



San Juan Soccer Club Club By-Laws

BY-LAWS OF THE SAN JUAN SOCCER CLUB A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I

OFFICES

- Sect 1. Principal Office. The principal office of the corporation for the transaction of its business is located in Sacramento County, California.
- Sect 2. Change of Address. The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Bylaws.
- Sect 3. Other Offices. The corporation may also have offices at such other places, within or without the State of 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 II

OFFICERS AND DIRECTORS

- Sect 1. Number. The corporation shall have seven elected officers [President, Vice-President, Secretary, Treasurer, Registrar, California Cup™ Director and Communications Director] and may have up to two appointed directors. The boys' and girls' Coaching Coordinators will be additional appointed members of the Board, as long as such positions exist. The officers and directors shall be collectively known as the Board of Directors (BOD or Board). The number of elected officers may be changed by amendment of this Bylaw.
- Sect 2. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, 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.
- Sect 3. Duties of the Board of Directors. It shall be the duty of the Board to:
- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
 - Except as other wise provided by these Bylaws, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
 - Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
 - Meet at such times and places as required by these Bylaws;
 - Register their addresses, telephone numbers, email addresses and fax numbers with the Secretary of the corporation. Notices of meetings mailed, telegraphed, faxed, emailed or left on the Board of Director's voice mail system at such addresses or to such numbers shall be valid notices thereof.
- Sect 4. Terms of Office. The term of each elected officer shall be two years and shall commence on



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October 1st following election. The positions of President, Secretary, Registrar and Communications Director shall be elected in odd-numbered years. The positions of Vice President, Treasurer and Tournament Director shall be elected in even-numbered years. The Treasurer may not serve for more than two consecutive terms unless the financial records of the corporation are audited during the second term.

The elected officials of the Board of Directors shall, by majority vote, appoint up to two directors to the Board, as may be required to perform specific duties and business of the Board. Appointed directors may vote on all matters except for the appointment of other directors to the Board. The term of an appointed director shall expire annually on September 30th or, if earlier, upon completion of his/her assignment(s).

Sect 5. Duties of President. The duties of the President shall be to:

- a. Preside at all meetings of the Board of Directors and general meetings of the membership.
- b. Supervise the activities of the Board of Directors.
- c. Subject to the approval of the Board, appoint Standing Committees and Special Committees as may be required for the proper operation of the San Juan Soccer Club.
- d. Nominate individuals to fill vacant positions on the Board of Directors.
- e. Represent the San Juan Soccer Club at meetings of ARYSL, and other governing bodies.
- f. Represent the San Juan Soccer Club at public functions.
- g. Authorized to represent Club on all bank accounts including California Cup™ bank accounts.
- h. Present an annual report of the operation and condition of SJSC at the Annual General Meeting.

Sect 6. Duties of Vice President. The duties of the Vice President shall be to:

- a. In the absence of the President, act with the same powers and authority.
- b. Be an alternate representative at functions where the President is unable to attend.
- c. Coordinate activities of team managers; relate decisions of the Board of Directors at monthly managers' meetings; review team budgets and review coach and trainer contracts.
- d. Authorized to represent Club on all bank accounts including California Cup™ bank accounts.
- e. Oversee player tryouts.
- f. Perform such other duties as may be assigned by the President or the Board.

Sect 7. Duties of Secretary. The duties of the Secretary shall be to:

- a. Record minutes of Board meetings and General meetings for approval at subsequent meetings.
- b. Maintain records of minutes, policies, guidelines, and other official documents and



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correspondence.

- c. Administer all voting procedures and elections, and to tabulate and account for all votes.
- d. Perform such other duties as may be assigned by the President or the Board.

Sect 8. Duties of Treasurer. The duties of the Treasurer shall be to:

- a. Present a current financial statement of the San Juan Soccer Club at Board meetings and general meetings.
- b. Maintain the checking and savings accounts of the San Juan Soccer Club and review and audit the accounts of the California Cup™.
- c. Authorized to represent Club on all bank accounts including California Cup™ bank accounts.
- d. With respect to the San Juan Soccer Club (excluding California Cup™), the Treasurer will review and assist with the completion of contracts, approve all invoices for payment, maintain insurance policies and prepare an annual budget.
- e. Responsible for tax return filings with the Franchise Tax Board and Internal Revenue Service.
- f. Responsible for annual filings with the Secretary of State and Registry of Charitable Trusts.
- g. Perform such other duties as may be assigned by the President or the Board.

Sect 9. Duties of Registrar. The duties of the Registrar shall be to:

- a. Administer the registration of players and teams with the United States Soccer Federations and its affiliated organizations.
- b. Administer travel documents.
- c. Maintain team rosters including add-on players, dropped players and transfers.
- d. Administer attendance records at tryouts, and co-ordinate player releases.
- e. Perform such other duties as may be assigned by the President or the Board.

Sect 10. Duties of California Cup™ Director. The duties of the California Cup™ Director shall be to:

- a. Organize the California Cup™ hosted by the San Juan Soccer Club.
- b. Direct the activities of the California Cup™ organizing committee.
- c. Maintain the checking and savings accounts of the California Cup™ and prepare quarterly and annual financial statements for review by the Treasurer.
- d. Approve contracts related to the California Cup™ including contracts for facilities, promotional materials, equipment, items purchased for resale, awards and other items necessary to ensure the success of the California Cup™.
- e. Prepare an annual budget and a California Cup™ Committee Organization Chart for approval by the Board of Directors prior to January 1st.
- f. Authorized to represent Club on California Cup™ bank accounts.



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g. Perform such other duties as may be assigned by the President or the Board.

Sect 11. Duties of Communications Director. The duties of the Communications Director shall be to:

- a. Organize and distribute the monthly newsletter of the San Juan Soccer Club.
- b. Organize an annual membership directory.
- c. Coordinate media relations with magazines, the press, the Internet, TV and radio.
- d. Coordinate the annual recognition dinner or other activities of SJSC.
- e. Organize and coordinate distribution of the San Juan Soccer Club's tryout brochure.
- f. Organize and compile all tryout information into packets to be distributed to managers one month in advance of tryout dates.
- g. Perform such other duties as may be assigned by the President or the Board.

Sect 12. Compensation for Directors. Directors shall serve without compensation. However, Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 14 of this Article.

Sect 13. Compensation for Officers. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 2, Section 14 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to the corporation which relate to the performance of the charitable or public purposes of this corporation

Section 14. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, 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 director; or
- b. Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Sect 15. Vacancies. Vacancies on the Board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director shall be removed from office upon resignation, or may be removed by a 2/3-majority vote of the Board, after three consecutive unexcused absences from Board meetings.

Subject to Board approval, the President shall nominate suitable candidates to fill vacant positions on the Board. In the event that the position of President becomes vacant, the Vice President shall fill the position for the remaining term of the President. Subject to Board



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approval, the substitute President shall nominate a new Vice President.

Any person duly nominated and approved to fill a vacancy of an elected position will become an elected director by virtue of office being assumed and will serve out the remainder of the elected term.

Sect 16. Non-Liability of Officers and Directors. The officers and directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Sect 17. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Sect 18. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE III

MEETINGS

Sect 1. Meetings of the Board of Directors. The Board of Directors shall meet regularly on a monthly basis at a time and place made known in advance to each of the directors of the Board. At the first meeting of the new Board in October, the schedule of meetings shall be developed by the Board. The schedule may be reviewed at subsequent meetings.

Sect 2. Place of Meetings. Meetings shall be held at the principal office of the corporation, unless otherwise provided by the Board.

Sect 3. Special Meetings. Special meetings of the Board may be called by the President. Notice shall be given in order that Board members may attend. The special meeting shall take up only that business for which the meeting is called.

Sect 4. Notice of Meetings. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours' notice delivered by mail, telephone (including the Board of Director's voice mail system), fax or email.

Sect 5. Contents of Notice. Notice of meetings not herein described shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Sect 6. 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



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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 director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Sect 7. Quorum for Meetings. A quorum shall be four of the elected directors. Each director shall have one vote, and must be present to vote. Decisions will be made by majority vote. The President shall not vote except to decide a tied vote.

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 Chair shall entertain at such meeting is a motion to adjourn.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

Sect 8. 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 director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Sect 9. Conduct of Meetings. The President or his/her designate shall preside over Board meetings.

Sect 10. Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested" director as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Sect 11. Annual General Meeting. The President shall call for an Annual General Meeting (A.G.M.) of the membership no later than September 30th. Notification of the date of the meeting shall be sent to members thirty (30) days in advance of the A.G.M. Candidates for positions up for election must accept a nomination from the Board of Directors or declare their candidacy in writing 15 days in advance of the A.G.M. Amendments to the Constitution, Bylaws and Articles of Incorporation, and other agenda items may be proposed by members, and must be received by the Board of Directors at least fifteen (15) days in advance of the A.G.M. A meeting agenda shall be sent out five (5) days in advance of the meeting, and shall include details of all proposed amendments to the Constitution, Bylaws and Articles of Incorporation. The notification shall also include recommendations by the Board for ratification or



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disapproval of the changes proposed by members. The Board of Directors shall be responsible for finalizing the meeting agenda.

The order of business at the A.G.M. shall generally be as follows:

1. Call to Order
2. Roll Call of the Board of Directors
3. Approval of minutes of previous A.G.M.
4. Reports:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Registrar
 - f. California Cup™ Director
 - g. Communications Director
 - h. Committees
5. Old Business
6. New Business
7. Good of the Game
8. Election of Officers
9. Adjournment

Eligible voting members may propose and second motions at the A.G.M. Eligible voting members may cast votes for or against motions duly made and seconded at the meeting. Except for changes to the Constitution, Bylaws and Articles of Incorporation, motions shall be decided by simple majority of eligible members casting their vote. Tied votes shall result in the defeat of the motion or amendment.

- Sect 12. Amendments. Amendments to the Constitution, Bylaws and Articles of Incorporation of the San Juan Soccer Club shall be approved by a two-thirds majority of eligible members casting their votes.

The Board of Directors shall propose amendments to the Constitution, Bylaws and Articles of Incorporation at the A.G.M. provided that written notice of fifteen (15) days has been given to the Board of Directors, and five (5) days to the membership. Voting members shall ratify or disapprove, in whole or in part, those amendments duly notified, proposed and seconded by eligible voting members at the A.G.M.

All approved amendments shall take effect on October 1st following the A.G.M.

- Sect 13. Election of Officers. Election of the Board of Directors shall take place at the A.G.M. The Board of Directors will seek out nominees for the upcoming election. The Board of Directors shall prepare ballots for use at the A.G.M. All candidates wishing to be elected to the Board of Directors shall be duly nominated and seconded at the A.G.M. Each candidate shall be given the opportunity to make a brief presentation of their qualifications. Election shall be by simple majority of votes cast by ballot.



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Sect 14. Voting by Proxy. Voting by proxy shall not be allowed. The Board of Directors shall be responsible for ensuring the eligibility of voting members and the accuracy of voting procedures.

ARTICLE IV

COACHES AND TRAINERS

- Sect 1. Director of Coaching. The Director of Coaching will be appointed by the Board of Directors and may serve as a director on the Board if appropriate. The duties of the Director of Coaching shall be:
- Establish a consistent player development philosophy and oversee the implementation of this philosophy with Club coaches and Boys' and Girls' Coaching Coordinators.
 - Responsible for recommending to the Board of Directors, two qualified coaches for the Boys' and Girls' Coaching Coordinator positions.
 - Responsible for overseeing the activities of the coaching staff and Boys' and Girls' Coaching Coordinators as directed by the Board.
 - Attend monthly Board of Directors meetings.
 - Work with Boys' and Girls' Coaching Coordinators to supply appropriate substitute coach for tournaments, games or practice sessions when regular team coach is absent.
 - Develop recruitment policies that support Club philosophy and labor laws.
 - Prepare and monitor coach evaluation process.
 - Retain qualified coaches.
 - Submit recommended coaches for Board approval.
 - Perform other such duties deemed reasonable by the Board of Directors as needed.
- Sect 2. Coaches and Trainers. The Board shall be responsible for appointing all coaches and approving all trainers for the San Juan Soccer Club teams. Coaches shall be under written independent contractor contracts with their respective teams and the San Juan Soccer Club. Trainers shall be under written contract with their respective teams where appropriate.
- Sect 3. Coach Selection and Retention. The Board shall review and approve as appropriate the recommendations for qualified and able coaches submitted by the Director of Coaching or the coaching coordinators.

Coaches who have been unable to meet the defined responsibilities and qualifications shall be subject to review by the Board. This review may result in actions, which may include, but are not limited to:

- Dismissal or request for coach's resignation.
 - A probation period (as determined by the Board and not to exceed one playing season).
 - Subjection to written development guidelines for improvement. These guidelines would include recommendations for improvements of deficiencies, and would be developed by the President or the coaching coordinators(s).
- Sect 4. Coaching Responsibilities. Coaching responsibilities shall include at least the following duties:



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Develop soccer skill levels appropriate for the particular age level of the team, to produce a team that can compete at the competitive level within the United States Soccer Federations and its affiliated organizations. This duty could include, but is not limited to, appropriate training and practice sessions, scrimmages, games, etc., designed to improve the skill level of the team.

Provide guidance, in regards to the conduct of the youth and adult members of the team, that is in the best interest of the San Juan Soccer Club and is conducive to the spirit of the game (such as good sportsmanship at games, etc.).

Assist with supervision of the youth members of the team at San Juan Soccer Club activities and soccer related activities involving the team (such as out of town tournaments, etc.).

Sect 5. Coaching Qualifications. In approving a coach, the Board of Directors shall take into account qualifications such as education, coaching experience, playing experience and coaching license. Through SJSC's affiliations, coaches are required to hold an E/D license from United States Soccer Federations and its affiliated organizations. The San Juan Soccer Club strongly encourages all of its coaches to obtain the highest level coaching license they are capable of receiving.

Sect 6. Trainers. Team Trainers are subject to approval by the Board of Directors, and shall have appropriate qualifications.

ARTICLE V

TEAM MANAGERS

Sect 1. Team Managers. Team Managers shall be recommended by the team parents and approved by the Board of Directors.

Sect 2. Duties of Team Managers. The duties of the Team Managers shall be to:

- a. Coordinate all non-coaching activities of the team.
- b. Coordinate player and team documentation required for league and tournament applications and play.
- c. Coordinate team finances and fundraisers.
- d. Communicate Club related information to parents and players.
- e. Perform such other duties as may be required by the Coach or the Board of Directors

ARTICLE VI

COORDINATORS

Sect 1. Boys' and Girls' Coaching Coordinators. The Director of Coaching will recommend two qualified coaches for the Boys' and Girls' Coaching Coordinator positions for approval by the Board of Directors. The duties of the Boys' and Girls' Coaching Coordinators will be:

- a. Establish a consistent player development philosophy and oversee the implementation of this philosophy with Club coaches and Director of Coaching.
- b. Work with coaching staff and individual teams to maintain direction of technical and tactical coaching focus. This will include overseeing at least 2 monthly group-training days, reviewing games for individual teams and documenting observations.



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- c. Work with Director of Coaching to supply appropriate substitute coach for tournaments, games or practice sessions when regular team coach is absent. If no appropriate coach is available, then Coordinator will coach the team.
 - c. Assist with organization and instruction at bi-monthly coaches meetings.
 - d. Oversee completion of semiannual player evaluations by coaches.
 - e. Oversee completion and review of annual coaching evaluations by parents.
 - f. Assist coaches, players, parents and Director of Coaching with college selection process of juniors and seniors in the Club.
 - g. Attend monthly Board of Director meetings if Director of Coaching is unavailable.
 - h. The Coaching Coordinators will report to the Board of Directors of the San Juan Soccer Club. They will be responsible for 1. directing 2. evaluating 3. hiring 4. dismissing and 5. setting the salaries for the coaches of the San Juan Soccer Club. Items 3 and 5 will require the approval of a majority of members of the Board of Directors, so long as any approval includes the affirmative vote of the President of the San Juan Soccer Club.
 - i. Perform other duties deemed reasonable by the Director of Coaching and Board of Directors as needed.
- Sect 2. Referee Coordinator. The referee coordinator shall be responsible for arranging for referees to officiate at all home games for SJSC teams.
- Sect 3. Field Coordinator. The field coordinator shall be responsible for arranging for practice fields, and lights during winter schedules, for SJSC teams.

ARTICLE VII

STANDING COMMITTEES

- Sect 1. California Cup™ Committee. The California Cup™ committee shall be headed by the California Cup™ Director, Marketing Director, Vendor Coordinator and California Cup™ Registrar. The California Cup™ Committee shall be responsible for assisting the California Cup™ Director in the successful direction of the San Juan Soccer Club's California Cup™. The California Cup™ committee shall be recommended to the Board of Directors by the California Cup™ Director and approved by the Board of Directors.
- Sect 2. Tryout Committee. The tryout committee shall be responsible for holding tryouts for team selection.

ARTICLE VIII

COMMITTEES

- Sect 1. Executive Committee. The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:
- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or a majority of all of the members.
 - (b) The filling of vacancies on the board or on any committee which has the authority of the



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Board.

- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require

Sect 2. Other Committees. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in advisory capacity only to the board and shall be clearly titled as "advisory" committees.

Sect 3 Meetings and Action of Committees. Meeting and action of committees shall be governed by and held 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 IX

DISCIPLINARY ACTION

Sect 1. Disciplinary Action. The Board shall have the right to refuse, restrict, or revoke membership in the San Juan Soccer Club for conduct that is found to be not in the best interest of the Club or the United States Soccer Federations and its affiliated organizations. The Board of Directors, by a two-thirds majority vote, can subject any member of the San Juan Soccer Club to disciplinary action for conduct that is found to be not in the best interest of SJSC. The Board shall give the individual due written notice and the appropriate opportunity to refute charges and defend their conduct. The disciplinary action may include exclusion of the individual from the San Juan Soccer Club related activities for a defined period of time as determined by the Board.

No person(s) associated with the operation of the United States Soccer Federations and its



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affiliated organizations at any level may invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the United States Soccer Federations and its affiliated organizations

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- Sect 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.
- Sect 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 signed by the Treasurer and countersigned by the President of the corporation.
- Sect 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.
- Sect 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.

ARTICLE XI

CORPORATE RECORDS, REPORTS AND SEAL

- Sect 1. Maintenance of Corporate Records. The secretary of the corporation shall keep:
- Minutes of all meetings of directors and, if this corporation has members, of all meetings of voting members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - A record of its voting members, if any indicating their names and address and, if applicable, the class of membership held by each member and the termination date of any membership;
 - A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- Sect 2. Corporate Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.
- Sect 3. Annual Report. The Board shall cause an annual report to be available at the A.G.M., which report shall contain the following information in appropriate detail:



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- 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, during the fiscal year;
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the corporation, both general and restricted purposes, during the fiscal year;

ARTICLE XII

FISCAL YEAR

- Sect 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first (1st) of January and end on the thirty-first (31st) of December in each year.

ARTICLE XIII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

- Sect 1. Prohibition Against Sharing Corporate Profits and Assets. No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.