

**AMENDED BYLAWS OF**  
**ORCHARD VALLEY YOUTH SOCCER LEAGUE (OVYSL)**  
**OV TOROS FC (OVTFC)**

A California Nonprofit Public Benefit Corporation

June 1, 2021

**-- ARTICLE 1 - OFFICES --**

**SECTION 1 - PRINCIPAL OFFICE**

The principle office of the Corporation for the transaction of its business is in Santa Clara County, California.

**SECTION 2 - CHANGE OF ADDRESS**

The county of 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 below, and such changes of address shall not be deemed an amendment of these Bylaws:

1175 Fisher Ave, Morgan Hill, CA 95037

Date: March 24, 1994

3635 Jackson Oaks Ct., Morgan Hill, CA 95037

Date: February 24, 2005

P.O. Box 251, Morgan Hill, CA 95038

Date: September 1, 2014

**SECTION 3 - OTHER OFFICES**

The corporation may also have other offices at such other places within 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 2 --**

**OBJECTIVES AND PURPOSES**

The primary objective and purposes of the corporation shall be to develop, promote and administer the game of soccer among the youth (boys and girls under 19 years of age), within the territory of the league regardless of race, creed and/or ability.

**-- ARTICLE 3 – MEMBERS --**

The Members of this corporation shall be affiliated players, soccer officials, directors, coordinators, other members, and other organizations and individuals as needed or specified by federal or state laws to comply with not-for-profit organizations

**-- ARTICLE 4 --**

**Officers, Executive Directors, Appointed Coordinators, Other Members**

**SECTION 1 - POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and limitations in the Articles of Incorporation and 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.

**SECTION 2 - NUMBER OF OFFICERS**

The officers of this corporation, as required by law, shall be the President, Vice-President, Secretary, and Chief Financial Officer who shall be designated the Treasurer. Any number of offices may be held by the same person except that neither the Secretary, nor the Treasurer, may serve as the President.

**SECTION 3 – EXECUTIVE DIRECTORS**

The corporation shall have seven (7) Executive Directors, of which four (4) will be the officers as listed in Section 2. Collectively they will be known as the “Board of Directors (Directors)” as listed below. The Corporation must be notified, in writing of the names and addresses of the elected Directors. The number may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws. All Directors are allotted one annual \$60 player registration fee in place of current player registration fee. This fee may be used once for the year long program for your player, if you do not have a player in the program you may award to a player of your choosing.

Executive Directors:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Past President
6. Policies & Procedures
7. Competitive & Recreational Director

## **SECTION 4 – EXECUTIVE DIRECTOR DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually bylaw, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, directors, coordinators, other members, agents, and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed, emailed, or telegraphed to them as such addresses shall be valid notice thereof.

## **SECTION 5 - EXECUTIVE DIRECTORS INDIVIDUAL DUTIES**

### **DUTIES OF PRESIDENT**

The President is elected in ODD numbered years for a 2-year term, no more than 2 consecutive terms allowed. The President must have a minimum of 4 years active in the club in the preferred roles of Board Member, Coach, or Team Manager. If the President's position becomes vacant prior to the end of the regular term, the Vice President shall assume the President position for the remainder of the term and appoint a new Vice President.

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her 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. He or she shall preside at all meetings of the Board of Directors, and if applicable, the President shall also preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President or their designee 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. The President is authorized to represent the Club on all bank accounts.

### **DUTIES OF VICE-PRESIDENT**

The Vice President is elected in ODD numbered years for a 2-year term. In the absence of the President, or in the event of his or her 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. Assure the attendance of Directors, Coordinators, & Other Members at all Monthly Meetings. 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. The Vice President will be authorized to represent the Club on all bank accounts.

#### **DUTIES OF SECRETARY**

The Secretary is elected in EVEN numbered years for a 2-year term. They are responsible for keeping the minutes of all meetings.

Certify and keep at the principal office of the corporation, the original or a copy of these Bylaws as amended or otherwise altered to date and the Articles of Incorporation.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law. Provide notification to Monthly Board Meeting and the Annual General Meeting.

Exhibit at all reasonable times to any Director of the Corporation or to his or her agent or attorney; on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by the Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The Secretary is authorized to represent the club on all bank accounts.

#### **DUTIES OF TREASURER**

The Treasurer is elected in ODD numbered years for a 2-year term. The Treasurer may not serve for more than two consecutive terms unless the financial records of the corporation are audited during the second term.

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds", the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, after receiving proper approved requests for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transaction including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent, on request, therefore.

Render to the President and Directors, whenever requested, an account of any and all his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by the Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **DUTIES OF THE PAST PRESIDENT**

The Past President will have a commitment to the office of the President for a 2-year term following their term as the President. In instances where outgoing President does not fulfill the 2-year commitment, consecutive terms are allowed. They will help the transition of the President's position and assist the new President liaison with appropriate entities. They will assist and advise Directors, Coordinators, and Other Members as needed with their knowledge obtained during the years they have served with the Club.

#### **DUTIES OF POLICIES AND PROCEDURES**

The Policies and Procedures Director will be elected in EVEN number years and have a term of 2-years. The Policies and Procedures Director will be responsible for creating, as needed, and maintaining all Policies, Procedures, and Forms within the Club. Policies and Procedures will work with the Executive Board on all contracts.

#### **DUTIES OF COMPETITIVE & RECREATIONAL DIRECTOR**

The Competitive and Recreational Director is elected in EVEN numbered years for a 2-year term. The Competitive and Recreational Director will maintain and inform the board, in conjunction with Policies and Procedures, on all Contracts with Other Members and Sub-Contractors with and within the Club. In conjunction with the Director of Coaching and the Recreational Coordinator, they will assist and review the structure of both programs. They will provide continual communication between Director of Coaching and Board. They will be available to handle any major conflict resolutions within both programs. The process should follow the league-wide issue resolution process or an appropriate alternative.

## **SECTION 6 - QUALIFICATION, ELECTION, AND TERM OF OFFICE FOR BOARD OF DIRECTORS**

Any person may serve as an officer of this corporation. Officers shall be elected by the Executive Board at the Annual General Meeting (AGM). Each elected Officer or Director will hold office for a period of 2 years, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The term ending year (odd or even) is listed in the duties of each officer. Other than the President, if an elected position becomes vacant before the end of the Director's term, the position shall be filled by appointment of the President and become active upon confirmation by majority vote of the remaining Executive Directors. No elected Director may be a member of another board for which their duties significantly conflict with their duties with OVYSL. No Director serving shall be members, parents, or spouses of members of a soccer club other than OVYSL. At no time shall the Executive Directors consist of more than three (3) sitting members from a single team within OVYSL.

## **SECTION 7 – APPOINTED COORDINATORS**

Appointed Coordinators shall be appointed by the President and become active upon a majority confirmation by the Elected Board of Directors. All Appointed Coordinator Positions shall have voting rights on all matters that are presented before the Board of Directors expect for: election of Directors, the confirmation of Appointed Coordinators, the confirmation of Other Members, as listed in section 4, and the removal of anyone from Board of Directors, Appointed Coordinators, & Other Members. Coordinators will abstain from voting on all matters that represent a conflict of interest as determined by the Board of Directors. All Appointed Coordinators are allotted one annual \$60 player registration fee in place of current player registration fee. This fee may be used once for the year long program for your player, if you do not have a player in the program you may award to a player of your choosing.

Appointed Coordinators:

1. Recreational Coordinator
2. Referee Coordinator
3. Game Schedule Coordinator
4. Field & Equipment Coordinator
5. Advertising & Marketing Coordinator
6. Uniform Coordinator
7. Tournament Coordinator
8. Cal North & District 2 Coordinator
9. NorCal Coordinator
10. Tops Soccer Coordinator
11. Volunteer Coordinator
12. MHOSC, LLC – Liaison Coordinator
13. Team Manager Coordinator
14. Merchandise Coordinator

## SECTION 8 – Appointed Coordinators Duties

**Recreational & Play Thru Coordinator:** Oversee recreational program, coordinate volunteers, set teams, liaise with Sub-Contracted Training Company for U6-U8 Program. Oversee Play Through Program, coordinate volunteers, and liaise with Cal North for season details and schedules and properly inform participants and board. – Approved by Board of Directors as Stipend Position

**Referee Coordinator:** Maintains license as Referee. Responsible for overall development, assignment, training, and recruitment of referees. Works with affiliated leagues and their leadership on the most current game rules and updating Coaches. Works with Game Schedule Coordinator to secure and schedule all referee assignments for Competitive and Recreational Home Games. Must have Norcal & Cal North Licenses – Approved by Board of Directors as Stipend Position

**Game Schedule Coordinator:** Schedules all competitive home games for preseason scrimmages, regular season home games, and state cup games. Regulates, controls, and sets all reschedule requests. – Approved by Board of Directors as Stipend Position

**Field and Equipment Coordinator:** Responsible for submission of all requests for fields outside of the MHOSC. Specifically, all fields within the Gilroy School District, City of Gilroy, City of Morgan Hill, & Morgan Hill School District. Responsible for submission of requisitions requests for purchase of equipment and supplies necessary for soccer play. Maintain inventory of all equipment at the various fields of play. Responsible for storage, maintenance, and collection of equipment.

**Advertising and Marketing Coordinator:** Responsible for general inquiries to marketing structure of the club and providing feedback to board as to proper advertising routes. Collects and maintains active emailing list. Maintains all distributions lists for directors, coordinators, other members, and vendors. Coordinates with Director of Operations on any advertising literature or banners as needed for special events. Distributes monthly Club newsletter via email. Maintains club website and updates as needed when provided information from Directors, coordinators, and other members. Updates and maintains and regular intervals postings of club activities, games, and special announcements on Facebook and Instagram. They will create annual surveys as needed and gather feedback from members within the club.

**Uniform Coordinator:** Works with Board of Directors to select uniform style and colors every 3-4 seasons as needed for the competitive program. Main liaison for ongoing uniform contract, main duties to provide feedback on contract for board to vote. Secure competitive uniform ordering information and deadlines to relay to Director of Operations for proper communication to club. Orders all recreational uniforms in coordination with Recreational Coordinator.

**Tournament Coordinator:** Runs and Executes any and all Club Hosted Tournaments. Receives 10% of funds raised for any tournament that raises over \$5000.00.

**Cal North and District 2 Coordinator:** Liaise with District 2 and ensures proper club affiliation. Attends all District 2 Meetings and Cal North Annual General Meeting.

**NorCal Coordinator:** Liaise with NorCal and ensures proper club affiliation. Submits reports as needed, after board and director of coaching approval, on all requests for other clubs to operate within OVYSL Boundaries. Attends NorCal Meetings and Annual General Meeting.

**Tops Soccer Coordinator:** Runs Tops Soccer Program every Fall.

**Volunteer Coordinator:** Responsible for club outreach to recruit all volunteers. Maintains spreadsheet of contact information for all volunteers. Works with Director of Operations on scholarship fulfillment requirements for volunteer hours.

**MHOSC, LLC – Liaison Coordinator:** Holds board seat for OV Toros FC on MHOSC, LLC Board. Attends Monthly Board Meetings for MHOSC, LLC. Communicates to OV Toros FC Board on a monthly basis status of MHOSC, LLC operations.

**Team Manager Coordinator:** Responsible for acting as the primary point of contact for all Team Managers. Training all new and existing team managers. Making sure team managers have access to and are trained in GotSoccer. Meeting with all team managers every 2 weeks or as deemed necessary. Keeping the Team Manager handbook up to date. Working with the DOC's and Volunteer Coordinator to find new team managers. Keeping the BOD up to date on issues or recommendations. In charge of club tent rental system, working with Team Managers to rent out each weekend for games

**Merchandise Coordinator:** Monitor sales and assess product effectiveness based on customer feedback, market trends and seasonal stock demand. Work with suppliers and distributors to negotiate prices and order in large volume. Work with Treasurer to determine best ways to reinvest dollars into new merchandise and/or scholarship program and to set pricing that is good for the market. Develop strategy to optimize sales of OV Toros merchandise at games, events and tournaments utilizing pop-up tents.



## **SECTION 9 - TERM OF SERVICE FOR APPOINTED COORDINATORS**

All Appointed Coordinator positions will have no fixed term and will be filled upon vacancy.

## **SECTION 10 - OTHER MEMBERS**

All Other Members shall have no voting rights. Other Members:

1. General Manager
2. Director(s) of Coaching
3. Director of Operations
4. Registrar
5. Fundraiser Chairperson

## **SECTION 10 – OTHER MEMBER DUTIES**

**General Manager:** Duties described in contract with Club. Acts as club consultant. Appropriate board approved salary.

**Director(s) of Coaching:** Duties described in contract with Club. Appropriate board approved salary.

**Director of Operations:** Duties described in contract with Club. Appropriate board approved salary.

**Registrar:** Assist in registration process of all Rec players. Assist with portion of registration and acquisition of competitive players passes. Reports all requests for release of players from competitive program and releases after Board and DOC approval. Processes refunds as needed for recreational registration. Salary for services will be a fixed annual amount approved and documented by board.

**Fundraiser Chairperson:** Responsible for providing opportunities for all members within club, to help raise funds to offset fees associated to participation in club programs. Creates, as needed, fundraising committees to organize fundraisers. Identifies and maintains sponsorship opportunities. Assists Board of Directors and affiliates with raising other funds for any expenses associated with the club. Coordinates community outreach. Researches, coordinates, communicates, and executes fundraising activities within the club. Liaise with Team Manager's regarding individual team fundraisers. Fundraiser Chairperson will be paid 10% of funds raised for any events or programs they take full charge of.

### **SECTION 11 - SUBORDINATE AGENTS**

The Board of Directors may appoint such other agents as it may deem desirable, and such agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 12 – VACANCIES OF DIRECTORS**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Director, other than that of President, may be filled for the balance of the term of the director, temporarily by appointment by the President until such time as the Board shall permanently fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the President may or may not be filled, as the Board shall determine.

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) when the Board of Directors find a Director has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 of the California Nonprofit Public Benefit Corporation Law.

Any director may immediately resign upon giving electronic or written notice to the President, Vice President or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Any Director may be removed, either with or without cause, by the Board of Directors, at any time, after being provided 48 hours advance notice in person, by telephone, email, or writing, and an opportunity to be heard by the Board. The OVYSL Board of Directors shall have complied with the requirements of this Section and may take whatever action it deems appropriate, so long as the notice and opportunity to be heard has been provided to the affected Director, regardless of the Director's willingness to be heard and participate in the process.

The President may appoint a person to serve out the balance of the term of the Director who vacates or is removed from his or her position as Director.

### **SECTION 13 - VACANCIES AND REMOVAL OF APPOINTED COORDINATORS, OTHER MEMBERS**

Any Appointed Coordinator or Other Member, without a contract, may be removed, either with or without cause, by the Board of Directors, at any time, after being provided 48 hours advance notice in person, by telephone, email, or writing, and an opportunity to be heard by the Board. The OVYSL Board of Directors shall have complied with the requirements of this Section and may take whatever action it deems appropriate, so long as the notice and opportunity to be heard has been provided to the affected Coordinator or Other Member, regardless of the Coordinator or Other Member's willingness to be heard and participate in the process.

### **SECTION 14 - COMPENSATION**

Directors and Appointed Coordinators shall serve without compensation, unless authorized by a majority vote of the Board of Directors. They shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their duties as specified in Sections above of this Article.

### **SECTION 15 - 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 of Directors may be interested persons. For the purpose of this section, "interested persons" means:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full or part time officer, other employee, independent contractor, or otherwise, excluding payments for service rendered to OVYSL or OVSC as a referee.

However, any violation of the enforceability of this section shall not affect the validity or enforceability of any transaction entered by the corporation.

### **SECTION 16 - NON-LIABILITY OF DIRECTORS, COORDINATORS, AND OTHER MEMBERS**

The Directors, Coordinators, and Other Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **ARTICLE 6 – MEETINGS SECTION**

### **1 - PLACE OF MEETING**

Meetings shall be held at such place within the State of California, which has been designated from time to time by the Board of Directors. Directors, Coordinators, and Other Members will be given electronic notice of any formal meeting. Any meeting, regular or special, may be held by conference telephone call

or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

## **SECTION 2 - REGULAR AND ANNUAL GENERAL MEETINGS (AGM)**

Regular meetings of Directors, Coordinators, and Other Members shall be held on the third Wednesday of each month, unless adjourned by a majority vote of the Directors, Coordinators, and Other Members. The Board of Directors shall hold a regular Annual General Meeting (AGM) of the Coordinators, Other Members, Directors on a date in February of each year, or as close thereto as possible. AGM dates shall be selected by the President and it shall be noticed as a special meeting announcement. At the AGM, elections for the Board of Directors by the currently registered Board of Directors shall be conducted, and reports of the affairs of the corporation shall be considered by the new Board, and such other business shall be transacted as may properly come before the new Board at the meeting.

## **SECTION 3 - SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by any current Director and at least one other current Director. Such meetings shall be held at an advertised location.

## **SECTION 4 - NOTICE OF MEETINGS**

Regular meetings of the Directors may only be held with notice. Special meetings of the Directors shall be held upon four (4) days' notice by electronic mail, first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice shall be given of any adjourned meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **SECTION 5 - CONTENTS OF NOTICE**

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

## **SECTION 6 - WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

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

## **SECTION 7 - QUORUM FOR MEETINGS**

A quorum shall consist of most of the current Executive Directors. ( 4 Directors present for a quorum) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the President or Vice-President, in the absence of the President,

shall entertain at such meeting is a motion to adjourn. However, most of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

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 the corporation.

#### **SECTION 8 – GENERAL MEETING VOTING**

At each general meeting, every Director, Appointed Coordinator, and Other Member, shall have the ability to vote with one (1) vote per motion made at the meeting. The President will not vote, except in the event of a tie.

#### **SECTION 9 - MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by the majority of the Directors present at a meeting duly held when a quorum is present is an 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 appointments 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.

#### **SECTION 10 - CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President, or, if no such person has been designated, or in his or her absence, the Vice-President of the corporation, or in the absence of each of these persons, by a presiding officer or director chosen by most of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer appoints another person to act as Secretary of the meeting.

Meetings shall be governed by "Roberts Rules of Order;" as such rules may be revised from time to time, insofar as such rules are or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law. These Bylaws will supersede and Roberts Rule of Order procedure.

#### **SECTION 11 - 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 Directors, Coordinators, and Other Members individually or collectively consent in writing 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 affect as the unanimous vote. Any certificate or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Directors, Coordinators, and Other Members 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.

## **SECTION 12 - INDEMNIFICATION BY CORPORATION**

To the extent that a person, who is, or was, a Director, Officer, Coordinator, Other Member, 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 proceedings 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.

## **-- ARTICLE 7 – COMMITTEES --**

### **SECTION 1 - EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of the Board of Directors then in office, 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 of Directors 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 of a majority of all the members.
- (b) The filling of vacancies on the Board of Directors or on any committee, which has the authority of the Board.
- (c) The fixing of compensation of the Officers or Directors for serving on the Board of Directors or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable or repeal able.

- (f) The appointment of committees of the Board of Directors 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 and 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 Directors then in office, the Board of Directors may at any time revoke or modify any or all the authority so delegated, increase or decrease, but not below two (2) the number of members, and fill vacancies therein from the members of the Board of Directors. 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 of Directors from time to time as the Board of Directors may require.

## **SECTION 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 of Directors. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as "advisory" committees.

## **SECTION 3 - MEETINGS AND ACTION OF COMMITTEES**

Meetings and actions 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.

## **SECTION 4 – DISCIPLINARY ACTION COMMITTEE**

The Disciplinary Action Committee will consist of the President, Vice President, Past President, and Competitive & Recreational Director. The committee shall be responsible for all discipline matters involving club members including, but not limited to: On Field Discipline (during competition), Off Field Discipline (Pre / Post games, Training, Seminars, etc.), Child Protection issues that involve Criminal investigations that could affect the club.

The protection of children is paramount and therefore any allegations involving child protection, drug use, or distribution shall result in immediate suspension from any involvement with children until the matter has been investigated. This is not a form of discipline but occurs to ensure the child or other club members are protected from any chance of harm.

Club Discipline Committee Method of operation:

To ensure consistency the committee shall select a Chair to be point of contact and should follow the procedure detailed below.

- ☐ Any discipline matter should be reported in writing to the Discipline Committee Chair.
- ☐ The Committee Chair shall maintain accurate records of each and every matter that arises
- ☐ The Chair will inform the person, in writing, against whom the complaint has been made within seven days.
- ☐ The committee should proceed to investigate the matter to their satisfaction within a period of two weeks.
- ☐ The committee can interview any parties involved as necessary.
- ☐ The committee will discuss the matter and impose appropriate sanctions. To maintain consistency, committee should refer to previous matters in deciding what sanctions to impose.
- ☐ The chair will inform the member concerned of these sanctions in writing. The chair will also inform the appropriate team coach, and team manager (as required). This will be completed no later than four weeks after the incident.
- ☐ Any matters that the Chair of the Discipline committee feels could be a criminal offence shall be reported to the Gardai.
- ☐ All written records will be kept for a minimum of seven years, at which they will be destroyed in confidence. The committee shall be responsible for all discipline matters involving club members.

**-- ARTICLE 8 --**

**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 signed by the President

**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 device for the charitable or public purpose of this corporation.

### **-- ARTICLE 8 --**

#### **CORPORATE RECORDS, REPORTS AND SEAL**

##### **SECTION 1 - MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principle office in the State of California or at the primary residence of the current Secretary all the following:

- (a) Minutes of all meetings of the Board of Directors and committees of the Board of the Directors 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.
- (b) 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.
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

##### **SECTION 2 - CORPORATE SEAL**

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

##### **SECTION 3 - RIGHT TO COPY INSPECTION RIGHTS**

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

##### **SECTION 4 - ANNUAL REPORT**

The Board of Directors shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation which 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 principle 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 purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes during the fiscal year.

The annual report shall be accompanied by any report, thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statement was prepared without audit from the books and records of the corporation.

**-- ARTICLE 9 --**

**FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of March and end on the last day of February in each year.

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority of the Board of Directors present at any regular or at any special meetings, if at least ten (10) days written notice is given of intent to alter, amend, repeal, or adopt new Bylaws at such meetings.

**-- ARTICLE 10 --**

**AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority of the Board of Directors present at any regular or at any special meetings, if at least ten (10) days written notice is given of intent to alter, amend, repeal, or adopt new Bylaws at such meetings.

**-- ARTICLE 11 --**

**AMENDMENT OF ARTICLES**

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

**-- ARTICLE 12 --**

**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profits from the operation of the corporation, provided, however, that this provision shall not prevent payment to any such person or 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 or motion 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. Upon dissolution of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**-- ARTICLE 13 -- ASSIGNMENT OF  
CORPORATE ASSETS**

“The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 24 “The property of this corporation is irrevocable dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code. Upon the dissolution or winding up the corporation its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501 ©(3) of the Internal Revenue Code.”

**-- ARTICLE 14 -- EFFECTIVE DATE OF AMENDMENT --**

Upon execution of these Amended Bylaws of the Orchard Valley Youth Soccer League (OVYSL) dated February 12, 2020 (hereinafter “Amended Bylaws”), these Amended Bylaws shall become effective as of February 12, 2020, and shall supersede any other bylaws which shall immediately become null and void, unless these Amended Bylaws, or a portion thereof, are deemed unenforceable, at which time the prior bylaws, or a portion thereof, shall be reinstated and become effective.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the existing voting Directors of the Orchard Valley Youth Soccer League and Orchard Valley Soccer Club, a California nonprofit corporation, and pursuant to the authority granted to the Directors by the prior Bylaws and these Bylaws to take action by unanimous written consent, without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 19 pages, as the Bylaws of this corporation.

DATED: \_\_\_\_\_

President(O)\_\_\_\_\_

Vice-President(E)\_\_\_\_\_

Secretary(E)\_\_\_\_\_

Treasurer(O)\_\_\_\_\_

Past-President(O)\_\_\_\_\_

Policies & Procedures(O)\_\_\_\_\_

Competitive & Recreational Director(E)\_\_\_\_\_

**CERTIFICATE**

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

DATED: \_\_\_\_\_ SECRETARY: \_\_\_\_\_