

AMENDED AND RESTATED BYLAWS
OF THE
WALNUT CREEK SOCCER CLUB
A CALIFORNIA PUBLIC BENEFIT CORPORATION

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ARTICLE 1. NAME AND OFFICES

Section 1. Name

The name of this corporation is the Walnut Creek Soccer Club ("WCSC," "Club," or "Corporation").

Section 2. Principal Office

The Board of Directors shall fix the location of the principal office of the Corporation at any place located within or around Walnut Creek, California. The Board is granted full power and authority to change the principal office from one location to another.

Section 3. Branch and Subordinate Offices

The Corporation may also have branch or subordinate offices at such other places, within or outside California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSE

Section 1. General Purpose

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 2. Specific Purpose

The specific purpose of the Corporation is to develop and maintain an educational soccer program; to develop a youth soccer program for boys and girls by providing organized games, leagues, coaches and referees with the cooperation of local organizations and officials.

ARTICLE 3. MEMBERS

Section 1. Memberships

The Corporation shall have the following classes of members:

- A. Family members: any parents or legal guardians of a current Club player or players under the age of eighteen. Parents/guardians of the same minor player or players hold an indivisible interest in a single family membership.
- B. Adult player members: any current WCSC player who is eighteen or older.

- C. Supporting members: coaches currently working with WCSC, referees currently working with WCSC and who are eighteen or older, and current Directors of WCSC.

The Board may, from time to time, establish qualification criteria for each class of membership, such as criteria to work as a WCSC referee.

A person may not hold membership in more than one class. Accordingly, coaches, referees, and Directors who are also parents/guardians of a current Club player under eighteen shall be limited to only holding an indivisible family membership with their co-parent/guardian, if any. Coaches, referees, or Directors who are not parents/guardians of a minor player, but are also adult players, shall be considered supporting members.

Section 2. Membership Rights

All 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 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 3. 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 Board is authorized to set, at its discretion, different dues, fees or assessments for each class and different dues, fees or assessment for individuals within each class.

Section 4. Good Standing

Members who have paid the required dues, fees or assessments, if any, in accordance with the conditions set by the Board and who have not have their memberships suspended or terminated shall be members in good standing.

Section 5. Termination of Memberships

A membership shall terminate on the occurrence of any of the following events:

- A. Resignation of the member. Resigning as a member shall not relieve an individual from any obligation to pay for charges incurred, services or benefits actually rendered, or fees/assessments due to the Corporation under a contract or agreement with the individual.
- B. Expiration of any period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

- C. The member's failure to pay dues, fees or assessments on such terms and conditions as may be from time to time set by the Board;
- D. Any event that renders the member ineligible for membership or a failure to satisfy membership qualifications, such as a referee failing to meet the requirements to work as a WCSC referee.
- E. Under Section 7 of this Article, the Board determines in good faith, or a committee or person authorized by the Board to make such a determination, that the member has failed in material and serious degree to observe the Club's Bylaws, policies, rules and regulations, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 6. Grounds for Suspension of Membership, and Immediate and Temporary Suspensions

A member may be suspended, following the procedures set out in Section 7 of this Article, on the grounds that the member has failed in material and serious degree to observe the Club's Bylaws, policies, rules and regulations, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Where it is not reasonably possible to first follow the procedures set out in Section 7 below, a member may be immediately and temporarily suspended based on the good faith determination that grounds for suspension exist by a majority vote of the Board, a majority vote by the Executive Committee, or the good faith determination of the Board President, Vice President, or General Manager. Immediately thereafter, the applicable procedures of Section 7 shall be followed.

Section 7. Procedures for Continued Suspensions or Termination of Memberships

If grounds appear to exist for extending the temporary suspension, if any, or for suspending or terminating a member, the following procedures will be followed:

- A. If not already temporarily suspended, the member shall be given at least 15 days' prior 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 the Corporation's records.
- B. If temporarily suspended, within five days of such suspension, the member shall be given notice of the temporary suspension and the reason for such suspension. 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 the Corporation's records.

- C. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination or within 15 days of the temporary suspension, if any. 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 or whether the temporary and immediate suspension should be continued.
- D. The Board, or committee, or person shall decide whether the member shall be suspended, terminated, or sanctioned in any way. Such decision of the Board, committee, or person shall be final.
- E. 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 8. Memberships are Non-Transferrable

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

ARTICLE 4. MEMBERSHIP MEETINGS

Section 1. Annual Meeting and Regular Meetings

An Annual Membership Meeting shall be held sometime between the start of the first week in November and the end of the last week in December, unless the Board fixes another time period for the meeting and so notifies the members. At the meeting, Directors shall be elected and amendments to these Bylaws shall be acted upon (unless Directors are elected or bylaw amendments are voted upon by written ballot without a meeting), and any other proper business may be transacted. Additional regular membership meetings may be held at the Board's discretion.

Section 2. Location of Meetings

Meetings of the members shall be held at any place within California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

Section 3. Authority for Electronic Meetings

If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and any guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by

and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members, whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

Section 4. Requirements for Electronic Meetings

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (1) if the Corporation implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by the Corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the Corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 1 of this Article of these Bylaws.

Section 5. Special Meetings

The Board, the President, five or more Directors, or 100 or more members may call a special meeting of the members for any lawful purpose at any time. A special meeting may also be called by five percent or more of the members.

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 President or Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the 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 35 but no more than 90 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 6. Written Notice Required

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member. The notice shall specify the place, date,

and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted 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.

Section 7. Notice of Certain Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by the members, is valid only if the notice or written waiver of notice states the proposal or proposals: (1) Removing a director without cause; (2) Filling vacancies on the Board; (3) Amending the Articles of Incorporation; or (4) Electing to wind up and dissolve the Corporation.

Section 8. Manner of Giving Notice

- A. Notice Requirements – Notice of any meeting of members shall be in writing and shall be given at least 10 days but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, 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 the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's 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 electronic or other written communication to the Corporation'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.
- B. Electronic Notice – Notice given by electronic transmission by the Corporation shall be valid only if:
 1. Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (b) posting on an electronic message board or network that the Corporation has designed for those communications, 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 (c) other means of electronic communication;
 2. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

3. That 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.

4. An electronic transmission by the Corporation 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 (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

5. Notice shall not be given by electronic transmission by the Corporation after either of the following: (a) the Corporation is unable to deliver two consecutive notices to the member by that means, or (b) the inability to so deliver the notices to the member becomes known to the president, vice president or secretary/treasurer or any other person responsible for the giving of the notice.

Section 9. 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 President, Vice President or Secretary of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 10. Waiver of Notice or Consent

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 7 of this Article of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 11. Quorum

Twenty-five members in good standing shall constitute a quorum for the transaction of business at any meeting of members. If however, the attendance at any regular or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature were given. Except as otherwise required by law, the Articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

ARTICLE 5. MEMBERSHIP VOTING

Section 1. Eligibility to Vote

Subject to the California Nonprofit Public Benefit Corporation Law, members in good standing on the record date as determined under Section 9 of this Article 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 member at the meeting.

Section 3. Number of Votes

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. Cumulative voting is not permitted.

Section 4. Majority Approval

If a quorum is present, 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 members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law, these Bylaws, or the Corporation's Articles of Incorporation.

Section 5. No Proxy Voting

Voting by proxy is prohibited.

Section 6. Adjournment; Notice

Any members' meeting may be adjourned from time to time by the vote of the majority of the members present at the meeting, whether or not a quorum is present. No meeting may be

adjourned for more than 45 days. A notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 7. Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 8. Action by Written Ballot

Any action that members may take at any meeting of members may also be taken without a meeting by complying with the requirements of this Section.

- A. Solicitation of Ballots – This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 8(b) of Article 4 of these Bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation. If the Corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
- B. Approval Requirements – Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

- C. Written Ballots As Irrevocable – A written ballot may not be revoked.
- D. Filing Ballots – All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least six years.

Section 9. Record Date for Notice, Voting, Written Ballots, and Other Board Actions

- A. Record Date Fixed by Board – For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. In such cases, the record date so fixed for
 - 1. Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
 - 2. Voting at a meeting shall be no more than 60 days before the date of the meeting;
 - 3. Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - 4. Taking any other action shall be no more than 60 days before that action.
- B. Record Date When Record Dates is Not Fixed in Advance by Board – If not otherwise fixed by the Board, the record date for
 - 1. Determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.
 - 2. Determining members entitled to vote at the meeting shall be the day on which the meeting is held.
 - 3. Determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
 - 4. Determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Section 1 of this Article, a person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE 6. BOARD OF DIRECTORS

Section 1. Power of Board of Directors

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these

Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

Without prejudice to such general powers, but subject to the same limitations, the Board shall have the following powers in addition to the other powers enumerated in these Bylaws and permitted by law:

- A. To select and remove all of the officers, agents and employees of the Corporation; to prescribe powers and duties for them which are not inconsistent with law, the Corporation's Articles of Incorporation or these Bylaws; to fix their compensation; and to require security from them for faithful service;
- B. To change the principal office or the principal business office in California from one location to another; cause the corporation 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 or outside California for holding any meeting of members;
- C. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;
- D. To set the strategic direction of the organization and its annual objectives;
- E. To approve the annual budget and any proposed changes to the budget; and
- F. To approve any changes to the Club's rules.

Section 2. Directors Standard of Care

- A. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of the Club 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:

1. one or more officers or employees of the Club whom the Director believes to be reliable and competent as to the matters presented;
2. counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
3. a Board Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such Committee merits 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.

- B. Except as provided by law, a person who performs the duties of a Director in accordance with this Section of the Bylaws shall have no liability based upon any failure or 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 a corporation, or assets held by it, are dedicated.

Section 3. Number and Qualifications for Directors

The Board of Directors shall consist of at least nine but no more than thirteen Directors, unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed within those limits, by a resolution by the Board. Seven Directors shall be elected by the Members to serve in the following officer positions, with the remaining Directors serving as non-officer Directors, according to the following staggered schedule:

- President – elected in even years
- Vice President – elected in odd years
- Treasurer – elected in even years
- Secretary – elected in odd years
- Competitive Program Director – elected in odd years
- Recreation Program Director – elected in even years
- Select Program Director – elected in even years

- Between 2 to 6 additional non-officer Directors (depending on the exact number of Directors fixed by the Board) – non-officer Directors shall be elected on a staggered basis so that an even number of non-officer Directors are elected each year (e.g., 2 of 4 non-officer Directors are elected each year to serve a two-year term).

No one person shall hold more than one officer position on the Board at a time.

To be qualified to serve as a Director a person must either be a resident of Walnut Creek or currently or formally active in the Club as a parent, coach, referee, or Director. Current employees of the Club are not eligible to serve on the Board. Additionally, to be qualified to serve as a Director a person must, at the time they are elected and throughout their term, be a member in good standing of the Club, as defined in Section 4 of Article 3.

Section 4. Restriction Regarding Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- A. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full, or part-time officer or other employee, independent contractor, or otherwise; excluding any reasonable compensation paid to a Director as a Director; or
- B. 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 any such person.

Any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation, except as otherwise required by law.

Section 5. Term of Office

All Directors shall be elected to hold office for two (2) year terms. A term of office shall begin on the day following the election of a Director, or December 1, whichever occurs later.

A Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which the Director was elected and until the election and qualification of a successor, or until the Director's removal or resignation in accordance with these Bylaws and the California Nonprofit Corporation Law. Directors may be elected to serve up to four (4) consecutive two-year terms.

No Directors shall serve more than eight consecutive years, however, a Director may be re-eligible for election after serving for eight consecutive years, if that person takes two years off from service on the Board. In determining the number of years of consecutive service under this Section, any full calendar years of service shall be included; however, no partial calendar years of service shall be included. By a majority vote of the Board, the Board may allow any

Director to continue to be eligible for election to the Board, despite having reached the eight-year cap on consecutive years of service, if the Board determines that no qualified candidate was nominated to serve in the Director's role.

Section 6. Nominations by Committee

At the beginning of each calendar year, the President shall appoint, with the approval of the Board of Directors, a Nominating Committee consisting of three members who do not wish to run for Director. The committee will select its own chair. The sole purpose of the nominating committee is to propose candidates to fill Director positions at the next Annual General Meeting and, to the extent requested by the Board, to propose persons to fill any vacancies on the Board and to fill any appointed volunteer support positions created by the Board to support the Club's various programs. No independent contractor, vendor, or Club employee may not serve on the nominating committee. Members may not serve on the Nominating Committee for more than two years in a row.

Section 7. Nomination Process

At least 90 days prior to the Annual Meeting, the Nominating Committee shall publish to the membership the open Board positions for the coming year and announce a call for nominations of candidates to the open position. Members interested in nominating candidates for election to the Board shall notify the Committee no later than 31 days before the election. The Committee will also recruit candidates and prepare its own list of nominees for election. No later than 30 days prior to the election, the Committee will send a list of candidates to the Board, composed of the Committee's candidates and any nominees submitted by the membership to the Committee in accordance with this Section, along with the Committee's campaigning policies and procedures, which shall also be distributed by the Committee to each candidate listed. At least seven days prior to the election, the Nominating Committee will publish a list of candidates for all open positions along with a statement from each candidate on the Club's website and via email to the membership. Any of the timelines and procedures established in this Section may be extended, shortened, or otherwise modified by the Board, if the Board determines that changes to the established timeline are in the best interest of the Corporation and necessary to provide for a reasonable and fair election process.

Section 8. Floor Nominations

When a meeting is held for the election of Directors, there shall be no nominations from the floor.

Section 9. 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, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 10. Use of Corporate Funds

If more people have been nominated for Director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

Section 11. Vacancies on Board

A vacancy or vacancies on the Board of Directors shall occur in the event of the death, resignation, or removal of any Director. A vacancy shall also occur upon the increase in the authorized number of Directors; however, any reduction of the authorized number of Directors shall not result in any Directors being removed before the Director's term of office expires. A vacancy shall also occur if the members fail at any meeting at which Directors are to be elected to elect the number of Directors required to be elected at that meeting.

Section 12. Resignation of Directors

Except as provided in this Section, any Director may resign by giving written notice to the President, the Secretary, or the Treasurer of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. 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 the corporation would be left without a duly elected Director or Directors.

Section 13. Removal by Directors

- A. Removal by Members – Any or all of the Directors may be removed without cause by the members if the removal is approved by the members.
- B. Removal by Directors – The Board may remove a Director by declaring the seat of a Director vacant in the event that the Director: (i) 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; (ii) has failed to attend three successive Board meetings, provided 2/3rds of the Directors approve the removal; or (iii) fails or ceases to meet any required qualification to serve as a Director that was in effect at the beginning of that Director's current term of office, provided that a majority vote of the Directors who meet all of those required qualifications approve the removal.

Section 14. Vacancies Filled by Board

- A. Except for a vacancy created by the removal of a Director by the members, which the members shall have the right to fill, any vacancy on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) 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 (3) a sole remaining Director. If the members do not elect to fill a vacancy created by their removal of a Director, the Board shall have the right to fill that vacancy.

- B. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.
- C. Any person approved to fill a vacancy, whether approved by the Board or the membership, shall complete the removed Director's term in office, at which point that position on the Board shall come up for election.

Section 15. No Compensation for Directors

The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by Directors in carrying out their duties. Directors shall not otherwise be compensated. Nothing contained herein shall be construed to preclude any Director from serving in any other capacity or receiving compensation for such service.

ARTICLE 7. BOARD OF DIRECTOR MEETINGS

Section 1. Location of Board Meetings

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 2. 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: (1) each Director participating in the meeting can communicate concurrently with all other members; and (2) each Director 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 the corporation.

Section 3. Regular and Annual Meetings

Immediately after each annual meeting of members, the Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required. Other general meetings of the Board may be held at such time and place as the Board may fix from time to time.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President (if any), the Secretary, or by any two Directors, and such meetings shall be held at the place, in or outside of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 5. Notice of Meetings

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission (e.g., email) pursuant to Corporations Code section 20. If notice is 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 their address as shown on the books of the Corporation. If a meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6. Contents of the 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 7. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, 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, as hereinafter defined, is present and provided that either before or after the meeting each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Trustee. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Quorum for Director Meetings

A majority (51%) of the Directors then in office shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 8 of this Article. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting. Except as otherwise

provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Section 9. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. 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 meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 10. Director Voting

Each Director shall have one vote on each matter presented to the Board of Directors for an action. No Director may vote by proxy.

Section 11. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Trustee has a material financial interest (Section 5233), transactions between corporations with common Directors (Section 5234), and indemnification of Directors (Section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 12. Action by Unanimous Written Consent Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section only, "all Directors of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE 8. COMMITTEES

Section 1. Board Committees

The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- A. Taking any action on any matter that the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all of the members;
- B. Filling vacancies on the Board or any committee of the Board
- C. Amending or repealing Bylaws or adopt new Bylaws
- D. Amending or repealing of any resolution of the Board which by its express terms is not so amendable or repealable;
- E. Creating any other committees of the Board or appoint the members of committees of the Board
- F. Expending corporate funds to support a nominee for Director if more people have been nominated for a Board position than can be elected; or
- G. Approving of any self-dealing transaction within the meaning of Section 5233(a) of the California Corporations Code, except as provided in Section 5233(d)(3) of the California Corporations Code.

Any such committee must be created, together with rules for its government, provided such rules are consistent with these Bylaws, and the committee members thereof appointed, by resolution adopted by a majority of the Directors then in office, provided a quorum is present and any such committee may be designated by such name as the Board shall specify. Minutes shall be kept of each meeting of such committee. Vacancies on any committees shall be filled by action of the Board.

Section 2. Standing Committees

The Board of Directors shall, pursuant to Section 1 of this Article, appoint committee members for the following standing committees:

- A. Executive Committee – The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer. 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 the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in this Article of the Bylaws.

B. Audit Committee – Once the Corporation has more than two million in annual revenues, or sooner if the Board desires to establish an Audit Committee, the corporation shall have an audit committee consisting of at least two Directors, and may include nonvoting advisors. The Board President and Board Treasurer and Directors who are employees of the corporation 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 the corporation'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.

(a) Other Standing Committees – The Board may from time to time pass resolutions establishing other standing committees, which shall have the duties and authority set by the Board.

Section 3. Advisory Committees

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-Directors and may be appointed by a majority vote of the Directors then in office. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Club. Advisory committees shall be restricted to making recommendations to the Board and implementing Board decisions under the supervision and control of the Board.

Section 4. Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions 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 fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9. OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, Recreation Program Director, Competitive Program Director, and a Select Program Director. No person may hold more than one officer position at the same time. These officers shall be elected by the members. The board may also establish any other officer positions as it may deem desirable and, such officers shall serve terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 2. Qualification, Election, and Term of Office

The President, Vice President, Treasurer, Secretary, Recreation Program Director, Competitive Program Director, and Select Program Director are elected by the Members. Officers shall hold office for a term of 2 years in accordance with Section 5 of Article 6 of these Bylaws. All other officer positions, if any, are appointed by the Board and shall serve at the pleasure of, the Board. Other officers need not be selected from among the Directors. Other officers shall hold office for as long as the Board wishes, or until they resign or are otherwise disqualified to serve.

Section 3. Removal and Resignations

Elected officers may resign and be removed in accordance with Sections 12 and 13 of Article 6 of these Bylaws. Individuals appointed by the Board to serve in appointed officer positions, if any, may be removed, either with or without cause, by the Board of Directors, at any time. Any appointed officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors, relating to the employment of any officer of the Corporation.

Section 4. Vacancies

Vacancies in elected officer positions shall be filled in accordance with Section 14 of Article 6 of these Bylaws. Any vacancy in an appointed officer position, if any, caused by the death, resignation, removal, disqualification, or otherwise, of any appointed officer position shall be filled by the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5. Duties of the President

The President shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 6. Duties of Vice President

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7. Duties of Secretary

The Secretary shall supervise the maintenance of Club's Articles of Incorporation, Bylaws, and minutes and records of the proceedings of the Board and its committees, and the giving of notices as may be proper or necessary. The Secretary shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 8. Duties of Treasurer

The Treasurer shall lead the Board's oversight of Club's budgeting and planning processes, financial performance, and financial condition. The Treasurer shall have such other powers and duties as the Board or as these Bylaws may prescribe.

Section 9. Duties of the Recreation Program Director

The Recreation Program Director shall oversee the Club's recreation program and shall be responsible for ensuring that the recreation program operates in accordance with the Club's rules, these Bylaws, and the directives of other affiliated clubs. The Recreation Program Director shall have the power and duties incident to the office and required to effectively oversee and ensure that the recreation program is successful each year. The Recreation Program Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 10. Duties of the Competitive Program Director

The Competitive Program Director shall oversee the Club's competitive program and shall be responsible for ensuring that the competitive program operates in accordance with the Club's rules, these Bylaws, and the directives of other affiliated clubs. The Competitive Program Director shall have the power and duties incident to the office and required to effectively oversee and ensure that the competitive program is successful each year. The Competitive Program Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 11. Duties of the Select Program Director

The Select Program Director shall oversee the Club's select program and shall be responsible for ensuring that the select program operates in accordance with the Club's rules, these Bylaws, and the directives of other affiliated clubs. The Select Program Director shall have the power and duties incident to the office and required to effectively oversee and ensure that the select program is successful each year. The Select Program Director shall have such other powers and duties as the Board or these Bylaws may prescribe.

Section 12. General Manager

The Board may hire a General Manager, who shall be the chief executive of the Club. Subject to the control of the Board, the General Manager shall be responsible for the general supervision, direction, oversight of the day-to-day operations of the Corporation and management of its staff. The General Manager shall have the general powers and duties of management usually vested in the chief executive of a corporation, and shall have such other powers and duties as may be prescribed by the Board. The General Manager is required to attend all Board and Board committee meetings, unless otherwise excused by the President or the President's designee. The General Manager shall represent the Corporation in and to the community, and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities

ARTICLE 10. INDEMNIFICATION AND INSURANCE

Section 1. Right to Indemnity

To the fullest extent allowed by law, the Club shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238 of the Corporations Code. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including any Directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity

On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine by a majority vote of the Directors then in office who are not parties to the proceeding, provided that the requirements of quorum are met, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses

To the fullest extent allowed by Section 5238 and except as otherwise determined by the Board in specific instances; the Board may authorize the advance of expenses incurred by or on behalf of an agent of the Club in defending any proceeding prior to final disposition, if the Board finds that:

- A. the requested advances are reasonable in amount under the circumstances; and
- B. before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Section 4. Requirement to Obtain Liability Insurance

The Club shall purchase and maintain directors' and officers' liability insurance. Director and officers shall be covered to the extent permitted under the Nonprofit Corporation Law and consistent with the terms of any such policy. The Board may determine, in its discretion, the terms and conditions of the undertaking whether it will be secured, unsecured, or whether interest will be charged on the obligation created thereby.

Section 5. Insurance

The Club shall have the right, and shall use its best efforts, to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, director, 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.

ARTICLE 11. PROHIBITED TRANSACTIONS

Section 1. Loans

Except as permitted by Section 5236 of the Corporations Code, the Club shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided,

however, that The Club may advance money to a Director or officer of the Club or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions

The Board may authorize the Club to enter into a transaction between the Club and a Director or an entity in which the Director has a material financial interest provided (i) the Director with the interest reveals their interest to the Board and does not vote on the transaction, (ii) the transaction is fair and reasonable to the Club, (iii) the Board determines in good faith after reasonable investigation that the Club could not reasonably have obtained terms and conditions for such transaction which are materially better from disinterested parties or sources, and (iv) the Club entered into the transaction for its own benefit.

Section 3. Excess Benefit Transactions

The Club shall establish and abide by a separate “Excess Benefit Policy” or “Compensation Policy” for determining that compensation for executive employee is fair and reasonable and not excessive to avoid excess benefit transactions.

ARTICLE 12. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

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 Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 Corporation 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

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 Corporation shall be authorized by the Treasurer or the General Manager. Notwithstanding the foregoing, any expenditure in excess of Twenty Five Thousand Dollars (\$25,000.00), must also be approved in advance in writing by the President, and then approved by the General Manager or the Treasurer.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation, subject to the limitations of any Gift Acceptance Policy adopted from time to time by the Board.

ARTICLE 13. CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

This Corporation shall keep the following: (i) adequate and correct books and records of account; (ii) minutes of the proceedings of its members, Board, and committees of the Board; and (iii) 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.

This Corporation shall also keep at its principal 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 2. Annual Report

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

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds;
- C. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- D. The Corporation's expenses or disbursements for both general and restricted purposes;
- E. Any information required by Section 3 of this Article; and

- F. An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing. If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

Section 3. Annual Statement of Certain Transactions and Indemnifications

- A. As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each Director a statement of any transaction or indemnification of the following kind:
1. Any transaction (a) in which the Corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either
 2. Any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 3. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

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

- B. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under these Bylaws, unless that indemnification has already been approved by the members under Corporations Code §5238(e)(2).

ARTICLE 14. DEDICATION OF ASSETS

The Corporation is a nonprofit corporation, organized under the California Nonprofit Corporation Law for educational purposes and not for the private gain of any person. The

property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings, surplus, or assets of the Corporation ever shall inure to the benefit of any Director or Officer or to the benefit of any private individual whatsoever (except that reasonable compensation may be paid for services rendered to or for the Corporation to achieve one or more of its purposes). Upon the dissolution or winding up of the Corporation, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed, as the Board of Directors shall determine, to such organization or organizations organized and operated exclusively for charitable or other purposes consistent with the stated purposes of the Corporation, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or any corresponding provisions of any previous or future United States Internal Revenue law.

ARTICLE 15. AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws

Subject to the membership's rights under the Corporations Code and these Bylaws, the Board may adopt, amend, or repeal these Bylaws unless doing so would material and adversely affect any member's rights as to voting or transfer or the Corporations Code requires the membership to approve the Bylaw amendment. Directors must be provided at least seven days' advanced notice of any proposed Bylaw Amendments and two-thirds of the Board present at a meeting must approve any proposed Bylaw amendments. Amendments to be approved by the members, must be approved by two-thirds of the members present a meeting, and only after the members have been provided at least 10 days' advanced notice of the proposed Bylaw amendments.

Section 2. Changes to the Number of Directors

The Board may not, without the member's approval, specify or change any Bylaw that would: (a) fix or change the authorized number of Directors; (b) fix or change the minimum or maximum number of Directors; or (c) change from a fixed number of Directors to a variable number of Trustees or vice versa. Nor may the Board make any changes to the Bylaws that extend a Director's term beyond that for which the Director was elected.

ARTICLE 16. CONSTRUCTION AND DEFINITIONS

Section 1. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

Section 2. Electronic Transmission

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication in accordance with Section 20 of the Corporations Code; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE SECRETARY OF ADOPTION OF

BYLAWS

OF

THE WALNUT CREEK SOCCER CLUB

A CALIFORNIA PUBLIC BENEFIT CORPORATION

The undersigned hereby certifies that they are the duly elected, qualified, and acting Secretary of the Walnut Creek Soccer Club and that the foregoing Bylaws, were duly adopted by the Board on August 30, 2021 and the by the Membership on October 6, 2021 and, are the true and correct Bylaws of the Walnut Creek Soccer Club.

IN WITNESS WHEREOF, the undersigned has hereunto signed this certificate on the following date 10/7/2021.

DocuSigned by:

By: E057E111BEC84B0...
Jeanne Johnson, Board Secretary