

By Laws
of
Paradise Ridge Youth Soccer Club
A California Nonprofit Public Benefit Corporation

ARTICLE ONE – OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of this Corporation (Club) is located in Butte County, California.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may, from time to time, change the principal office within Butte County, by resolution.

ARTICLE TWO – PURPOSES

The primary purpose of this Club shall be to develop, promote and administer both a recreational and a competitive soccer program primarily for the youth in the communities of Paradise, Magalia, and Stirling City, but may accept youth from other communities.

ARTICLE THREE – MEMBERS

SECTION 1. QUALIFICATION OF MEMBERS

A parent or legal guardian of a player, a member of the Board or a coach, referee or any committee volunteer approved by the Board is considered a (voting) member of this Club.

SECTION 2. DETERMINATION AND RIGHTS OF MEMBERS

All members shall have the same rights, privileges, restrictions and conditions.

SECTION 3. DUES

No dues shall be charged for membership in this Club.

SECTION 4. MEMBERSHIP BOOKS

The Club shall keep a membership list containing the name and address of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership.

The record of names and addresses of the members of this Club shall constitute the membership list of this Club and shall not be used, in whole or part, by any person for any person not reasonably related to a member's interest.

SECTION 5. NON-LIABILITY OF MEMBERS

No member of this Club is personally liable for the debts, liabilities or obligation of the Club.

SECTION 6. RESIGNATION OR TERMINATION OF MEMBERSHIP

A. Grounds for Termination. The membership of a member shall terminate upon:

1. Written notice of resignation from a member of the Board of Directors.
2. Upon a determination by the Board of Directors that the member has engaged in conduct seriously prejudicial to the interests or the purposes of the Club.

B. Procedure for Expulsion. After the Board approves the expulsion of a member, they shall:

1. Send a written notice to the member by First Class mail, return receipt requested. The notice shall detail the reasons for the expulsion and give the member 15 days from their receipt of the notice to appeal the expulsion.
2. If the member appeals, they shall be heard by the Board within 30 days after receipt of the written notice to the Board.
3. After the appeal hearing the Board shall, within 5 days after the hearing, send the member a written notice of their decision by First Class mail, return receipt requested. This decision shall be final.

ARTICLE FOUR – MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place as designated by the Board of Directors.

SECTION 2. THE ANNUAL MEETING

The members shall meet annually in January of each year for the purpose of electing Directors and officers and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected. Each member may cast only one vote for each Board position.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by a majority of the Board of Directors or the President of the Club, or 10% of the members of the Club.

SECTION 4. NOTICE OF SPECIAL MEETING

- A. Time of Notice. A written notice of the special meeting shall be mailed by the Secretary of the Club at least 10 days before the date of the meeting to all current members.
- B. Contents of Notice. Notice of the special meeting shall state the place, date and time of the meeting, the general nature of the business to be transacted, and no other business may be transacted.
- C. Notice of Special Meeting Called by Members. The request for a special meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by First Class mail to the Board. The date for the special meeting shall be fixed by the Board and shall be not less than twenty-five (25) nor more than ninety (90) days after the receipt of the request for the special meeting.
- D. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved by two-thirds (2/3) of those voting.
 1. Removal of directors without cause;
 2. Amending the Articles of Incorporation;
 3. An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of at least two members of the Club.

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of those present.

When a meeting is adjourned for lack of a quorum, it shall be announced at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. If after adjournment a new date is set for the adjourned meeting, a notice of the adjourned meeting shall be mailed to each member who, on the date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 6. MAJORITY ACTION AS A MEMBERSHIP ACTION

Every motion or resolution need only to be approved by a majority of the members present, unless these By-Laws require otherwise.

SECTION 7. VOTING RIGHTS

Voting at duly held meetings shall be voice vote, except that election of Directors may be by ballot.

SECTION 8. PROXY VOTING

Voting by proxy shall not be permitted.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President and shall be governed by Roberts' Rules of Order.

SECTION 10. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE FIVE – DIRECTORS

SECTION 1. NUMBER

The Club shall have not less than ten nor more than twenty Directors and collectively they shall be known as the Board of Directors.

SECTION 2. POWERS

The activities and affairs of this Club shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Club, or by these By-Laws.
- B. Register their addresses with the Secretary of the Club and notices of meetings mailed to them at such addresses shall be valid notices.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until their term shall expire and may remain in office until their successor is elected and qualifies.

SECTION 5. COMPENSATION OR EXPENSES

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary out-of-pocket expenses incurred in the performance of their regular duties, subject to approval of the Board.

SECTION 6. MEETINGS

- A. Meetings shall be held at the principal office of the Club or at such other place which has been designated from time to time by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another and minutes of the meeting are taken.
- B. Regular meetings of the Board of Directors shall be held once each month at such date, time and place as designated by the Board.
- C. Special meetings of the Board of Directors may be called by the President or by any four Directors.

SECTION 7. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board may be held after four (4) days' notice by first-class mail or forty-eight (48) hours' notice by telephone or e-mail to the Directors. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting only if the adjourned meeting is held more than twenty-four (24) hours from the time the original meeting was adjourned.

SECTION 8. CONTENTS OF NOTICE

Notice of special or adjourned meetings shall specify the date, time, place and purpose of the meeting.

SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the currently seated members of the Board of Directors.

SECTION 10. 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 By-Laws of the Club, 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 of different voting rules for approval of a matter by the Board.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President or, in his/her absence, by the Vice-President of the Club or, in the absence of each of these persons, by a President pro tempore chosen by a majority of the Directors present at the meeting.

Meeting of the Board of Directors shall be governed by Roberts' Rules of Order.

SECTION 12. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Directors, and (2) whenever the number of authorized Directors is increased

The Board of Directors may declare vacant the office of a Director who has been found guilty of malfeasance or misfeasance in office.

A Director's position on the Board of Directors may be declared vacant if he or she shall fail to attend three consecutive regular meetings which the Director in question shall have received the notice required in these By-Laws.

Any Director may resign by giving written to the Board.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by the remaining Directors.

SECTION 13. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, or agent of this Club has been successful of the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that they were an agent of the Club, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Club but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporation Law.

ARTICLE SIX – OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this Club shall be President, Vice-President, Secretary and Treasurer.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any person may serve as officer of this Club. Officers shall be elected by the membership, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the Club. The resignation shall take effect on the requested date.

SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any officer's position other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 5. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Club and the activities of its 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 or by these By-Laws, or which may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors. 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 by-laws, the President shall, in the name of the Club, execute such deeds, mortgages, bonds, contracts, checks or other instruments which have the proper authorization of the Board of Directors.

SECTION 6. DUTIES OF THE VICE-PRESIDENT

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.

SECTION 7. DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Club the original or a copy of these By-laws as amended.

Keep at the principal office of the Club or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, committee meetings of the directors and members, recording date, time and place of meeting, whether regular or special, how called, how notice 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 provision of these By-laws.

Exhibit at all reasonable times to any Director of the Club, or to his or her agent, on request, the By-laws, and the minutes of the proceedings of the Directors of the Club.

In general, perform all duties incident to the office of the Secretary any such other duties which may be assigned to him or her by the Board of Directors.

SECTION 8. DUTIES OF THE TREASURER

Subject to the provisions of these By-laws 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 Club and deposit all such funds in the name of the Club in such financial institutions as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Club.

Disburse or cause to be disbursed the funds of the Club as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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

Exhibit at all reasonable times the financial records to any Director of the Club, or to his or her agent on request.

Render to the President and Directors, whenever requested, an account of any or all transactions as Treasurer and of the Club's financial status.

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, or by these By-laws, or which may be assigned to him or her by the Board of Directors.

ARTICLE SEVEN – COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.

SECTION 2. OTHER COMMITTEES

The Club shall have such committees as may be designated by resolution of the Board of Directors. Such committees may consist of persons who are not members of the Board. These additional committees shall act only in an advisory capacity to the Board.

ARTICLE EIGHT – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The President shall enter into contracts or execute and deliver instruments in the name of and behalf of the Club, only after approval by the Board. No other officer or agent shall have any power or authority to bind the Club 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, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by any two Executive Board members.

SECTION 3. DEPOSITS

All funds of the Club shall be deposited in such financial institutions as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest or devise for the charitable or public purposes of this Club.

ARTICLE NINE – CLUB RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CLUB RECORDS

The Club shall keep:

- a. Minutes of all meetings of Directors, and of all meetings of members, indicating the date, 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 financial records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A record of its members, by name and address.
- d. A copy of the Club's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members of the Club at all reasonable times.

SECTION 2. CLUB SEAL

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

SECTION 3. MEMBERS' INSPECTION RIGHTS

Any member may inspect at any reasonable time the financial records, or Board minutes upon written request to the Secretary by the member, for a purpose reasonably related to such person's interest as a member.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent and the right to inspection includes the right to receive a copy for which a fee may be charged.

SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the club's fiscal year to all Directors of the Club and, to any member who submits a written request to the Secretary. The report shall contain the following information:

- A. The assets and liabilities, including the trust funds, of the Club 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 of the Club, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The disbursements of the Club, for both general and restricted purposes, during the fiscal year.
- E. Any information required by Section 6 of this article.

The annual report shall be accompanied by any report thereof of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Club that such statements were prepared without audit from the books and records of the Club. The Club shall have the financial records audited by a CPA at the end of every even year.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Club shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- A. Any transaction in which the Club was a party, and in which either of the following had a direct or indirect material financial interest:
 - 1. any director of the Club (a mere common directorship shall not be considered a material financial interest).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

ARTICLE TEN – FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CLUB

The fiscal year of the Club shall begin on the first day of January and shall end on the 31st day of December.

ARTICLE ELEVEN – BYLAWS

SECTION 1. AMENDMENT

These Bylaws may be amended by a two-thirds majority of the Board of Directors present.

SECTION 2. INCORPORATION OF THE RULES AND REGULATIONS

Where not inconsistent with these Bylaws, the Club may prescribe such Rules and Regulations as the Board of Directors deems appropriate for the day-to-day operation of the Club.

ARTICLE TWELVE – AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the Club, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Club.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, the Club shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this Club nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Club has filed a “Statement by a Domestic Non-Profit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE THIRTEEN – PROHIBITION AGAINST SHARING PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING PROFITS AND ASSETS

No member, Director, or other person connected with this Club, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Club, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Club 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 Club. All members of the Club shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Club, whether voluntarily or involuntarily, the assets of the Club, 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 and not otherwise.