ARTICLE X. LIABILITY, INDEMNIFICATION, AND INSURANCE .....</b>	<b>14</b>
Section 1. Liability.....	14
Section 2. Right of Indemnity.....	14
Section 3. Approval of Indemnity.....	14
Section 4. Advancement of Expenses.....	15
Section 5. Insurance.....	15
<b>ARTICLE XI. RECORDS AND REPORTS .....</b>	<b>15</b>
Section 1. Maintenance of Corporate Records.....	15
Section 2. Maintenance of Articles and Bylaws.....	15
Section 3. Inspection by Directors.....	15
Section 4. Annual Report.....	15
Section 5. Annual Statement of Certain Transactions and Indemnifications.....	16
<b>ARTICLE XII. MISCELLANEOUS .....</b>	<b>16</b>
Section 1. Fiscal Year.....	16
Section 2. Conflicts of Interest.....	16
Section 3. Intellectual Property.....	17
Section 4. Required Filings and Disclosures.....	17

Section 5. Construction and Definitions..... 17

**ARTICLE XIII. AMENDMENTS .....17**

Section 1. Amendments..... 17

**ARTICLE XIV. DISSOLUTION .....17**

Section 1. Voluntary Dissolution by Vote..... 17

Section 2. Remaining Assets. .... 18

**CERTIFICATE OF SECRETARY .....19**

**AMENDED AND RESTATED BYLAWS OF  
DAVIS LEGACY SOCCER CLUB  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION  
(Effective June 1, 2020)**

**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.** Each family with one or more players on an affiliated team(s) is a Member.

**Section 2. Affiliated Teams.** An affiliated team is a youth soccer team that is properly registered at any age bracket with US Club Soccer or an organization affiliated with the United States Soccer Federation (USSF) through the Corporation's registration process.

**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 30-days following the completion of tryouts for all youth teams, the Corporation's Executive Director of Coaching in consultation with the Corporation's Director of Administration and Finance shall certify to Board of Directors which teams are to be formed for that year.

#### **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 fifteen (15) member Board of Directors consisting of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President, Treasurer, Secretary, six (6) Affiliated Team Representatives, Executive Director of Coaching, and the Director of Administration and Finance. The Executive Director of Coaching and the Director of Administration and Finance shall be non-voting members of the Board of Directors. Three (3) of the Affiliated Team Representatives shall represent girls' teams, and the remaining three (3) Affiliated Team Representatives shall represent boys' teams. Within each gender, one (1) Affiliated Team Representative shall represent the U16 through U18/U19 age groups, one (1) Affiliated Team Representative shall represent the U13 to U15 age groups, and one (1) Affiliated Team Representative shall represent the U9 to U12 age groups.

**Section 3. Term of an Affiliated Team Representative.** The term of each Affiliated Team Representative shall be for one (1) year commencing within three months of the certification to the Board of Directors, pursuant to Article VI Section 3, of the number of affiliated teams to be formed for the season. An Affiliated Team Representative'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 Representative.** The group of teams that will be represented by each Affiliated Team Representative shall elect their Affiliated Team Representative for each term prior to the commencement of such term. One parent or guardian of each youth player on the group of teams may cast a vote in the election. The election of an Affiliated

Team Representative may be conducted by any reasonable means calculated to provide adequate notice and substantial participation, including by electronic mail. The Corporation's Director of Administration and Finance shall oversee the election of Affiliated Team Representatives. Election of an Affiliated Team Representative by a group of teams is subject to the following conditions:

- a) No person shall be elected to an Affiliated Team Representative 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 represent more than one group of teams.
- c) No person may be elected to represent a group of teams if they are currently serving on a Board of Directors for another soccer entity.
- d) No person may be elected to represent a group of teams if they are currently serving as an officer within the Corporation.
- e) No person may be elected to represent a group of teams 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

- 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 Affiliated Teams. No reduction in the number of Affiliated Teams shall have the effect of removing any Affiliated Team Representative before that Affiliated Team Representative's term of office expires.

### **Section 7. Board Meetings.**

- a) Annual Meeting. The Board of Directors shall hold an annual meeting each year within 30 days of completion of the election of the Officers who are up for election, pursuant to Article VIII Section 2 and Section 3, and election of the Affiliated Team Representatives, pursuant to Article VII Section 4, for purposes of certification of the election results, transition to the new Board of Directors, formation of committees, and transaction of other business. Notice of the annual meeting shall be given to all Members at least fourteen (14) days prior to the meeting date and in accordance with subsection (e) below. Formation of committees could, among other topics of interest, include issues such as fundraising and financial aid.
- 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 shall be open to all Members. Regular Meetings of the Board of Directors may be canceled upon direction of the President, if the President determines that 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 at least seven (7) days prior to the meeting date and in accordance with subsection (e) below.
- c) Special Meetings. The President, the Secretary, or any two elected Officers may call a Special Meeting of the Board in the event a matter requires urgent attention that precludes the notice period required for a Regular Meeting. Notice of any Special Meeting shall be given at least twenty-four (24) hours prior to the meeting date and time and in accordance with subsection (e) below (except that notice need not be given to Members). At any such Special Meeting, the Board first must find by vote that the matter(s) to be heard are too urgent to be heard at a Regular Meeting. Actions taken at a Special Meeting shall be reported in detail at the next Regular Meeting.
- d) Closed Session. At any Annual, Regular or Special Meeting, the Board of Directors upon the request of any Director may meet in Closed Session without the presence of any other Members regarding sensitive or confidential matters, including but not limited to personnel or discipline matters. In such Closed Session, prior to taking any action on any such matter(s), the Board first must find by vote that the matter(s) should not be heard in an

open session in front of the Members. To the extent the matter involves a Director, the Board of Directors may exclude such Director from the Closed Session. The President may invite any person to participate in the Closed Session, if appropriate and necessary to inform the Board's deliberation of the matter(s) to be discussed. Such invitation by the President shall be subject to approval of the Board of Directors.

- e) Notice. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each Director, and all Members (except for Special Meetings), by electronic mail or by other electronic transmission by the Corporation (Corporations Code Section 20), as reasonably determined by the Director of Finance and Administration to likely reach all Members. Notice shall be deemed delivered when transmitted.
- f) 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.
- g) 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.
- h) Quorum/Act of the Board. A quorum is equal to a majority of the 13 voting members of the Board of Directors listed in Article VII Section 2. 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.
  - i) 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.

- j) **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- k) **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.
- 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, 3rd Vice President, 4th Vice President, Treasurer, and Secretary.

**Section 2. Election of Officers.** The Corporation's Director of Administration and Finance shall administer the process for the election of the Corporation's Officers. Election of the Officers shall take place no later than 60-days after the certification to the Board of Directors, pursuant to Article VI Section 3, of the number of affiliated teams to be formed for the season. Only one parent or guardian of each player on each affiliated team may cast a vote for the election of an Officer of the club. Each of the elected Officers of the corporation shall hold office commencing with the certification of the election results by the Director of Administration and Finance at the Annual Board of Directors Meeting. 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.** 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. The position of President, Treasurer, and 4th Vice President shall serve two-year terms and shall be up for election in each odd numbered calendar year. The 1st Vice President, 2nd Vice President, 3rd Vice President, and Secretary shall serve two-year terms and shall be up for election in each even numbered calendar year.

**Section 4. 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 they are currently serving on the Board of Directors as an Affiliated Team Representative.
  - d) 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 5. Responsibilities of Officers.**

It shall be the responsibility of all Officers to ensure all policies, rules, and regulations of the Corporation are executed and followed.

- a) The President shall 1) Serve as the Chairperson at all Annual, Regular, and Special Board meetings; 2) Represent the Corporation at public functions; and 3) Nominate individuals to fill vacant Officer positions.
- 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 specific oversight duties as voted on by the Board of Directors.
- c) The Treasurer shall ensure that adequate and correct books and records of the Corporation's accounts are maintained and kept in written form.
- 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 during Board of Director meetings and cause to be given, a notice of all meetings of the Board of Directors.
- e) The 2nd, 3rd, and 4th Vice Presidents shall perform specific oversight duties as voted on by the Board of Directors.

**Section 6. Multiple Offices.** No person may be elected to more than one (1) Officer position.

**Section 7. Employees and Contractors.** The Corporation, as approved by the Board of Directors, shall employ or contract with persons to perform the following three (3) management positions:

- a) Executive Director of Coaching. Reporting to the Board of Directors, the Executive Director of Coaching (ED) shall, among other things, be responsible for establishing the overall goals

and objective of the Corporation's soccer programs and managing the coaching staff within the soccer programs.

- b) Technical Director of Coaching. Reporting to Board of Directors and the ED, the Technical Director of Coaching (TD) shall, among other things, be responsible for developing 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 who participate in the club's soccer programs. The TD shall also facilitate a comprehensive coach-training program that aligns with club-wide technical training philosophies.
- c) Director of Administration and Finance. Reporting to the Board of Directors, the Director of Administration and Finance (DAF) shall, among other things, be responsible for the Corporation's Fundraising and Tournament and Field Rentals programs, and overseeing all operational, administrative, and financial activities of the corporation.

The three (3) leadership positions in the Corporation, after being approved by the Board of Directors, may, on behalf of the Corporation, employ or contract with additional persons to help run and operate the corporation's programs. Possible additional persons to be hired and/or contracted with include, but are not limited to, Gender, Age, or Program Specific Coaching Directors, Tournament Director and Coordinator, Registrar, Fundraising Director, Accountant and Bookkeeper. The DAF shall be responsible for maintaining employee and contractor records and reporting to the Board of Directors on employee hiring and contractor usage as part of the corporation's annual budget plan.

**Section 8. Authority to Execute Agreements.** Only the President, 1st Vice President, Treasurer, or the Director of Administration and Finance may sign binding contracts on behalf of the Corporation, and only may do so if any Corporation financial obligation committed to in the contract is consistent with the annual budget approved by the Board of Directors, or is separately approved by the Board of Directors.

## **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. 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, the 2nd Vice President, and one Affiliated Team Representative selected by the six (6) Affiliated Team Representative. 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.

**Section 3. 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 VII, Section 7 (e).

**Section 4. 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 5. 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 6. 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 (g) 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 19 typewritten pages including this page, are the Bylaws of this corporation as amended and adopted by the Board of Directors on \_\_\_\_\_, and that they have not been amended or modified since that date.

Executed on the \_\_\_\_\_ day of \_\_\_\_\_ at Davis, California.

\_\_\_\_\_  
Kristin Cowan, Secretary