

**BYLAWS
OF
YUCAIPA ATHLECTIC SOCCER CLUB
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
NAME**

The name of this organization shall be Yucaipa Athletic Soccer Club. It shall also be referred to as "YASC or as 'The Club', dba: "Spartans FC" and "Cal Heat". (Amended March 18, 2010).

**ARTICLE 2
PURPOSES**

The purpose for which the Club is organized is to provide a non-profit competitive club soccer program for teams and players of all ages.

**ARTICLE 3
MEMBERSHIP**

The club shall have two (2) groups of membership:

- a. The non-voting general membership (hereinafter referred to as general member(s) shall consist of properly registered Club team players on properly registered Club teams and the parents/guardians of those players. The Board of Directors of the Club, as hereinafter defined, shall annually determine, prior to player registration, the fees to be assessed the general membership.
- b. The voting membership shall consist of the currently sitting Board of Directors, as hereinafter defined and the manager or his/her designee of each properly registered Club team. No person who is compensated by the Club or an individual team within the Club shall be a voting member or manager's designee.

**ARTICLE 4
ANNUAL MEETING**

SECTION 1. PURPOSE

The Club shall hold an Annual Meeting for the purpose of electing a Board of Directors and transacting any other business deemed necessary.

SECTION 2. TIME AND NOTICE

The Annual Meeting of the Club shall be held on or about the second Tuesday of April of each year. (Amended June, 2010). Notice of the Annual Meeting shall be given to the voting

membership of the club at least thirty (30) days prior to the scheduled meeting and any postponement of said meeting must be made at least seventy-two hours in advance of the scheduled time.

SECTION 3. QUORUM AND INDIVIDUALS ENTITLED TO VOTE

Attendance in person at the Annual Meeting by thirty three and a third percent (33 1/3%) of the voting membership shall be necessary to constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of voting members so long as notice of said business was available at the beginning to the meeting and such action taken is approved by at least a majority of the required quorum of such meeting. Although a person may qualify as a voting member in more than one capacity described in Article 3 above, he or she shall be considered as one (1) voting member for purposes of establishing a quorum and shall be entitled to one (1) vote on any business transacted at the Annual Meeting. No voting by proxy shall be allowed.

SECTION 4. VOTING PROCEDURES AND APPOINTMENTS

- A. Voting for the Board of Directors at the Annual Meeting shall be by secret ballot unless either dispensed with by a vote of two thirds (2/3) of the voting membership present or the candidates for all positions are unopposed. The Ballot shall be prepared by the Club Secretary and shall consist of a listing of each director position alongside the candidate's name proposed for each position. There may be one or more candidates, or none, identified for each position on the ballot. There shall be provided a box or circle by each candidate's name to permit a voting mark to identify selection.
- B. Once elected, the incoming Board of Directors shall appoint any ex-officio non-voting officers/directors deemed necessary for the successful operation of the Club.

SECTION 5. ORDER OF BUSINESS

The order of business at the Annual Meeting shall be as follows:

- a. Call to Order
- b. Reading of the Minutes of the Previous Annual Meeting.
- c. Acceptance of the Minutes of the Previous Annual Meeting.
- d. Annual Report.
- e. Board Member Reports
- f. Unfinished Business
- g. Proposal for Amendments to the Bylaws.
- h. Election of Board of Directors.
- i. Appointment of Ex-Officio Non-Voting Officers/Directors.
- j. New Business
- k. Adjournment.

ARTICLE 5
BOARD OF DIRECTORS

SECTION 1. NUMBER AND POWERS

- a. The Club shall be governed by a Board of Directors comprised of the elected and appointed officers of the Club, as hereinafter defined, and any other position deemed necessary. The Board of Directors shall have no less than three (3) and no more than ten (10) members.
- b. The business and organization of the Club shall be transacted and exercised by the Board of Directors, subject to the provision of the California Nonprofit Public Benefit Corporation law and the Articles of Incorporation and the Bylaws of the Club.

SECTION 2. NOMINATIONS

The Board of Directors shall appoint a Nominating Committee of a size and composition it deems appropriate no later than forty-five (45) days prior to the Annual Meeting. The Nominating Committee's purpose shall be to secure and compile a list of candidates for election to the board of Directors at the Annual Meeting with due consideration given to the governance and representational needs of the club as well as to the capabilities of candidates in relation to the positions sought. Any individual desiring to submit their name as a candidate for a position on the Board of Directors must do so to the Nominating Committee no later than twenty-one (21) days prior to the Annual Meeting. The nominating Committee shall also make its report to the Board of Directors no later than twenty-one (21) days prior to the Annual Meeting. The Board of Directors shall then present to the voting membership in writing a list of candidates for the new Board of Directors no later than fourteen (14) days prior to the Annual Meeting. No nominations shall be accepted from the floor at the Annual Meeting.

SECTION 3. TERM OF OFFICE

- a. Each director shall hold office until the next Annual Meeting and until his or her successor is elected.
- b. There shall be no limitation as to the number of consecutive terms a director may hold the same office.
- c. Each term shall be one (1) year in length.

SECTION 4. COMPENSATION

Voting directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws.

SECTION 5. VACANCIES

- a. Vacancies on the Board of directors shall exist on the death, resignation or removal of any director or whenever the number of authorized directors is increased.
- b. The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.
- c. Any director may resign effective upon giving written notice to the remaining directors.
- d. Any vacancy on the board will be filled by the remaining directors. The remaining directors will cause a search to be conducted for a suitable candidate and shall vote to approve said candidate a subsequent meeting of the Board of Directors;
- e. A person elected to fill a vacancy as provided by this Section shall hold office until the next Annual Meeting.

ARTICLE 6 MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. REGULAR MEETINGS

The Board of Directors shall meet in general session on the second Tuesday of each month. The President may waive this provision in months when there is no substantial business to transact. The month of May shall be considered the first board meeting of the year. A majority of the number of elected voting directors as fixed by these Bylaws shall be necessary to constitute a quorum for the transaction of business and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or any two directors at a place of their choosing. Special meetings of the Board of Directors shall be held upon four (4) days notice by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the Club. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original

meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 3. ORDER OF BUSINESS

The order of business of any regular or special meeting of the Board of Directors shall be as follows:

- a. Call to Order
- b. Introduction of Visitors.
- c. Minutes of the Previous Meeting.
- d. Agenda Review and Adjustment.
- e. Business Conducted Pursuant to Agenda
- f. Adjournment.

SECTION 4. PROCEDURES

Procedures and debate at any meeting for the Club shall be in accordance with the Bylaws and the Rules of Parliamentary Law known as “Roberts Rules of Order” (current edition).

SECTION 5. CONTENTS OF NOTICE

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

SECTION 6. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 7. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board.

ARTICLE 7 OFFICERS

SECTION 1. NUMBER

The Club shall have the following eight officers who shall also be members of the Board of Directors: President, Vice President, Secretary, Treasurer, Director of Coaching, Fundraising Director, Registrar and Regional Director. No individual may hold more than one office, except that the Board of Directors may allow one person to temporarily hold more than one position for no longer than ninety (90) days so long as neither the Secretary or Treasurer ever concurrently serves as President.

SECTION 2. DUTIES OF PRESIDENT

The President shall have the ultimate responsibility and authority to conduct the business of the Club within the framework of the Articles of Incorporation and Bylaws and subject to the provisions of the California Nonprofit Public Benefit Corporation law. He or she shall act as Chairman at all Club meetings. He or she shall appoint committees or delegate tasks deemed necessary by the Board of Directors to carry out the proper functions of the Club. He or she shall be the liaison with the State Association and League of Play with which the Club is associated. He or she shall have the power to make purchases on behalf of, incur indebtedness for, or otherwise obligate the Club up to a maximum amount that is within the total cash disbursements authorized by the Board of Directors. It is recognized that such maximum amount shall be consistent with the total financial plan of the league as may be available by actual income. He or she shall assist the Director of Coaching in seeing to the development of new teams being administered by the Club. He or she shall assist each Manager in the operation of their respective team within the Club.

SECTION 3. DUTIES OF VICE PRESIDENT

The Vice President shall assume the duties of the President in his or her absence. He or she shall be responsible for obtaining and scheduling practice fields as well as being the liaison for all other necessary matters involving all pertinent community agencies. He or she shall be responsible for performing such other duties as prescribed by the president or the Board of Directors.

SECTION 4. DUTIES OF SECRETARY

The secretary shall be responsible for the preparation and promulgation of the minutes of all Club meetings to the directors and representatives of each team within the Club. He or she shall assist the President in handling correspondence and shall distribute agendas in advance for all Club meetings to each director and representative of each team with the Club.

SECTION 5. DUTIES OF TREASURER

The Treasurer is the chief financial officer of the club. He or she shall keep an accurate account of all financial transactions authorized by the Board of Directors and/or the President. He or she shall insure payment of all bills authorized by the Board of Directors and/or the President. He or she shall provide a Treasurer's report at each meeting of the Board of Directors. He or she shall prepare and promulgate a budget at least thirty (30) days prior to the Annual Meeting. He or she shall deposit all funds in an accredited banking

institution and make all disbursements by check, with the approval of the President. No petty cash shall be allowed. He or she shall be responsible for the enforcement of the Club's fiscal policy as outlined in these Bylaws. He or she shall provide a monthly accounting to each general member and each team within the Club. He or she shall, with the assistance of the President, see to the preparation of all Federal and State of California reports required of tax-exempt organizations.

SECTION 6. DUTIES OF DIRECTOR OF COACHING

The director of Coaching shall develop and implement the training curriculum of the Club. He or she shall see to the development and recruiting of players and to their training needs. He or she shall see to the hiring and supervision of the Club training staff. He or she shall see to the development of new teams to be administered by the Club. He or she shall be responsible for performing such other duties as prescribed by the Board of Directors with regard to club training. The Director of Coaching receives remuneration from the Club for services rendered and therefore shall be an appointed ex-officio non-voting officer/director.

SECTION 7. DUTIES OF FUNDRAISING DIRECTOR

The Fundraising Director shall identify and implement club-wide fundraising activities, including seeking individual, corporate and government sponsorships and grants. He or she shall assist and advise the manager of each team in implementing fundraising activities at the team level. He or she shall provide a fundraising report at each meeting of the Board of Directors.

SECTION 8. DUTIES OF REGISTRAR

The Registrar shall maintain an accurate roster of all teams in the Club. Such rosters shall be the official club records for coaches, administrators and player's addresses and phone numbers. He or she shall be thoroughly familiar with, and shall administer all registration procedures and rules of the appropriate State Association under which the club operates. He or she shall be available to all team officials administered by the Club at reasonable times to accommodate any registration needs. As a result remuneration by the club is made available and the Registrar shall be an appointed ex-officio non-voting officer/director.

SECTION 9. DUTIES OF REGIONAL DIRECTOR

The Regional Director shall assist the President in presenting the Club to outside recreational soccer organizations in order to attract potential players and coaches to the Club. He or she shall promote the Club through the media.

SECTION 10. NON-LIABILITY OF DIRECTOR/OFFICERS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

ARTICLE 8 FISCAL POLICY

SECTION 1. EXECUTION OF INSTRUMENTS

The board of Directors, except as otherwise provided in these Bylaws, may, by resolution authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Club, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

- a. Except as otherwise specifically determined by resolution of the Board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by any two of the following director/officers of the Club, President, Vice President of Treasurer.
- b. All Club expenditures or reimbursements shall require a receipt.
- c. No cash expenses in excess of \$300.00 and no checks made out to cash in excess of \$100.00 will be allowed.
- d. All expenditures and reimbursements over \$500.00 require approval by the Board of Directors.
- e. Each team administered by the Club shall be responsible for the management of finances for that individual team.

SECTION 3. DEPOSITS

- a. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.
- b. All revenue of the club must be properly tracked as to source, nature and amount. Revenue generated by the sole efforts of a general member shall be credited to that general member. Revenue generated by any joint action of a team or teams shall be credited to general members of those teams based on participation. Revenue generated by the Club shall be credited to the Club.
- c. All monies received by the Club must be deposited with seventy-two (72) hours.
- d. Non-sufficient funds from bounced checks or other deposits to the Club shall be charged \$25.00 per item. If a general member violates this policy more than twice during their involvement with the Club, they will be required to pay by cash, money order or cashier's check for all future transactions with the Club.

SECTION 4. GIFTS

- a. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the charitable or public purposes of this Club, including such items designated for a specific team.
- b. All donations coming from a grant fund must be filed separately as a different type of donation and must be kept separate from other monies.

SECTION 5. INDIVIDUAL ACCOUNTING

Each General Member of the Club shall have an individual account with the team they are associated with. Upon request a General Member must be provided with a monthly statement of their account on or about the first of each month. Balances owed by general members are due by the fifteenth of each month unless approved by the Board of Directors upon written request.

ARTICLE 9 RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CLUB RECORDS

The club shall keep at their principal office:

- a. Minutes of all meetings of director and committees of the board.
- b. A copy of the Club's articles of incorporation and Bylaws as amended to date.
- c. A correct set of books of account on a computerized professionally recognized accounting program, which shall be updated as technology progresses.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Club. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. INSPECTION RIGHTS.

All books, records and documents of every kind and the physical properties of the Club shall be made available for review and inspection by directors, members, and any Club participant.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person, or by agent, or attorney, and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board of Directors shall cause an annual report to be furnished not later than the Annual Meeting to all directors and voting members of the Club which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds of the Club as of the end of the fiscal year.
- b. The revenue or receipts of the Club, both unrestricted and restricted to particular purposes, for the fiscal year.
- c. The expenses or disbursements of the Club for both general and restricted purposes during the fiscal year.

ARTICLE 10 FISCAL YEAR

The fiscal year of the Club shall begin on April 1 and end on March 31 the following year.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of the Articles may be altered, amended or repealed and new Bylaws adopted by the approval of the voting membership at the Annual Meeting.

SECTION 2. SPECIAL AMENDMENTS

The procedure to adopt any proposed amendment to these Bylaws required due to special circumstances in advance of the Annual Meeting is as follows:

- a. Written notice of the special meeting of the voting membership shall be made a minimum of forty-five (45) days in advance. Notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown on the books of the Club.
- b. The proposed amendment shall be made available to the voting membership for review and comment thirty (30) days prior to the special meeting.
- c. The proposed amendment in its final form shall be made available to the voting membership seven (7) days prior to the special meeting.
- d. The special meeting shall be held in accordance with Article 4, Section 3 of these Bylaws.
- e. Action to be taken on the proposed amendment by the membership shall require a majority vote.

**ARTICLE 12
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT

Any amendment of the Articles of Incorporation may be adopted by approval of the board of Directors.

SECTION 2. CERTAIN AMENDMENTS

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

**ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of these Bylaws and is fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of and shall not receive, any of the corporate assets of dissolution of the corporation.

**ARTICLE 14
TEAMS**

SECTION 1. NUMBER OF TEAMS

The number of teams within each age group shall be at the sole discretion of the Director of Coaching.

SECTION 2. LEAGUE OF PLAY

The league of play for all YASC, Spartans FC and Cal Heat shall be at the sole discretion of the Director of Coaching.

SECTION 3. NAME

All teams within the Club agree to use the designation “Yucaipa Athletic SC”, “Spartans FC” or “Cal Heat”. Age and gender shall serve to differentiate each team with the Club. In the event that there is more than one team at an age group, the first team formed shall be referred to as “Yucaipa Athletic SC”, “Spartans FC”, or “Cal Heat”. The second team formed shall be referred to as “Yucaipa Athletic SC Black”, “Spartans FC Black”, or “Cal Heat Black” and the third team will be “Yucaipa Athletic SC Red”, Spartans FC Red”, or “Cal Heat Red”.

ARTICLE 15 DISCIPLINARY ACTIONS

SECTION 1. TEAMS/OFFICIALS IN GOOD STANDING

Teams and team officials in good standing agree to support the Club philosophy, ascribe to coaching and manager standards, adhere to adopted Code of Conduct, demonstrate financial responsibility and accountability through adherence to the fiscal Policy of the Club as defined in Article 8 of these Bylaws and by wearing the approved team uniforms and going by the team name as defined in these Bylaws.

SECTION 2. TEAMS/OFFICIALS IN BAD STANDING

- a. The Board of Directors may determine a team or team official to be in bad standing for failure to adhere to any or all of the requirements of a team or team official in good standing or the Club’s fiscal policy as outlined herein:
- b. The following procedures will utilized to determine whether a team or team official will be placed in bad standing:
 1. Any board member, coach or team member/parent may request a review of team or team official standing by submitting such request to the President along with all supporting documentation of violation/complaint.
 2. The President or Protest, Appeal and Disciplinary (PAD) committee shall notify the appropriate team or team official of the allegations within fifteen (15) days from the time the request is received.
 3. The team or team official shall have fifteen (15) days to respond to the allegations in writing, unless a specific request is made to respond orally to the PAD Committee/Board of Directors as a whole.
 4. The PAD Committee/Board of Directors shall review the written allegations supporting documentation and written or oral response and determine whether the team or team official shall be place in bad standing and what sanctions will be applicable.
 5. The PAD Committee/Board of Directors may apply any or all of the following sanctions or any other that the Committee deems necessary.
 6.
 - i. Impound any funds held by the Club for the team
 - ii. Terminate the right of the team to play or practice on Club assigned fields

- iii. Terminate coaching/training services
- iv. Remove the team or team official from the Club.

ARTICLE 16
COLORS AND UNIFORM

The colors of the club shall be determined by the Board of Directors. Each team must have a home and away uniform. All YASC/Spartans FC/Cal Heat teams will wear the same uniform unless approved otherwise by the Board of Directors. The Board of directors may make provisions for separate uniforms for boys and girls and men and women; however, in such case all teams of the same gender must wear the same uniforms unless approved otherwise by the Board of Directors. All uniforms must display the approved badge on the Jersey. Approved badge and numbers are optional on the shorts.

ATTACHED AMMENDMENT
NOVEMBER BOARD MEETING 2011

POLICY FOR RECRUITING PLAYERS WITHIN THE CLUB: Etiquette

1. Loan players within the Spartans club: DO NOT recruit for your team
2. If a player or parent from a Spartans team approaches you about playing on your team, do the following:
 - a. Inform parent/player they must talk to current coach/manager
 - b. Call current coach and inform him/her that said player has approached you.
 - c. Set up a meeting with parent, current coach/manager and potential coach/manager
 - d. Transfers should be a mutual decision between coach/manager of both teams, parent and player.
3. If a player from your team is recruiting potential players from within the Spartans Club.
 - a. Please notify coach and work together.
 - b. Please tell players to leave the recruiting to the coach/manager
 - c. Transfers should be a mutual decision between coach/manager of both teams, parent and player.
4. If you are interested in a player from another Spartans team:
 - a. Contact the manager of said team
 - b. If manager of current team feels it is in the best interest of the player to move to new team, current manager will contact parents and discuss options.
 - c. Transfers should be a mutual decision between coach/manager of both teams, parent and player.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: April 29, 2012

Cindy Daniel

President