

**AMENDED AND RESTATED BYLAWS  
of  
EAST BAY UNITED SOCCER CLUB**

**ARTICLE I**

**NAME; MISSION; PRINCIPAL OFFICE**

The name of this corporation was ROCKRIDGE SOCCER CLUB, also referred to as RSC and the corporation. As of July 12, 2011 (the “Effective Date”) the name of the corporation shall be EAST BAY UNITED SOCCER CLUB, also referred to as “EBU” and the “corporation.” Bay Oaks Soccer Club (“BOSC”) merged into RSC as of the Effective Date. These Bylaws are amended and restated as of September 14, 2015.

The mission of EBU shall be to develop, promote as a healthy and enjoyable activity, and administer the game of soccer among boys and girls and men and women, regardless of their race, color, religion or belief, gender, sexual orientation, economic advantage, or ability. EBU will teach that competition and good sportsmanship are entirely compatible, and that the higher purpose of youth and amateur adult sports is to develop individual physical and emotional skills that ultimately contribute to the good of the entire community. EBU will strive to serve youth soccer within the cities of Berkeley, Piedmont, Alameda and Oakland, in Alameda County, California. It is intended that EBU will be a non-profit public benefit corporation within the meaning of all applicable federal and state laws and regulations.

The principal office of this corporation shall be located in the County of Alameda, California.

**ARTICLE II  
MEMBERSHIP**

This corporation shall have no voting members. However, the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues. Members include registered players age eighteen (18) years old or older. In addition, a member of this corporation includes the parents or guardians of registered players under eighteen (18) years of age.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The minimum number of directors shall be eight (8) and the maximum number of directors shall be fifteen (15).

Section 3. Designation/Election and Term of Office of Directors.

Directors shall serve for a two (2) year term. Each shall hold office until a successor has been elected. Prior to the expiration of such two (2) year term, the existing directors shall nominate the slate of directors to be named at the Annual Meeting of the Board of Directors.

There shall be no limits on the number of consecutive full or partial terms a director may serve on the Board.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the number authorized by resolution of the Board, for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 5. Resignation and Removal. Resignations shall be effective upon receipt in writing by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation. Removal of a director, with or without cause, may occur at any time if the Board of Directors, by the vote of a majority of the directors then in office, chooses to remove any director.

Section 6. Meetings. A meeting of the Board of Directors shall be held at least once a year, and generally at least one time per calendar quarter. Meetings shall be called by the Presidents, or any two (2) directors, and notice shall be given in accordance with Article III, Section 8. One regular meeting of the Board shall be designated the "Annual Meeting." Election of Directors shall take place at the Annual Meeting in accordance with Article III, Section 3.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two (2) directors, and noticed in accordance with Article III, Section 8.

Section 8. Notice. Notice of meetings and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director. If given by first-class mail, notice shall be given at least four (4) days prior to such meeting. Forty-eight (48) hours notice shall be given before any such meeting if given personally, or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article VIII, Section 5 of these Bylaws.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as transactions occurring at a meeting duly held after regular call and notice if a quorum is present.

Furthermore, transactions are only valid if, either before or after a meeting where notice was not provided in accordance with Article III, Section 8, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notwithstanding the foregoing, notice of a meeting shall be deemed given unless any director who attends the meeting protests the lack of adequate notice before the meeting, or at its commencement.

Section 10. Quorum. A majority of the total number of directors then in office shall constitute a quorum of the Board of Directors for the transaction of business, provided that in no event shall the required quorum be less than one-third ( $\frac{1}{3}$ ) of the authorized number of directors or two (2) directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Section 5 (“Resignation and Removal”); Article III, Section 11 (“Action Without a Meeting”); Article IV, Section 1 (“Board Committees”); Article VI, Section 2 (“Self-Dealing Transactions”); Article VII, Section 2 (“Approval of Indemnity”); and Article VIII, Section 6 (“Amendments”), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of all members of the Board then in office shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the Board proceedings, and shall have the same force and effect as the unanimous vote of such directors.

Section 12. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article VIII, Section 5 of these Bylaws, so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and
- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 13. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such

care, including reasonable inquiry, as an ordinarily prudent person in a comparable situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable or educational activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 14. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 15. Director Compensation. The Board of Directors may not authorize, by resolution, payment or compensation to a director, for services as a director. However, the Board may authorize the advance or reimbursement to a director of actual

reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 16. Club Employee Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the Registrar or other Club employee. This review and approval shall occur when such employee is hired, when the term of employment of such employee is renewed or extended, and when the compensation of such employee is modified.

#### **ARTICLE IV COMMITTEES**

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two (2) or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the Board or on any Board Committee;
- (c) elect directors or remove any director without cause;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors, or the President, may establish one (1) or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making

recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Financial Review Committee. For any tax year in which this corporation has gross revenues of five hundred thousand dollars (\$500,000) or more, this corporation shall have a Financial Review Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors.

The Financial Review Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant, (2) negotiate the compensation of the accountant on behalf of the Board, (3) confer with the accountant to satisfy the Financial Review Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the financial review, and (5) approve performance of any non-audit services provided to this corporation by the accountant's firm.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by, and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members, for the Board of Directors and its members. Minutes shall be kept during every meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee consistent with the provisions of these Bylaws.

## **ARTICLE V OFFICERS**

Section 1. Officers. The officers of this corporation shall be President, Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the neither the Secretary nor the Treasurer may serve concurrently as the President. An office may be held by more than one (1) person. The President shall be elected from among the directors of the corporation.

Section 2. Election. Except for the initial officers appointed by the incorporator and for the Presidents' Initial Term, the officers of this corporation shall be elected annually by a majority vote of the existing officers and the Board of Directors.

Section 3. Removal. Any officer may be removed as an officer, with or without cause, by a majority vote of the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by the Secretary, or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office, for any reason, shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President(s) shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President(s) shall preside at all meetings of the Board of Directors. The President(s) shall have the general powers and duties of management usually vested in the office of President(s) of the corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

In the absence of the President(s), or if the President(s) is incapacitated, the Vice-President, if any, shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

In the absence of the President(s) and the Vice-President, or if the President(s) and the Vice-President are incapacitated, a majority of the Board of Directors may appoint one (1) of their own to carry out the duties of the President(s), and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the directors, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, all corporate and tax filings, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as

required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VI CERTAIN TRANSACTIONS**

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary, for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one (1) or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements, and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

## **ARTICLE VII INDEMNIFICATION AND INSURANCE**

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section



5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by, or on behalf of, an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

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

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

## **ARTICLE VIII MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of this corporation shall be fixed by a resolution adopted by the Board of Directors.

Section 2. Contracts, Notes, and Checks. The Board of Directors shall approve all contracts above an amount fixed by resolution of the Board, all purchases of real property, and all promissory notes or other evidences of indebtedness of this corporation. All contracts above the amount so fixed by resolution of the Board entered

into, on behalf of this corporation, must be authorized by the Board of Directors, and, except as otherwise provided by law, every check, draft, money order, or like instrument of this corporation shall be signed by the persons on whom such power may be conferred by the Board of Directors from time to time.

Section 3. Annual Reports to Directors. Within 120 days after the end of this corporation's fiscal year, the Treasurer shall furnish or shall cause to be furnished, a written report to all directors of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this 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 this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any related party transaction during the previous fiscal year involving five hundred dollars (\$500) or such other amount as may be fixed by resolution of the Board between this corporation and any of its directors or officers, and the amount and circumstances of any indemnifications or advances aggregating more than one thousand dollars (\$1,000) or such other amount as may be fixed by resolution of the Board paid during the fiscal year to any director or officer of this corporation. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing 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 this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article VIII, Section 5 of these Bylaws.

Section 4. Required Financial Review. This corporation shall obtain a financial review for any tax year in which it receives or accrues gross revenue of five hundred thousand dollars (\$500,000) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any reviewed financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine (9) months after the close of the fiscal year to which the statements relate, and shall remain available for three (3) years by (i) making them

available at this corporation's principal office during regular business hours, and (ii) either mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one (1) week in advance of any Board meeting at which they will be considered for adoption. The vote of two-thirds ( $\frac{2}{3}$ ) of the directors then in office, or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law, as then in effect, shall apply.

### ***CERTIFICATE OF SECRETARY***

I, Ted Johann, certify that I am presently the duly elected and acting Secretary of East Bay United Soccer Club, a California nonprofit public benefit corporation; that the above amended and restated Bylaws, consisting of 12 pages, are the Bylaws of this corporation as adopted by Board of Directors, on July 12, 2011.

DATED: September 14, 2015

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Carolyn Rashby, Secretary