

**BYLAWS
OF
DUBLIN UNITED SOCCER LEAGUE
(A California Nonprofit Community Service Organization)**

**Article I
Identification**

Section 1.1. Name

The name of this corporation shall be known as the Dublin United Soccer League.

**Article II
Purpose**

Section 2.1. Purpose

This Corporation has been formed as a non-profit corporation, for community service purposes, to provide the following services to the community of Dublin:

- 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. This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation 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 the Corporation. In no event shall the Corporation engage in activities, which are not permitted to be carried on by a corporation 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 the Corporation shall be located in the City of Dublin, County of Alameda, 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 City of Dublin and those areas of unincorporated Alameda and Contra Costa Counties.

Article IV Non-Partisan Activities

Section 4.1. Prohibition From Political Activities

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation 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 corporation are irrevocably dedicated to charitable purposes.

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

On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over 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 this Corporation merges with a like non-profit corporation, resulting in a new or successor corporation, then all debts and assets of this Corporation shall go to the new or successor non-profit corporation.

Article VI **Affiliations**

Section 6.1. Club Affiliations

The Corporation 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 the Corporation, as listed in Article XI (Officers)

Section 7.4. Voting Membership

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

Section 7.5. Revocation of Membership

The Board of Directors 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 recommendation of the PAD Committee.

Article VIII **Board Of Directors**

Section 8.1. Powers

The Corporation 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.

Section 8.2. Membership of the Board of Directors

The governing authority of this Corporation whose powers shall be delegated in the Constitution and Bylaws shall be vested with the elected officers of this Corporation.

The governing body, hereinafter to be known as the Board of Directors, shall be composed of:

- A. President
- B. Vice President
- C. Secretary
- D. Director of Finance
- E. Referees' Coordinator
- F. Director of Recreational & Junior Shamrock Programs
- G. Director of Premier Programs
- H. Equipment Manager
- I. Publicity 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 January 1.

Section 8.4. Voting Rights

All members of the Board of Directors shall be authorized to cast a vote on matters brought to the Board with the exception of the President, who may only cast a vote in the event of a tie.

Section 8.5. 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.

Unless the California Attorney General is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Section 8.6. 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 8.7. 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 8.8. Vacancies of the Board

Subsection 8.8.1. 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 8.8.2. 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 the Corporation 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 8.8.3. 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 8.9. Meetings of the Board

Subsection 8.9.1. 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 the Corporation.

Subsection 8.9.2. Special Board Meetings

Special Board meetings may be called by (i) the President with the written consent of at least two (2) Directors, or (ii) at least half of sitting Board members.

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), 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 the Corporation, 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 the Corporation. 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 8.9.3. 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 8.9.4. 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 business, except as otherwise provided in these Bylaws. Every act done 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 of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the Law.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a

disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the Law.

Directors may not vote at meetings by proxy.

Subsection 8.9.5. 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 8.10. 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 this Corporation in any capacity other than director, unless such compensation is reasonable and approved as provided in Article VIII, Section 11 (Standard of Care)

Section 8.11. Standard of Care

Subsection 8.11.1. 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 this Corporation 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 the Corporation 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 a 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 the Corporation, or assets held by it, are dedicated.

Subsection 8.11.2. Loans

This Corporation 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 this Corporation may advance money to a director or officer of this Corporation 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 8.12. Conflict of Interest

The purpose of the conflict of interest policy is to protect the Corporation'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 corporations and is not intended as an exclusive statement of responsibilities.

Subsection 8.12.1. 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:
 - a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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 8.12.2. 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 8.12.3. 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 8.12.4. 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 the Corporation 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 the Corporation'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 8.12.5. 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 8.12.6. 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.

Section 8.13. Board Diversity

Directors, at the time of appointment or election, who are the parents and/or guardians of Playing Members, shall not comprise more than four (4) members of the same gender and soccer age.

Article IX Officers

Section 9.1. Listing of Officers

The officers of the Corporation shall consist of the Board of Directors as listed in Article VIII (Board of Directors).

Section 9.2. Duties of Officers

In addition to the duties specified in this Article, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

Subsection 9.2.1. President of the Board

- A. The President of the Board shall, when present, preside at all meetings of the Board of Directors and Executive Committee.
- B. The President is authorized to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation.
- C. Subject to the control, advice and consent of the Board of Directors, the president shall, in general, supervise and conduct the activities and operations of the Corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- D. The President shall act as the duly authorized representative of the Board in all matters in which the Board of Directors has not formally designated some other person to act.
- E. The President is authorized to contract, receive, deposit, disburse, and account for funds of the Corporation; to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation; and to negotiate all material business transactions of the Corporation.

- F. The President is authorized to approve expenditures of no more than \$500 without Board approval. Expenditures greater than \$500 require approval of the Board.

Subsection 9.2.2. Vice President of the Board.

- A. The Vice President shall, in the absence of the President, or in the event of his or her inability or refusal to act, 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.

Subsection 9.2.3. Secretary

- A. The Secretary, or his or her designee, shall be custodian of all records and documents of the Corporation which are to be kept at the principal office of the Corporation,
- B. The Secretary, or his or her designee, shall act as secretary of all the meetings of the Board of Directors,
- C. The Secretary, or his or her designee, shall keep the minutes of all such meetings in books proposed for that purpose.
- D. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

Subsection 9.2.4. Director of Finance.

- A. The Director of Finance shall keep and maintain, or cause to be kept the names of the persons who disclosed or otherwise were found to have a maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- B. The Director of Finance shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the chairperson, president and directors, whenever they request it, an account of all of the Director of Finance's transactions as Director of Finance and of the financial condition of the Corporation.
- C. The Director of Finance shall prepare a budget for each year, submit a Director of Finance's Report to the membership once a year, and submit a Director of Finance's Report to the Board at each Board meeting.
- D. If required by the Board of Directors, the Director of Finance shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Director of Finance's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Director of Finance's possession or under the Director of Finance's control on the Director of Finance's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such bond.

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 Bylaws.

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 corporation.
- 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 Articles of Incorporation or Bylaws or adopt new Bylaws.
- 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 the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

No committee shall bind the Corporation 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 Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws 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 Bylaws for the government of any committee

Section 10.4. Executive Committee.

The Executive Committee shall consist of the President, Vice-President, Director of Finance, and Secretary. The Secretary of the Corporation 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) or 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 Technical or Executive Director, Vice President, Referee Coordinator, and the Director of Recreational League programs, Director of Junior Shamrock Programs or Director of Premier League programs based on the playing division that the coach or player involved is in. 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 Bylaws, General Procedures of this Corporation, or misapplication of the "Laws of the Game".

The decision of the PAD Committee shall be final.

Article XI **General Meetings**

Section 11.1. Quorum

Unless otherwise modified by these Bylaws, 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 the Corporation, 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 either November or December.

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 Director of Finance's Report
- 3) Approve the minutes of the previous General Meeting
- 4) Act on recommended/propose changes in the Constitution and 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 the Corporation 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.

Section 12.8. Election via Online Ballot

The Nominating Committee will present to the Voting Membership the slate of nominees where there is more than one nominee for a particular Board Position. The nominating committee will present this slate via email with a link to the online ballot within 5 days of the AGM. The online ballot will be available for 10 days following the AGM at which time voting will be closed.

Section 12.9. Reporting of Ballots

The Nominating Committee will tally the online votes and the report of voting will be available to the membership upon request for up to 60 days following the closing of the ballots.

Article XIII **Amendments to Constitution and Bylaws**

Section 13.1. Amendments

Proposed amendments to the Constitution or Bylaws 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 Constitution or Bylaws shall be voted upon at the Annual General Meeting or at a Special General Meeting called for the purpose of amending the Constitution or Bylaws.

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 Constitution. 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 the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, memberships in other Corporations, and certificates of shares of stock owned by the Corporation, 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 the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors or these Bylaws shall authorize to do so.

Section 14.2. Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation 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 the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE XV **Records and Reports**

Section 15.1. Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws 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.

The Corporation 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.

The Corporation 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 the Corporation. 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 the Corporation 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 the Corporation 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 the Corporation and each of its subsidiary Corporations. 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

The Corporation 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 the Corporation's fiscal year, containing the following information:

- A. The assets and liabilities, including the trust funds, of this Corporation 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 this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- D. The expenses or disbursements of this Corporation for both general and restricted purposes during the fiscal year;

Article XVI Fiscal Year

Section 16.1. Fiscal Year

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

Article XVII Corporate Seal

Section 17.1. 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 the Corporation. 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 Corporation 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 a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible

- i. the remainder of these Bylaws 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

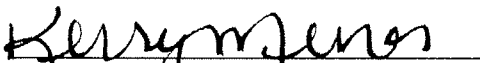
Section 19.1. Procedures

The current edition of *Robert's Rules of Order* shall govern all procedures not expressly provided for in these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Dublin United Soccer League, a California nonprofit public benefit corporation, and the above Bylaws, consisting of nineteen (19) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on June 9, 2016, and that they have not been amended or modified since that date.

Executed on June 9, 2016, at Dublin, California.


Kerry Mindes
Secretary