

**AMENDED AND RESTATED BY-LAWS OF
Impact Soccer Club
A California Nonprofit Community Service Organization**

Article I - Identification

Section 1.1. Name

The name of this Organization is East Diablo Youth Soccer League, also known and doing business as Impact Soccer Club ("ISC") and hereinafter referred to as "Impact Soccer Club" or "ISC".

Section 1.2. Amended and Restated By-Laws

This Amended and Restated By-Laws, once adopted by a two-thirds majority vote of a properly constituted Annual General Meeting ("AGM") shall supersede in their entirety the IMPACT SOCCER CLUB Constitution as approved at the AGM in 2017 and the EDYSL By-Laws last published in 2012.

Section 1.3. Club Colors

The official Colors of the Club are Green, Black and White.

Article II - Purpose

Section 2.1. Purpose

ISC has been formed as a Nonprofit Organization, for community service purposes, to provide the following services to Brentwood, Discovery Bay, Oakley, and nearby unincorporated surrounding areas:

- A. To offer high-quality, diverse, year-round soccer among youth U19 or younger, regardless of race, color, religion, age, sex, national origin, sexual orientation and/or ability, within its boundaries and promote good sportsmanship and the enjoyment of soccer among coaches, referees, youths and their parents and/or guardians.
- B. ISC shall hold and may exercise all such powers as may be conferred upon a Nonprofit Organization by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of ISC. In no event shall ISC engage in activities, which are not permitted to be carried on by an Organization exempt under Section 501(c)(3) of the Internal Revenue Code.

Article III - Principal Office, Boundaries and Territories

Section 3.1. Principal Office

The initial principal office of ISC shall be located in the City of Brentwood, County of Contra Costa, and State of California. The Board of Directors may at any time, from time to time, change the location of the principal office from one location to another within said city and county.

Section 3.2. Boundaries

The Boundaries of the Club shall include the cities of Brentwood, Discovery Bay, Oakley, and nearby unincorporated surrounding areas of Contra Costa County.

Article IV - Non-Partisan Activities

Section 4.1. Prohibition from Political Activities

ISC has been formed under the California Nonprofit Public Benefit Organization Law (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of ISC shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. ISC shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office

Article V - Dedication of Assets

Section 5.1. Assets Allocated to Charitable Purposes

The properties and assets of this Nonprofit Organization are irrevocably dedicated to charitable purposes.

Section 5.2. Allocation of Assets on Liquidation, Dissolution, or Merger of Organization

On liquidation or dissolution, all remaining properties and assets of ISC shall be distributed and paid over, as directed by the Executive Committee, to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, preferably such organization shall be one operating for the benefit of youth soccer.

If ISC merges with a like Nonprofit Organization, resulting in a new or successor Organization, then all debts and assets of ISC shall go to the new or successor Nonprofit Organization.

Article VI - Affiliations

Section 6.1. Club Affiliations

ISC shall be an affiliated branch or member of a governing body approved by United States Soccer Federation (U.S.S.F.), including but not limited to, U.S Club Soccer or the United States Youth Soccer Association (U.S.Y.S.A.), e.g., California Youth Soccer Association (C.Y.S.A.).

Article VII - Membership

Section 7.1. Playing Membership

All individuals currently registered and assigned to a specific team shall be Playing Members.

Section 7.2. General Membership

All parents and/or guardians of Playing Members shall be General Members

Section 7.3. Participating Membership

The following classes constitute the Participating Membership:

- A. All registered Coaches
- B. All registered Assistant Coaches
- C. All Playing Members who are 18 years or older
- D. All Officers of ISC, as listed in Article XI (Officers)

Section 7.4. Membership Rights

All General Members and Participating Members ("Voting Members") shall have the right to vote, as set forth in these by-laws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 7.5. Dues, Fees and Assessments

Each member must pay, within the time and on the conditions set by the board, the dues, fees or assessments, if any, in amounts to be fixed from time to time by the board. The dues, fees or assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees or assessments for each class.

Section 7.6. Good Standing

Members who have paid the required dues, fees or assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 7.4. Voting Membership

All General Members and all Participating Members in good standing shall constitute the Voting Membership.

Section 7.5. Revocation of Membership

The Board of Directors, by a two-thirds vote, may revoke the membership, suspend, bar completely, remove from good standing or otherwise discipline any player, coach, manager, team assistant, league officer, employee, referee, or Voting Member based on the findings and recommendations of the PAD Committee, and following a hearing held by the Board of Directors.

Article VIII - Board of Directors

Section 8.1. Powers

ISC intends that the Board of Directors shall collectively represent a diversity of relevant backgrounds and skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of corporate activities.

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 by-laws regarding actions that require approval of the members, ISC's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 8.2. Membership of the Board of Directors

The governing authority of ISC whose powers shall be delegated in the By-Laws shall be vested with the elected officers of ISC.

The governing body, hereinafter to be known as the Board of Directors, shall be composed of at least 8, but no more than 12 Directors, and will include the following offices:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Director of Coaching
- F. Director of Registration
- G. Referee Director
- H. Recreational Program Coordinator

The Board members shall be elected by the Voting Membership at an Annual General Meeting held for that purpose, as described in Article XI (General Meetings) and Article XII (Elections).

Section 8.3. Term of Office

The Board of Directors shall be divided into two (2) approximately equal groups for the purpose of elections, by a random method initially determined by the Board of Directors. Only the offices of one such group shall be up for election at the Annual General Meeting, alternating on an annual basis between the two groups.

Directors shall serve a term of two (2) years. The authorization of additional directors by the Voting Membership may stipulate an initial one (1) year term in order to conform with the requirement to maintain two (2) approximately equal groups for the purpose of elections.

Directors may serve any number of consecutive terms. Elected Board Members shall assume office on February 1.

Section 8.4. Interested Persons as Directors

No more than 30 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by ISC for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or

otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by ISC.

Section 8.5. Functional Areas of Responsibility

All directors shall be assigned a functional area of responsibility. Such assignments shall be made by a resolution adopted by the Board of Directors. Such assignments may include but are not limited to the following: President; Vice-President; Secretary; Treasurer; Director of Coaching; Director of Registration; Referee Director; Equipment Director; Marketing and Communications Director, Fields Director; Member at Large.

Section 8.6. Voting Rights

All members of the Board of Directors shall be authorized to cast a vote on matters brought to the Board.

Section 8.7. Resignation from Office

Except as provided in this Article, any director may resign effective upon giving written notice to the President of the Board and/or the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. Except on notice to the California Attorney General, no Director may resign if ISC would be left without a duly elected Director or Directors.

Section 8.8. Removal from Office

The Board of Directors, by affirmative vote of a two-thirds (2/3) majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Article VIII, Section 9 (Meetings of the Board), that such action would be considered at the meeting.

Section 8.9. Attendance at Board Meetings

All officers are expected to attend all regularly scheduled Board meetings. In the event that a Board Member cannot attend a monthly meeting, the Board Member must give advance notice to either the Board Secretary and/or the Board President. Three unexcused absences in a calendar year may result in removal from the Board, per the procedures outlined in Article VIII, Section 6 (Removal from Office).

Section 8.10. Vacancies of the Board

Subsection 8.10.1. Declaration of Vacancy

A vacancy on the Board shall exist on the occurrence of the following:

- A. The death, resignation, or removal of any director;
- B. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director;

- C. An increase in the authorized number of directors,
- D. The failure of the membership, at any Annual General Meeting at which any director or directors are to be elected, to elect the full authorized number of directors.

Subsection 8.10.2. Filling of Vacancies Term of Office, Eligibility, Rights and Obligations

Vacancies on the Board may be filled by appointment of the President, with the approval of the majority of the Board whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director, to complete the term of office of the position vacated.

Candidates must be in good standing with ISC in order to be eligible for appointment to the Board. The appointee shall have all rights and obligations, including voting rights, of a duly elected Board member.

Subsection 8.10.3. Restrictions on Reduction of Authorized Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 8.11. Meetings of the Board

Subsection 8.11.1. Regular Board Meetings

Regular Board meetings shall be held at such times as are fixed by the Board of Directors. Meetings may be held at any place designated by resolution of the Board, or, if not designated, at the principal office of ISC.

Subsection 8.11.2. Special Board Meetings

Special Board meetings may be called by the President, Vice President, Secretary or Treasurer, or by a majority of the Directors.

Notice of the date, time, and place of Special Board meetings shall be delivered personally to each Director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), text, facsimile, or electronic mail at least forty- eight (48) hours prior to the meeting, or communicated by telegraph, express mail service, first- class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of ISC, deposited in the mails or given to the telegraph company or express mail company or other carrier at least four (4) days before the date of the meeting.

The notice need not specify the purpose of the meeting. Special Board meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of ISC.

Notwithstanding the above, any meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Subsection 8.11.3. Conference Calls and/or Communications-Assisted Meetings

Any meeting may be held by conference telephone or other communications equipment

permitted by the Law, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law are satisfied. All such directors shall be deemed to be present in person at such meeting.

Subsection 8.11.4. Quorum. Actions at a Meeting

Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes 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 (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) 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.

Directors may not vote at meetings by proxy.

Subsection 8.11.5. Actions Without a Meeting

The President may request the Board of Directors to take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing and/or electronic mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Law.

Section 8.12. Fees and Compensation

Directors and members of committees may not receive any compensation for their services as such but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article VIII, Section 11 (Standard of care), as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to ISC in any capacity other than director, unless such compensation is reasonable and approved as provided in Article VIII, Section 11 (Standard of care)

Section 8.13. Standard of Care

Subsection 8.13.1. General

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of ISC and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- A. One or more officers or employees of ISC whom the director believes to be reliable and competent in the matters presented;
- B. Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- C. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- D. Except as provided in Article VIII, Section 12 (Conflict of Interest), a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or an alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which ISC, or assets held by it, are dedicated.

Subsection 8.13.2. Loans

ISC shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that ISC may advance money to a director or officer of ISC or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 8.14. Conflict of Interest

The purpose of the conflict of interest policy is to protect ISC's interest when it is contemplating entering into a transaction, arrangement or decision that might benefit the private or personal interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable Organizations and is not intended as an exclusive statement of responsibilities.

Subsections 8.14.1. Definitions

Unless otherwise defined, the terms used in this section have the following meanings:

- A. "Interested Persons" - Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect Financial Interest, as defined below, and/or who has a Personal Interest, as defined below, is an interested person.
- B. "Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which ISC has a transaction or arrangement;
 - ii. A compensation arrangement with ISC or with any entity or individual with which ISC has a transaction or arrangement; or

- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ISC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.
- C. "Personal Interest" - A person who has an interest in an issue that would personally benefit them or a member of their family more than other members of the same class.

Subsection 8.14.2. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and/or personal interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

Subsection 8.14.3. Determining Whether a Conflict of Interest Exists

After disclosure of the financial and/or personal interest and all material facts, and after any discussion with the Interested Person, such Interested Person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Subsection 8.14.4. Procedure for Addressing the Conflict of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- A. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the Board shall determine whether ISC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ISC's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

Subsection 8.14.5. Violations of the Conflict of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take

appropriate disciplinary and corrective action.

Subsection 8.14.6. Records and Procedures

The minutes of the Board shall contain:

- A. Information regarding the financial and/or personal interest in connection with an actual or possible conflict of interest, the nature of the financial and/or personal interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article IX - Officers

Section 9.1. Listing of Officers

The officers of the ISC shall be a President, Vice President, Secretary, and Treasurer.

Section 9.2. Duties of Officers

Subsection 9.2.1. President of the Board

The President shall:

- A. Be charged with the general supervision, management, and control of all the business and affairs of ISC;
- B. Coordinate the work of officers and committees of ISC in order that the purposes may be promoted;
- C. Preside at all meetings of ISC, 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 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 ISC'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. Meet with the Director of Coaching to review priorities to ensure the successful implementation and growth of the Competitive and Recreation programs;
- J. Review, with the input of the Director of Coaching the budget for the Competitive

- and Recreation programs;
- K. Be responsible for working closely with the Vice President to supervise the operational functions of ISC and provide specific and detailed input to the bi-annual evaluation of ISC's operations;
 - L. Have all contracts and/or legally binding documents approved by the Board, prior to signing a contract along with another Executive Committee member;
 - M. Perform such other duties as may be prescribed in these Bylaws or designated by the membership or the Board.

Subsection 9.2.2. Vice President of the Board

The 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 ISC's financial accounts;
- F. Work with the President to appoint the chair and members of all standing and special committees of the Board with approval of the Board members;
- G. Directly supervise ISC's operations, provide oversight and supervision of the administrative functions, and conduct bi-annual reviews and review with the President.
- H. Perform such other duties as may be prescribed in these By-Laws or assigned by the Board or the membership.

Subsection 9.2.3. Secretary

The Secretary shall:

- A. Keep, or cause to be kept, at ISC'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. 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 ISC's financial accounts;
- F. Maintain control over incoming correspondence, and exercise and perform such other duties as may be designated by the Board;
- G. Maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Secretary upon leaving the office;
- H. Keep, at the principal California office, a copy of the Articles of Incorporation and a current signed original set of the By-Laws and standing rules;
- I. Give, or cause to be given, notice of all meetings of members, of the Board and of committees of the Board that these By-Laws require be given;
- J. Conduct voting as authorized by the Board or these By-Laws; and
- K. Perform such other duties as may be delegated to the Secretary.

Subsection 9.2.4. Treasurer

The Treasurer shall:

- A. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of ISC's properties and transactions;
- B. Deposit or cause to be deposited, all money and other valuables in the name and to the credit of ISC with such depositories as the Board may designate;
- C. Disburse ISC 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 By-Laws 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 appropriate 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 ISC;
- I. Be responsible for preparing, or overseeing the preparation of, any forms needed for Income tax purposes;
- J. Work in close coordination with the President, Vice President and Director of Coaching, 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 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.

Article X - Committees

Section 10.1. Designation of Committees. Appointment of Members

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these By-Laws.

Each such committee shall consist of at least one (1) or more directors and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.

The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

Unless otherwise appointed full membership, the President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 10.2. Restrictions

No committee, regardless of Board resolution, may:

- A. Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership Organization.
- B. Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- C. Fix compensation of the directors for serving on the Board or on any committee.
- D. Amend or repeal the By-Laws or adopt new By-Laws.
- E. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeal able.
- F. Appoint any other committees of the Board of Directors or their members.
- G. Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of ISC otherwise than in the usual and regular course of its business; or revoke any such plan.
- H. Bind ISC in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 10.3. Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance

with, the provisions of Article VIII (Board of Directors) of these By-Laws, concerning meetings and actions of directors, with such changes in the context of these By-Laws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.

Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

The Board of Directors may adopt rules not inconsistent with the provisions of these By-Laws for the government of any committee

Section 10.4. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary. The Secretary of ISC shall send to each Director a summary report of the business conducted at any meeting of the Executive Committee.

Section 10.5. Nominating Committee

The Board shall appoint on an annual basis a Nominating Committee which shall consist of no less than three (3) and no more than five (5) members. No more than 50% of the members of the Nominating Committee can be members of the Board of Directors, as listed in Article VIII (Board of Directors).

The Nominating Committee shall fulfill the responsibilities outlined in Article XII (Elections).

Section 10.6. PAD Committee

The Protest, Appeals, and Discipline (PAD) Committee shall consist of the Director of Coaching, President, Vice President, and Referee Director. If the Board feels there is a conflict of interest with any member of the PAD Committee then the Board shall, by a majority vote, appoint another person to serve on the PAD Committee for that hearing.

The PAD Committee shall have the responsibility for hearing matters alleging violations of the By-Laws, General Procedures of ISC, or misapplication of the "Laws of the Game".

The decision of the PAD Committee shall be final.

Section 10.7. Grievance Committee

Issues may arise that cannot be resolved at a team level or that transcend the management of a single team. Any player, team, coach or employee who believes they have been aggrieved by a decision so serious or time-critical as to warrant a formal grievance, appeal or protest.

In the event a grievance, appeal or protest is raised to the Board of Directors, a Grievance Committee comprised of at least three Board members and the Board Secretary will be formed. This Committee will review and consider the grievance. Upon review of the details and after meeting with the interested parties, the Committee will make a recommendation to the Board. The Board will communicate any recommendations or final action to all interested parties.

Section 10.8. Recreation (House) Committee

The Recreational Committee will manage and oversee the administration of the Recreational Program and shall consist of the following eight roles: Director of Coaching (DOC), Recreational Program Coordinate (RPC), Recreational Registrar, Club Administrator and four (4) Age Group Coordinators (AGC's) from the Recreational Program. The Committee members will meet monthly, have shared responsibilities, and as a collective will work together to run the recreational program. The responsibilities will include:

- Program Marketing and Communication through the club website, social media, school e-flyers and banners.
- Publishing an annual Program Calendar
- Organizing Recreational Player Clinics/Evaluations
- Identifying coaches and forming teams
- Hosting Coaching Education Events
- Ordering Uniforms, Coaching Gear and Awards
- Coordinating the Team/Club Photo Day
- Scheduling matches including Playoffs and All Stars
- Overseeing the All Stars selection and formation process
- Review of Recreational League Rules and providing recommendations for amendments to the Board

Section 10.9. Audit Committee

ISC shall have an audit committee consisting of at least 1 Director who will be the Secretary or Treasurer and may include nonvoting advisors. Directors who are employees, contractors or officers of ISC or who receive, directly or indirectly, any consulting, advisory or other compensatory fees from the Corporation (other than for service as director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in ISC's audit committee charter as amended from time to time by the board. Such duties include, but are not limited to:

1. Assisting the board in choosing an independent auditor and recommending termination of the auditor, if necessary;
2. Negotiating the auditor's compensation;
3. Conferring with the auditor regarding the Corporation's financial affairs; and
4. 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 the Corporation 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.

Article XI - General Meetings

Section 11.1. Quorum

Unless otherwise modified by these By-Laws, the Voting Membership attending a General Meeting shall constitute a quorum for conducting business at that General Meeting.

Section 11.2. Location

General Meetings shall be held, if practicable, within the Boundaries of ISC, as defined in Article III, Section 2 (Boundaries).

Section 11.3. Annual General Meeting

Subsection 11.3.1. Frequency. Date

The President with approval of the Board of Directors shall call an Annual General Meeting, to be held each year in January.

Subsection 11.3.2. Notification

Notification of all Voting Members shall be made a minimum of 30 days prior to said meeting. Notification shall be in writing and/or electronic mail.

Subsection 11.3.3. Order of Business

The order of business at the Annual General Meeting shall be:

- 1) Call to order
- 2) Approval Annual Financial Report
- 3) Approve the minutes of the previous General Meeting
- 4) Act on recommended/propose changes in the By-Laws
- 5) Election of Officers
- 6) Announcement of election results
- 7) Good of the Game
- 8) Meeting Adjournment

Section 11.4. Special General Meetings

In order to conduct urgent business requiring action by the membership, A Special General Meeting may be called by (i) the President, with the approval of the Board of Directors, (ii) at least half of sitting Board members, or (iii) Voting Members with a petition which (A) clearly and specifically describing the purpose of such Special General Meeting, (B) contains the valid signatures of at least thirty (30) Voting Members, further wherein (A) and (B) is presented to the General Membership at least thirty (30) days prior to the date of such Special General Meeting. Except as noted previously for Special General Meeting called by Voting Members, notification of all members shall be made as soon as practicable indicating the purpose/nature of the meeting.

Article XII - Elections

Section 12.1. Eligibility for Nomination

Candidates must be in good standing with ISC in order to be eligible for nomination to office.

Section 12.2. Nominations by Nominating Committee

The Nominating Committee, formed as described in Article X, Section 5 (Nominating Committee), shall be responsible for processing nominations for offices in the period prior to an election.

The Nominating Committee shall contact each person nominated for office to ensure his/her eligibility and willingness to serve in the designated office.

Section 12.3. Notification to Voting Membership

The Nominating Committee shall be responsible for noticing to the Voting Membership, at least twenty-one (21) days prior to the election, a single slate of nominees and the positions to which they have been nominated. Notification shall be in writing and/or electronic mail.

Section 12.4. Nomination by Membership Petition

If a candidate wants to run and have his/her name on the ballot and was not presented by the Nominating Committee to the Voting Membership, then he/she can present a petition to the Nominating Committee with 30 signatures of Voting Members no later than fourteen (14) days before the election.

The names of the candidates added to the ballot through petition shall be noticed by the Nominating Committee to the Voting Membership no later than seven (7) days prior to the election. Notification shall be in writing and/or electronic mail.

Section 12.5. Nominations from the Floor

Additional nominations may be made from the floor at the Annual General Meeting. Persons placing a name in nomination must have the nominees consent to do so.

Section 12.6. Candidate Introduction and Statements

Candidates shall be introduced by the Nominating Committee and allowed to make a short statement not to exceed three minutes. If the candidate is not present, he/she may submit a brief written statement to be read but not to exceed three minutes.

Section 12.7. Final Slate of Nominees

The final slate of nominees shall then be officially presented at the AGM. If any position only has one nominee, then that nominee will be voted on by a show of hands of the Voting Members present at the AGM. If any position has multiple nominees, then those nominees will be sent out to the entire membership with a brief written statement of qualification. The Nominating Committee will tally the votes at the AGM and the report of voting will be available to the membership upon request for up to 60 days.

Article XIII - Amendments to Constitution and By-Laws

Section 13.1. Amendments

Proposed amendments to the By-Laws must be presented to the Board of Directors at least 14 days prior to a regular Board meeting.

With approval of the Board of Directors or presentation at a regular Board meeting of a petition with at least 10% of the valid signatures of Voting Members in good standing, the proposed amendments shall be submitted to the Voting Membership for a vote within 90 days.

Amendments to the By-Laws shall be voted upon at the Annual General Meeting or at a Special General Meeting called for the purpose of amending the By-Laws.

Amendments shall be deemed effective when adopted by an affirmative vote of two-thirds (2/3) of the Voting Members present.

Section 13.2. Notification

The Voting Membership shall be notified, in writing or by email, no later than thirty (30) days prior to the Annual General Meeting or a Special General Meeting called for the purpose of amending the By-Laws. The notice shall state the nature of the proposed amendments.

Section 13.3. Ratification

Ratification of proposed amendments shall be by two-thirds (2/3) majority vote of the Voting Membership present at the Annual General Meeting or a Special General Meeting called for that purpose. Adopted amendments shall take effect immediately.

Article XIV - Execution of Corporate Instruments

Section 14.1. Signatory Authority

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon ISC.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of ISC, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of ISC, and other corporate instruments or documents, memberships in other Organizations, and certificates of shares of stock owned by ISC, shall be executed, signed, or endorsed by the President of the Board.

All checks and drafts drawn on banks or other depositories on funds to the credit of ISC, or in special accounts of ISC, shall be signed by such person or persons as the Board of Directors or these By-Laws shall authorize to do so.

Section 14.2. Loans and Contracts

No loans or advances shall be contracted on behalf of ISC and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of ISC may enter into any contract or execute and deliver any instrument in the name of and on behalf of ISC.

Section 14.3. 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 ISC, except for such Members' own willful misconduct. ISC 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 ISC, 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.

The Executive Committee shall insure all officers of the ISC Board of Directors and officials of member teams are covered against personal liability claims. Coverage shall be obtained from the California Youth Soccer Association or privately obtained liability insurance for performing acts and duties directly related to the work of ISC.

Notwithstanding the foregoing, to the fullest extent permitted by law, ISC 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 ISC, 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 ISC before final disposition of the proceeding, on receipt by ISC 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 ISC for those expenses.

ARTICLE XV - Records and Reports

Section 15.1. Maintenance and Inspection of Articles and By-Laws

ISC shall keep at its principal office the original or a copy of its By-Laws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 15.2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

ISC shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 15.3. Maintenance and Inspection of Other Corporate Records

ISC shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of ISC. The minutes shall be kept in written or typed form, and other books

and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Upon leaving office, each officer, employee, or agent of ISC shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of ISC as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of ISC and each of its subsidiary Organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Section 15.4. Preparation of Annual Financial Statements

ISC shall prepare annual financial statements using generally accepted accounting principles.

Section 15.5. Reports

The Board shall cause an annual report to be sent to all directors, within 120 days after the end of ISC's fiscal year, containing the following information:

- A. The assets and liabilities, including the trust funds, of ISC at the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenues or receipts of ISC, both unrestricted and restricted for particular purposes, for the fiscal year;
- D. The expenses or disbursements of ISC for both general and restricted purposes during the fiscal year.

Article XVI - Fiscal Year

Section 16.1. Fiscal Year

The fiscal year for ISC shall begin on January 1st and shall end on December 31st.

Article XVII - Corporate Seal

Section 11.1. Adoption and Use of Corporate Seal

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

Article XVIII - Construction and Definitions

Section 18.1. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Organization Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing,

the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an Organization as well as a natural person. If any competent court of law shall deem any portion of these By-Laws invalid or inoperative, then so far as is reasonable and possible.

- i. the remainder of these By-Laws shall be considered valid and operative, and
- ii. effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Article XIX - Rules of Order

Section 19.1. Procedures

Robert's Rules of Order (RONR) shall be deemed as adopted at all meetings of ISC, unless otherwise agreed to by the participants, insofar as such rules are not inconsistent with or in conflict with the By-Laws, General Procedures, and PIMs ISC or of any organization with which ISC is affiliated.

The current edition of ISC's General Procedures (GPs) and Policy Interpretation Memoranda (PIMs) shall govern all procedures not expressly stated in these By-Laws.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the East Diablo Youth Soccer League, also known and doing business as Impact Soccer Club ("ISC"), a California Nonprofit public benefit Organization, and the above By-Laws, consisting of ___21___ pages are the By-Laws of this Organization as adopted by the Board of Directors on _____ and that they have not been amended or modified since that date.

Executed on January _____, 2019, at Brentwood, California

Lindsay Purvey, Secretary, Impact Soccer Club (ISC)