

**AMENDED AND RESTATED BYLAWS OF
SAN RAMON SOCCER CLUB, INC.
A California Non-Profit Public Benefit Corporation**

ARTICLE I - NAME AND PURPOSES

SECTION 1.

San Ramon Soccer Club, Inc., also known and doing business as San Ramon Futbol Club ("SRS"), located in the City of San Ramon and with a territory of the City of San Ramon and other areas of Contra Costa and Alameda Counties.

SECTION 2.

The purpose of SRS is to teach and foster amateur soccer and to carry on other charitable activities associated with this goal. Consistent with this purpose, SRS shall be a family-based organization (1) that offers high-quality, diverse, year-round soccer to individuals regardless of race, color, religion, age, sex, national origin and/or ability, and (2) that promotes good sportsmanship and enjoyment of soccer for coaches, referees, players and parents or guardians of players.

SECTION 3.

SRS is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code (collectively "Internal Revenue Code").

ARTICLE II - RECITALS AND DEFINITIONS

SECTION 1.

In addition to its Articles of Incorporation, SRS's governing documents include its Bylaws. Once adopted by a two-thirds majority vote of a properly constituted Annual General Meeting ("AGM") these Amended and Restated Bylaws ("Bylaws") supersede in their entirety any prior versions of the SRS Bylaws.

SECTION 2.

The principal place of business of SRS is located at 12885 Alcosta Blvd, San Ramon, California. The Board of Directors may change the location of the principal office by a majority vote of Directors. The SRS Board of Directors ("Board") may at any time establish other offices at any place or places SRS is qualified to do business.

SECTION 3

Unless the context requires otherwise, the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

SECTION 4.

Definitions:

Rules and Regulations shall mean the current set of practices, rules and regulations by which SRS, its players, parents, members, coaches, employees, board members and referees are expected to abide.

Current Program shall mean participation on a Recreational, Select or Competitive soccer team as of the Annual General Meeting and Elections.

Good Standing: Members shall be considered to be in "Good Standing" if:

- (1) They are current on any and all financial obligations they may have with SRS, including but not limited to, required program registration dues, fees or assessments in accordance

- with these bylaws;
- (2) They are not suspended; and
 - (3) They have not affirmatively withdrawn from a team or quit their participation in a Current Program, and the Board votes in its discretion to terminate such membership based on the withdrawal from SRS sponsored team or program.

Playing Members shall mean all individuals currently registered and assigned to a specific team or participating in a current program.

General Members shall mean all parents and/or legal guardians of Playing Members.

Participating Members shall mean Board Members, paid SRS staff and currently registered coaches and assistant coaches.

Voting Members shall mean all General Members, Participating Members and Playing Members who have obtained the age of 18 by January 1 of the year in which a vote occurs.

Member shall mean, collectively any Playing Member, General Member, or Participating Member regardless of whether such Member is 18 years of age.

Director shall mean a director of the Board.

Law of the Game shall mean Laws of Soccer as defined by Federation Internationale de Football Association ("FIFA") and as may be modified by any sanctioning body governing a league or tournament in which one or more San Ramon Soccer teams plays.

ARTICLE III - AFFILIATION AND AUTHORITIES

SECTION 1.

SRS shall be governed by its Bylaws, and any Specific Rules and Regulations adopted by the Board.

SECTION 2.

The governing authority of SRS, whose powers shall be designated in the Bylaws, shall be vested with the Board.

ARTICLE IV - SEASONAL AND FISCAL YEARS

The Seasonal Year for membership/registration and the Fiscal Year shall be from January 1 through December 31.

ARTICLE V - MEMBERSHIP AND DUES

SECTION 1.

Membership Rights. All Voting Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of SRS assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve SRS. In addition, Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

SECTION 2.

Program Registration, Dues, Fees and Assessments. Each Member must pay, within the time

and on the conditions set by the Board, the program registration dues, fees or assessments, if any, in amounts to be fixed from time to time by the Board. The program registration dues, fees or assessments shall be equal Members of each class, but the Board may, in its discretion, set different dues, fees or assessments for each class and for members participating in different programs.

SECTION 3.

Termination of Membership. A membership may be terminated on occurrence of any of the following events:

- (a) Resignation of the Member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) When the Member fails to pay program registration dues, fees or assessments (on such terms and conditions as may be from time to time set by the Board within 60 days after they are due and payable), and the Board votes to terminate such membership;
- (d) When the Member affirmatively withdraws from a team or quits their participation in a Current Program, and the Board votes in its discretion to terminate such membership; or
- (d) On the good faith determination by a two-thirds vote of the Board, that the Member has failed to observe SRS's rules of conduct, the SRS Rules and Regulations, or has engaged in conduct materially and seriously prejudicial to the SRS purposes and interests.

SECTION 4.

Suspension or Termination of Membership. A Member may be immediately and temporarily suspended based on the good faith determination by a majority vote of the Board or a committee approved by the Board, or by the President or Executive Vice President as authorized by the Board to make such a determination that the member has failed in a material and serious degree to observe SRS rules of conduct, SRS Rules and Regulations or has engaged in conduct materially and seriously prejudicial to SRS's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

If the Board suspends or terminates a Member, the following procedure will be followed:

- (a) The Board shall give the member at least 15 days' prior written notice of the proposed suspension or termination and the reasons for such proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on SRS's records.
- (b) The proposed suspended or terminated Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- (c) The Board or committee shall decide by a majority vote whether the member shall be suspended or sanctioned in any way and the Board or committee shall decide by a two-thirds vote whether the member shall be terminated. Such decision of the Board or committee shall be final.
- (d) Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or termination.

SECTION 5.

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death, resignation or expulsion.

ARTICLE VI – MEMBERSHIP MEETINGS

SECTION 1

Annual Meeting. An Annual General Meeting (“AGM”) shall be held at such time and place, and on such notice as the Board may determine. Any proper business as set forth in notice may be transacted at this meeting. The AGM shall be held during the month of October each year. The place and time shall be designated by the Board. The location must be within the city limits of San Ramon.

SECTION 2.

Special Meetings. Board President, three (3) or more Directors or 50 or more Voting Members may call a special meeting of the members for any lawful purpose at any time.

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Board President or the Board Executive Vice President or the Board Secretary of SRS. The officer receiving the request shall cause notice to be given promptly to the Voting Members, stating that a meeting will be held at a specified time and date fixed by the Board.

However, the meeting date shall be at least 10 but no more than 30 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 3.

Meeting Location. Meetings of the Members shall be held at a place within the City of San Ramon designated by the Board or by the written consent of Voting Members at the meeting, given before or after the meeting. In the absence of any such designation, Members' meetings shall be held at SRS's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

SECTION 4.

Written Notice Required. Whenever Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Voting Member. The notice shall specify the place, date and hour of the meeting. For the AGM, the notice shall include the agenda. For a special meeting, the notice shall state the agenda and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Any written notice given under this Article may be given by email.

SECTION 5.

Notice of Agenda Items. Approval by the Voting Members of any of the following proposals, other than by unanimous approval by the Voting Members, is valid only if the notice or written waiver of notice states the proposal or proposals:

- (a) Removing a Director without cause;

- (b) Amending the Articles of Incorporation; or
- (c) Electing to wind up and dissolve the corporation.

SECTION 6.

Notice Requirements. Notice of any meeting of Members shall be in writing and shall be given to Members at least 14 days but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by SRS, or by first-class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of SRS or at the address given by the member to SRS for purposes of notice. If no address appears on SRS books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or other written communication to SRS's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

SECTION 7.

Electronic Notice. Notice given by electronic transmission by SRS shall be valid only if:

- (a) Delivered by email to that recipient's email address on record with SRS; (ii) posting on an electronic network or a website, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication; or
- (b) Delivered to a recipient who has provided an unrevoked consent to the use of means of transmission for communications; and
- (c) The electronic transmission creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing:

(1) an electronic transmission by SRS to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper in non-electronic form, (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (iii) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by SRS after either of the following: (i) SRS is unable to deliver two consecutive notices to the member by that means, or (ii) the inability to so deliver the notices to the member becomes known to the Board President, Board Executive Vice President or Secretary or any other person responsible for the giving of the notice.

SECTION 8.

Affidavit of Mailing. An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Board President, Board Executive Vice President or Board Secretary of SRS, and if so executed, shall be filed and maintained in SRS's minute book.

SECTION 9.

Quorum. The Voting Members attending any General, Annual or Special Meeting shall constitute a quorum but may vote only on matters as to which notice of their general nature was given under

these Bylaws.

ARTICLE VII - MEMBERSHIP VOTING

SECTION 1.

Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, Voting Members in Good Standing on the Record Date as determined under these Bylaws in Article VII, Section 9, shall be entitled to vote at any meeting of members.

SECTION 2.

Manner of Voting. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Voting Member at the meeting.

SECTION 3.

Number of Votes. Each Voting Member entitled to vote may cast one vote on each matter submitted to a vote of the Voting Members.

SECTION 4.

Majority Approval. The affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Voting Members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by these Bylaws.

SECTION 5.

Proxies. Voting by proxy is prohibited.

SECTION 6.

Adjournment; Notice. Any meeting may be adjourned from time to time by the vote of the majority of the Voting Members present at the meeting. No meeting may be adjourned for more than 45 days. A notice of the adjourned meeting shall be given to each Voting Member who, on the Record Date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, SRS may only transact any business that might have been transacted at the original meeting.

SECTION 7.

Parliamentary Law. Parliamentary law as set forth in SRS Rules and Regulations shall govern all meetings.

SECTION 8.

Online Voting. In order to increase participation in the election process, SRS may allow for on-line balloting provided the on-line voting ends 72 hours prior to the AGM. Members may elect to vote either on-line or in person at the AGM.

SECTION 9.

Record Date. The Record Date for purposes of voting and determination of membership in "Good Standing" at the Annual General Meeting shall be September 15. For purposes of member voting at any other membership meeting, the Record Date will be 15 days before the scheduled date of the meeting.

ARTICLE VIII - BOARD OF DIRECTORS AND THEIR ELECTION

SECTION 1.

General Powers of Board. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members,

SRS's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

SECTION 2.

Specific Powers of Board. Without prejudice to the general powers set forth in Section 1 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

(a) Appoint corporate officers or employees upon a majority vote of the sitting Board (e.g., for Board of 11 filled seats, 6 would be required to vote in the affirmative); prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Remove corporate officers or employees upon a two-thirds vote of the sitting Board (i.e., filled Board positions), which proposed removal may only occur upon fifteen (15) days written notice of the proposed action to the Board;

(c) Change the principal office in California from one location to another; cause SRS to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members;

(d) Borrow money and incur indebtedness on SRS's behalf and cause to be executed and delivered for SRS's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities; and

(e) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

SECTION 3.

Number of Directors. The Board shall consist of at least 7, but no more than 11, directors unless changed by amendment to these Bylaws. The exact number of Directors and their functional areas of responsibilities shall be fixed, within those limits, by a resolution adopted by the Board.

SECTION 4.

Term of Service. The elected Directors will serve for a term of two years. Directors shall be elected in accordance with the election procedures set forth in these Bylaws.

The Board shall be divided into two (2) classes with six (6) Board positions to be elected in odd years and five (5) Board positions to be elected in even years. If in a given year, there is an additional vacancy because of Board resignation or removal, that position would be filled only for the remaining term.

SECTION 5.

Eligibility to Serve on the Board.

Except as set forth in the paragraph immediately below, to stand for election or be appointed to the Board, Board members and Executive Officers of this association must be members in Good Standing of SRS as of the Record Date and must maintain their membership in "Good Standing" throughout their Board term. Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for, or elected or appointed to the Board.

Notwithstanding the foregoing, the membership may choose to elect *up to* one non-member to the Board at each the Annual General Meeting. No more than a maximum of two non-members may serve on the Board at any given time, up to one per election cycle. Such non-members must disclose the nature of their relationship with SRS and the community, or lack thereof, and any

affiliation with any soccer, futsal or youth athletics organization within the NorCal Region 3/4 area, any potential conflict of interest and anything else required as set forth in the Rules and Regulations. There are no non-member Director positions set aside or reserved; such non-members will only be elected if they receive a sufficient number of votes to be elected to one of the then-open positions. Under no circumstances may a non-member Director be elected to or serve as an Officer or Executive Committee member.

An SRS Member shall not serve as a Director while serving as a paid employee of, or under contract with, SRS.

SECTION 6.

Nominations by Committee. At least six (6) weeks prior to the AGM, the Board shall appoint a nominating committee consisting of all members of the Board who are not candidates for re-election. The purpose of the nominating committee is to call for nominations and to propose candidates to fill director positions at the next AGM. The committee members will select their own chair. The nominating committee's proposed slate of directors and the time and place of the AGM shall be mailed or e-mailed to the Voting Members (by family) at least two (2) weeks prior to the AGM.

SECTION 7.

Floor Nominations. When a meeting is held for the election of Directors, any member present at the meeting in person may place names into nomination.

SECTION 8.

Nominee's Right to Solicit Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, and a reasonable opportunity for all members to choose among the nominees.

SECTION 9.

Election Procedure. The Nominating Committee chairperson will run the election part of the AGM, with the help of the rest of the committee who are not running for office:

- (a) One ballot will be provided to each Voting Member;
- (b) Each ballot is given to a Voting Member, such Voting Member will sign a separate sheet to record who is voting;
- (c) The Voting Member must show proof of identification, if requested; and
- (d) The Chair of the Nominating Committee will tally the votes and submit the results to the President and the results will be announced.

SECTION 10.

Vacancies on Board. A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order of judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of the members to remove the Director(s); (d) the increase of the authorized number of Directors; or (e) the failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

SECTION 11.

Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the Board President. The resignation shall be effective when the notice is given unless

it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if SRS would be left without a duly elected Director or Directors.

SECTION 12.

Removal of Directors. A Director may be removed without Board resolution:

(a) By Membership vote on any grounds.

(b) For failure to maintain membership in "Good Standing", except as to Directors who are elected as non-members, who are not required to have or maintain membership in "Good Standing" in any event.

(c) When a Director does not attend three successive Board meetings unless:

(a) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;

(ii) The Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or

(iii) The Board, by resolution of the majority of Board members, agrees to reinstate the Director who has missed three meetings. Such removal shall be deemed effective upon the act that triggers the removal or no later than the first membership, Board or Executive Committee meeting following the act and shall be recorded in the minutes of that first meeting following the removal.

SECTION 13.

Vacancies Filled by Board. Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by the Board President with the subsequent approval of the Board or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §5211, or (c) a sole remaining Director. Vacancies created by the removal of a Director by the members may be filled by the members, but if the vacancy is not filled within 30 days, the Board may elect to fill the vacancy as set forth above.

SECTION 14.

Vacancies Filled by Members. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

SECTION 15.

Director Compensation. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Such expenses shall be reimbursed upon the approval by the President and Treasurer. Directors shall not otherwise be compensated, except for a refund of such Director's program registration dues, fees or assessments.

ARTICLE IX - BOARD MEETINGS

SECTION 1.

Regular meetings. Regular meetings of the Board will be held on the second week of each month, or as determined by a resolution of the Board, at a time and place to be determined by the Board. Notice of the time and place of regular board meetings may be posted on SRS's website at least four (4) days prior to the meeting. All regular meetings shall be open to the membership except executive sessions.

SECTION 2.

Special Meetings. The President, Executive Vice President, Secretary, Treasurer or any three (3) or more Directors may call a special meeting of the Board and the only business that may be conducted is for those purposes for which the special meeting was called.

SECTION 3.

Organizational Meeting. Returning Board members and Board members newly elected will meet within 30 days after the AGM for the purpose of organizing the Board and electing its officers. Once the officers are elected, the newly elected President will then appoint, with the approval of the Board, remaining Board and committee positions, in conformance with rules for filling Board vacancies. With proper notice other business may come before the Board if it pertains to the operations of SRS for the upcoming seasonal year.

SECTION 4.

Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile, (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address, email address or telephone number as shown on SRS's records. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned or sent, respectively, at least 24 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the SRS principal office. The notice need not specify the purpose of the meeting. Notice of the time and place of special board meetings may be posted on SRS's website at least four (4) days prior to the meeting.

SECTION 5.

Emergency Board Meetings. An emergency meeting of the Board may be called by the President or by any two directors other than the President if there are circumstances that could not have been reasonably foreseen that require immediate attention and possible action by the Board. Emergency Board meetings may be held without complying with the notice requirements set forth in this Article. Reasonable efforts shall nevertheless be made to contact all Directors regarding the proposed action in advance thereof, rather than relying on notification after the fact.

SECTION 6.

Meetings by Telecommunication. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members; and

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by SRS.

SECTION 7.

Executive Sessions. The Board shall be entitled to call and/or to adjourn from any general or special Board meeting at any time for the purpose of convening in executive or closed session to discuss: (a) litigation in which SRS is or may become a party; (b) matters relating to the formation of contracts with third parties; (c) member discipline; (d) personnel matters; or (e) any other matter that a majority of the Board deems appropriate for executive session.

SECTION 8.

Board Meeting Attendance. All regular Board meetings shall be open to all members of SRS, and to non-members by Board invitation. Special and emergency Board meetings will be open to members of SRS or non-members by invitation.

SECTION 9.

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 waivers, consents and approvals shall be filed with SRS records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

SECTION 10.

Quorum. A majority of the authorized number of Voting Directors shall constitute a quorum for the transaction of any business except adjournment. 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 an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 11.

Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 12.

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 24 hours. If the original meeting is adjourned for more than 24 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.

SECTION 13.

Board Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board Members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which SRS is a party and who is an "interested director" as defined in Corporations Code §5233 shall abstain from providing consent to such transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

SECTION 14.

Parliamentary law as set forth in SRS Rules and Regulations shall govern all meetings.

ARTICLE X - COMMITTEES

SECTION 1.

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of at least one Director to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or any committee of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; or
- (f) Create any other committees of the Board or appoint the members of committees of the Board.

SECTION 2.

Audit Committee. SRS shall have an audit committee consisting of at least three (3) Voting Members, at least one of which shall be the Board Treasurer, and may include nonvoting advisors. Directors who are employees or officers of SRS or who receive, directly or indirectly, any consulting, advisory or other compensatory fees from SRS (other than for service as director) may not serve on the audit committee. No two members of the same family can serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in SRS's audit committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

- (a) Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding SRS's financial affairs; and
- (d) Reviewing and accepting or rejecting the audit.

Members of the audit committee shall not receive compensation for their service on the audit committee in excess of that provided to Directors for their service on the Board. If SRS has a finance committee, a majority of the members of the audit committee may not concurrently serve as members of the finance committee, and the chair of the audit committee may not serve on the finance committee.

SECTION 3.

Compensation Committee. SRS shall have a compensation committee consisting of the President, Executive Vice President, Treasurer and Director of Competitive Programs ("Director:

COMP”) and such other members, if any, as the Board may appoint. Directors who are also employees or independent contractors of SRS may not serve on the compensation committee. The compensation committee shall review the compensation of the employees and independent contractors of SRS annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the employees and independent contractors and an analysis of appropriate comparability data. Based on its review, the compensation committee shall recommend just and reasonable compensation amounts for the employees and independent contractors to the Board.

SECTION 4.

Executive Committee. The President, Vice President, Secretary, Treasurer, Director: COMP and Director of Recreational Programs (“Director: REC”) shall serve as the Executive Committee of the Board. No two (2) members of the same family can serve on the Executive Committee. Directors who are not members of SRS may not serve on the Executive Committee or be appointed to any Officer position. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of SRS between meetings of the Board. The Committee will also handle potential disciplinary and legal issues for which closed sessions are authorized. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled board meeting.

SECTION 5.

Finance Committee: Chaired by the Treasurer, shall consist of at least three (3) Board members, and shall also include the, Director of Coaching and General Manager and shall assist the Director of Coaching and General Manager in preparation of the Annual Budget and recommend to the Board for approval an Annual Budget. The Finance Committee shall at least quarterly review the Annual Budget, report its findings to the Board and make recommendations for adjustments based on income or expenses.

SECTION 6.

Rules and Regulations Committee: The committee shall be composed of three (3) or more persons, at least one of which shall be a Director, and shall work in close coordination with the General Manager to develop policies and procedures for the general operation of SRS.

SECTION 7.

Protest and Appeals Committee: The committee shall be composed of three (3) or more Members (one (1) Board member, one (1) coach, and one (1) referee). The committee shall have the responsibility for hearing matters pertaining to violations of the Rules and Regulations, and General Procedures, of SRS, or misapplication of the “Laws of the Game.”

SECTION 8.

Investment Committee. SRS shall have an investment committee comprised of not less than three Directors. Prior to making any investment decision, the Committee shall make a recommendation to the Board for approval regarding the amount to be invested and the manner in which it shall be invested. The committee shall act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The committee shall consider present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of SRS, economic conditions, and any other factors that may affect SRS’s tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor

(whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

SECTION 9.

Committee Meetings. Meetings and actions of committees of the Board shall be governed by, held and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting may be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

SECTION 10.

Special Committees: Special committees may be appointed for special tasks as needed and on completion of the tasks for which appointed, shall be discharged.

ARTICLE XI – OFFICERS

SECTION 1.

The officers of SRS shall be a President, Executive Vice President, Secretary, Treasurer, Director: COMP, Director: REC.

SECTION 2.

Following the AGM, the Board-elect will elect its own officers at its first meeting for a term of one year.

(a) Nominees for the offices of president, executive vice president, treasurer or any other elected officer authorized to sign checks shall not be related by blood or marriage or reside in the same household.

(b) No person shall hold more than one executive office at the same time. If there are vacancies on the Board, then an individual may temporarily perform the duties of more than one office.

ARTICLE XII - DUTIES OF OFFICERS

SECTION 1.

The President shall:

(a) Be charged with the general supervision, management, and control of all the business and affairs of SRS;

(b) Coordinate the work of officers and committees of SRS in order that the purposes may be promoted;

(c) Preside at all meetings of SRS, the Board and the Executive Committee, employing Roberts Rules of Order;

(d) Be a member, ex officio, of all committees except nominating committee;

(e) Appoint the chair and members of all standing and special committees of the Board with approval of the Board members;

(f) Sign, along with the Executive Vice President or any other proper Officer, all contracts or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board or required by law to be otherwise signed and executed;

(g) Be authorized to sign checks or requests for payment, and not be related by blood or marriage or reside in the same household as the other authorized signers for SRS's financial accounts;

- (h) Act as the duly authorized representative of the Board on official matters not otherwise delegated to specific directors or paid staff;
- (i) Directly supervise the Director of Coaching and provide the bi-annual evaluation of the Director of Coaching, with the input of the Director: COMP and Director: REC.
- (j) Meet with the Director: COMP and Director: REC and the Director of Coaching to set and reorganize priorities to ensure the successful implementation and growth of the Competitive and Recreation programs;
- (k) Review, with the input of the Director: COMP and Director: REC, and recommend for approval the Director of Coaching's budget for the Competitive and Recreation programs;
- (l) Be responsible for working closely with Executive Vice President to supervise the General Manager and provide specific and detailed input to the bi-annual evaluation of the General Manager;
- (m) Attend quarterly meetings with the Executive Vice President and General Manager to set priorities and at least annually, review and recommend approval the budget for the administrative operations of SRS;
- (n) Have all contracts and/or legally binding documents approved by the Board, prior to signing a contract along with another Executive Committee member;
- (o) Perform such other duties as may be prescribed in these Bylaws or designated by the membership or the Board.

SECTION 2.

The Executive Vice President shall:

- (a) Serve as primary aide to the President;
- (b) Perform the duties of the President in the absence or disability of the President to act and in doing so, have all powers of and be subject to all restrictions of the President;
- (c) In the absence of the President, preside at all meetings of the membership, the Board and the Executive Committee;
- (d) Sign, along with the President or any other proper Officer, all contracts or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board or required by law to be otherwise signed and executed;
- (e) Be authorized to sign checks or requests for payment, and not be related by blood or marriage or reside in the same household as the other authorized signers for SRS's financial accounts;
- (f) Directly supervise the General Manager and provide oversight and supervision of the administrative operations of SRS and conduct bi-annual reviews of the General Manager;
- (g) Meet at least quarterly with the General Manager to set and update priorities;
- (h) Review and recommend for approval the General Manager's budget for the administrative operations of SRS; and
- (i) Perform such other duties as may be prescribed in these Bylaws or assigned by the Board or the membership.

SECTION 3.

The Secretary shall:

- (a) Keep, or cause to be kept, at SRS's principal office or such other place as the Board may direct, a book for minutes, proceedings and actions of the Board, of committees of the Board and of members' meetings. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and if special, how

authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings;

(b) Distribute copies of prior minutes and agenda to all Board Members prior to the next meeting of the Board;

(c) Provide support, as needed, to the Nominating Committee in conducting or recording the voting at the AGM;

(d) Handle all correspondence as directed by the President or the Board;

(e) Maintain control over incoming mail, and exercise and perform such other duties as may be designated by the Board;

(f) Maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Secretary upon leaving the office;

(g) Keep, at the principal California office, a copy of the Articles of Incorporation and a current signed original set of the Bylaws and standing rules;

(h) Give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board that these Bylaws require be given;

(i) Conduct voting by email as authorized by the Board or these Bylaws; and

(j) Perform such other duties as may be delegated to the Secretary.

SECTION 4.

The Treasurer shall:

(a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of SRS's properties and transactions;

(b) Deposit or cause to be deposited, all money and other valuables in the name and to the credit of SRS with such depositories as the Board may designate;

(c) Disburse SRS funds as the Board may order;

(d) Send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board;

(e) Make available books of account for inspection by any Director at all reasonable times;

(f) Ensure that all accounts to be paid by check shall bear two signatures from the Executive Committee;

(g) Produce the check register or ledger book when required by the Audit Committee, properly balanced according to the bank statement;

(h) Be responsible for preparing, or overseeing the preparation of, any and all papers pursuant to the Articles of Incorporation and tax exemption status of SRS;

(i) Be responsible for preparing, or overseeing the preparation of, any forms needed for Income tax purposes;

(j) Chair the Finance Committee and work in close coordination with the, Director of Coaching, General Manager and Finance Committee to prepare the annual budget for adoption by the Board and at least quarterly review and report findings to the Board on the adherence to the budget;

(k) Maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Treasurer or the Executive Vice President upon leaving the office;

(l) Contact the bank to secure signatures of all authorized signers on all checking and savings accounts and file with the bank immediately upon taking office; and

(m) Review the monthly bank statements and verify that check payees and check numbers and check amounts paid match authorized payments; and

SECTION 5.

The Director: COMP and the Director: REC shall:

- (a) Be responsible for working closely with President to assist in supervising the Director of Coaching and provide specific and detailed input into the bi-annual evaluation of the Director of Coaching with respect to all aspects relating to the Competitive and/or Recreation programs, respectively, coaching and implementation;
- (b) Each separately, or together as appropriate, meet with the Director of Coaching and President to set and reorganize priorities to ensure the successful implementation and growth of the Competitive and Recreation programs, respectively;
- (c) Review, with the President, and provide input for approval, the Director of Coaching's budget for the Competitive and Recreation programs, respectively;
- (d) In the absence of both the President and Executive Vice President, Preside at meetings of the Board (each Director shall preside in turn, with the Director: COMP taking the first occurrence); and
- (e) Exercise and perform such other powers and duties as may be designated by the Board.

ARTICLE XIII - RECORDS, REPORTS AND INSPECTION RIGHTS

SECTION 1.

SRS shall keep the following corporate records:

- (a) Adequate and correct books and records of account that will be maintained in accordance with generally accepted accounting principles;
- (b) Minutes of the proceedings of its members, Board and committees of the Board; and
- (c) A record of each Member's name, address and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

SECTION 2.

Inspection of Member Lists. Pursuant to the California Corporations Code, an SRS Member may inspect and copy all members' names, addresses, email addresses and voting rights ("the Membership List") at any reasonable time, on five (5) business days' advance notice, *so long as the request is for a permitted purpose*. The notice must state the proposed use of the list. SRS will respond to the request for a copy of the Membership List within 10 days after the receipt of the request or the date specified in the request, whichever is later. SRS may impose a reasonable charge for producing the list.

In SRS' sole discretion, SRS may choose to respond to the request for inspection and copying of the Membership List with an alternative method of achieving the same purpose (e.g., offering to mail particular materials to the desired members of SRS).

The Member requesting the Membership List must demonstrate that the demand is reasonably related to the interests of the members and must demonstrate a logical nexus between the documents sought and the interests of the members to be protected.

SECTION 3.

Inspection of Accounting Records and Minutes. On written demand to SRS, any Voting Member

may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board and committees of the Board at any reasonable time for a purpose reasonably related to the Voting Member's interest as a Member. Any such inspection and copying may be made in person or by the Voting Member or the Voting Member's attorney's.

SECTION 4.

Inspection of Articles and Bylaws. SRS shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the Members at all reasonable times during office hours.

SECTION 5.

Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect SRS's books, records and documents of every kind, and to inspect the physical properties of SRS. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records and documents of every kind.

SECTION 6.

Annual Report. The Board shall cause an annual report to be made available to the members and Directors within 120 days after the end of SRS's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, or SRS as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) SRS's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) SRS's expenses or disbursements for both general and restricted purposes;
- (e) Any information required of these bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of SRS that such statements were prepared without audit from the SRS's books and records.

This requirement of an annual report shall not apply if SRS receives less than \$25,000.00 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 and to any Member who requests it in writing.

If the Board approves, SRS may send the report and any accompanying material sent pursuant to this section by electronic transmission.

SECTION 7.

Annual Statement. As part of the annual report to all Voting Members, or as a separate document if no annual report is issued, SRS shall, within 120 days after the end of its fiscal year, annually prepare and make available to each Voting Member and furnish to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (1) in which SRS was a party, (2) in which an "interested person" had a direct or indirect material financial interest, and (3) that involved more than \$5,000.00 or was one of several transactions with the same interested person involving, in the aggregate, more than \$5,000.00. For this purpose, an "interested person" is either (i) any Director or officer of SRS (but mere common directorship shall not be considered such an interest); or (ii) any holder of more

than 10 percent of the voting power of SRS.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to SRS, the nature of their interest in the transaction and, if practicable, the amount of that interest.

(b) Any indemnifications or advances aggregating more than \$2500.00 paid during the fiscal year to any officer or Director of SRS under these bylaws, unless that indemnification has already been approved by the members under Corporations Code §5238(e)(2).

ARTICLE XIV – DISSOLUTION

SECTION 1.

SRS's assets are irrevocably dedicated to the non-profit purposes of SRS. No part of the net earnings, properties or assets of SRS on dissolution of SRS or otherwise, shall inure to the private benefit of any private person or individual, or to any Director or Officer of SRS. On the winding up and dissolution of SRS, after paying or adequately providing for the debts, obligations and liabilities of SRS, the remaining assets of SRS, if any, shall be distributed to an organization (or organizations) organized and operated exclusively for non-profit purposes, limited to fostering amateur soccer; provided that such organization receiving such assets of SRS has established its tax-exempt status under Internal Revenue Code Section 501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code); and has established its tax-exempt status under Revenue and Taxation Code Section 23701(d) (or the corresponding section of any future California revenue and tax law; and satisfies the requirements of Revenue and Tax Code Section 214.

ARTICLE XV - CONTRACTS AND BANK RELATED ITEMS

SECTION 1.

Contracts. The Board may authorize any Officer, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of SRS, and such authority may be general or confined to special instances, provided that such authorization shall be limited to contracts or instruments of no more than \$5,000.00. Any contract or instrument greater than \$5,000.00 is non-delegable and must be reviewed by the Board and approved by Board resolution.

SECTION 2.

Checks and Deposits. All funds of SRS not otherwise employed shall be deposited in such banks, savings institutions, or trust companies which are insured by the FSLIC and FDIC as the Board may select. All checks or other orders for the payment of money issued in the name of SRS shall be signed by such Officer or Officers, as shall be determined by resolution of the Board. The term of deposit shall be no longer than twelve (12) months.

SECTION 3.

Loans. No loans shall be made to SRS unless authorized by a resolution of the Board. No loans shall be made by SRS to its Officers, Directors, Members or Employees.

SECTION 4.

Gift, Bequest or Endowment. The Board may accept on behalf of SRS any gift, grant, bequest or device for the general purposes or for any special purpose of SRS. They shall be deemed irrevocable unless terms expressly provide otherwise. All such property received and accepted by SRS may be co-mingled with other assets of SRS, unless specific instructions are otherwise given by the giver. All funds and investments shall be administered by the Investment Committee.

SECTION 5.

Conflict of Interest. No Member of SRS, the Board, the Audit Committee, or any committee administering any funds or accounts of SRS shall knowingly participate directly or indirectly in any discussion or vote on any transaction wherein the Member, or any person intimately connected to them by blood, marriage, personal relationship or business relationship, might directly or indirectly derive a material advantage, financial or otherwise. Such Member shall announce the possible conflict of interest to the Board or committee(s), and thereafter remain mute until the transaction is disposed of.

No Director shall, either directly or indirectly, enter into a contract with SRS unless (1) the material facts regarding that Director's financial interest in such contract are fully disclosed in good faith to all members of the Board prior to the Board's consideration of such contract; (2) such contract is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Director; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that SRS could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) SRS for its own benefit enters into the transaction, which is fair and reasonable to SRS at the time the transaction is entered into.

The Board shall determine, by a majority vote on the basis of all facts, whether a conflict of interest exists with respect to a SRS decision.

SECTION 6.

Indemnification. To the extent permitted by law, no member of the Board or of any committee shall be personally liable, for any conduct reasonably related to their position with SRS, except for such Members' own willful misconduct. SRS shall indemnify and hold harmless each such Board Member against any and all losses, liabilities, judgments, fines, expenses incurred (including legal fees, internal investigations, witness expenses, counterclaims, affirmative defenses, and the cost of pursuing indemnification rights, even if the Board Member is not a party to a proceeding), amounts paid in settlement, or damages arising out of any act or omission reasonably related to their position with SRS, except such Board Members' own willful misconduct (collectively, "indemnification"). For the avoidance of doubt, any expenses incurred by a Board Member shall be paid contemporaneously, and not upon a final determination of a matter.

SRS shall secure and maintain (1) a general liability insurance policy with a minimum coverage of \$1,000,000.00 per occurrence for bodily injury, non-bodily injury (e.g., wrongful termination) and (2) a Directors and Officers liability insurance policy ("D&O Policy") with a minimum coverage of \$1,000,000.00 per occurrence. SRS shall enter into an indemnification agreement with each Director and Officer detailing the scope of coverage.

Notwithstanding the foregoing, to the fullest extent permitted by law, SRS shall indemnify its Directors and Officers, and may indemnify employees and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, 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 SRS, 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 that section of the Corporations Code, as well as the meaning in the proceeding paragraph, whichever is more inclusive.

On written request to the Board by any person seeking indemnification under Corporations Code §5283(c), the board shall promptly decide under Corporations Code §5238(e) whether the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which

indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by SRS before final disposition of the proceeding, on receipt by SRS of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by SRS for those expenses.

ARTICLE XVI- CHANGES TO THE BYLAWS

SECTION 1.

Board Amendment of Bylaws. Subject to the Members' rights under these Bylaws and the limitations set forth below, the Board may, upon an affirmative two-thirds vote of the sitting Board (i.e., filled Board positions), adopt, amend or repeal bylaws, unless doing so would materially and adversely affect the Members' rights as to voting. Any amendments to the bylaws to be submitted to the Board shall be noticed to the Board at least fifteen (15) days prior to the Board meeting or properly noticed special meeting. Such notice must specifically state the proposed change. The Board may not vote on Bylaws changes under this Section by electronic vote.

SECTION 2.

When Voting Members Approval Required. Without the affirmative vote of two-thirds of the attending and Voting Members at a meeting of the Members, the Board may not adopt, amend or repeal any Bylaw that would:

- (a) Change the minimum or maximum number of Directors;
- (b) Change from a variable number of Directors to a fixed number of Directors.
- (c) Increase or extend the terms of Directors;
- (d) Allow any Director to hold office by designation or selection rather than by election by the Members;
- (e) Increase the quorum for Members' meetings;
- (f) Authorize voting by proxy; or
- (g) Authorize cumulative voting.

SECTION 3.

Any Member or any Board Member may submit proposed changes to the existing Bylaws. Proposed changes to be submitted to the membership shall first be submitted to the Board by August 1 preceding the AGM.

SECTION 4.

Proposed amendments to the bylaws to be submitted to the membership shall be noticed to the membership at least fifteen (15) days prior to the AGM or other properly noticed special meeting. Amendments shall be voted on and deemed adopted by an affirmative vote of two-thirds of the members attending and voting at the AGM or other properly noticed special meeting.

SECTION 5.

Amendments to the Bylaws become effective January 1 unless otherwise stated in the motion to approve the amendments.

ARTICLE XVII - GENERAL PROVISIONS

SECTION 1.

Litigation Involving SRS. No person who has instituted legal action against SRS may serve or continue to serve as a Director.

SECTION 2.

Insurance. SRS shall purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such, as further detailed in Article XVII, Section [6].

SECTION 3.

Captions and Titles. All captions and titles used in these Bylaws are intended solely for the reader's convenience of reference and shall not affect the interpretation or application of any of the terms or provisions contained herein.

SECTION 4.

Severability. These Bylaws shall be deemed independent and severable. The invalidity or partial invalidity of any provision of these Bylaws shall not affect the validity or enforceability of any other provision of these Bylaws, which shall remain in full force and effect.

BYLAWS OF: San Ramon Soccer Club

ADOPTED BY THE MEMBERSHIP:

**San Ramon Soccer
Board of Directors
Secretary**

Date of Adoption by the Membership