

BALLISTIC UNITED SOCCER CLUB
a California nonprofit public benefit corporation

AMENDED AND RESTATED BYLAWS

Article 1 – Name, Offices and General Provisions

SECTION 1 – The name of this organization is the Ballistic United Soccer Club (the “**Organization**”), in Pleasanton, California, 94566.

SECTION 2 – The principal office for the transaction of the activities and affairs of this Organization is located at 275 Rose Ave., Suite 209, Pleasanton, CA, 94566, in Alameda County, California.

SECTION 3 – Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Article II – Purpose and Dissolution

SECTION 1 – The purposes of the Organization are as follows:

- a. To educate, teach, and promote the game of soccer.
- b. To field soccer teams by age groups and skill levels for the purpose of physical education, physical fitness, and people-to-people communication.

SECTION 2 - Should the Organization be dissolved, all assets remaining after payment of all debts shall be distributed as directed by the Board of Directors to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for the purpose of the development of the game of soccer.

Article III – Policies

SECTION 1 – This Organization has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. The properties and assets of this Organization are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member, director or Officer of this Organization.

SECTION 2 – The Organization shall be noncommercial. No commercial enterprise shall be endorsed by it. Neither the name of the Organization nor names of its Officers/Directors or Officers or their representatives in their official capacities shall be used in any connection with a commercial concern.

SECTION 3 – The Organization shall be nonsectarian; no sectarian interest shall be endorsed by it. Neither the name of the Organization nor the names of its directors or Officers or their representatives in their official capacities shall be used in any connection with a sectarian interest.

SECTION 4 – The Organization shall be nonpartisan. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.

SECTION 5 – The Organization may cooperate with other organizations and agencies in the cause of player development. The Organization is an affiliated branch of the Pleasanton Youth Soccer League (“**PYSL**”), and in the future the Organization may also be affiliated with other soccer-related governing bodies. The Organization shall comply with the rules and policies of PYSL and such other governing bodies, as appropriate.

SECTION 6 – No member of the Organization, other than the Executive Director and the President, shall have the power to sign any contract, legally obligate the Organization, or incur any expense in the name of the Organization without the approval of the Board of Directors; provided, however, if such contract, obligation, or expense is not within the purview of the current annual budget and the Organization’s financial commitment contemplated by such contract, obligation or expense is more than \$2,500 in the aggregate annually, the Executive Director or the President may not sign such contract or incur such obligation or expense without the approval of the Executive Committee.

SECTION 7 – No member shall engage in any act or activity while representing the Organization that would tend to create an unfavorable impression or unfavorable publicity or in any way be contrary to the general interest of the Organization.

SECTION 8 – The funds of the Organization shall not be used to grant personal loans.

SECTION 9 – The Organization is a nonprofit organization formed exclusively for the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article IV – Membership

SECTION 1 – Voting Membership shall be open to (a) each parent and/or guardian of a player, who has (1) registered for the current or upcoming budget year and (2) paid in full the player registration fee, and (b) each member of the coaching staff who are also simultaneously a member of the Board of Directors (such parent, guardian, and coach, a “**Voting Member**,” and collectively, the “**Voting Members**”). Non-voting Membership shall be open to (c) each member of the coaching staff who are not also members of the Board of Directors, and (d) each player on the roster (each such coach and player, a “**Non-Voting Member**,” and collectively, “**Non-Voting Members**”). The Voting Members and Non-Voting Members are individually, “**Member**” and collectively the “**Members**.” The Organization admits members of any gender, race, color, religion, national or ethnic origin, and sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to Members.

SECTION 2 - The record date for determining Voting Members entitled to vote at the annual general meeting in May shall be at the close of business on the business day preceding the day on which notice is given to Voting Members. The record date for determining Voting Members entitled to receive notice and vote at a special meeting of Members shall be the business day that is thirty (30) calendar days prior to the date of the special meeting. Only Voting Members of record at the close of business on the record date will be entitled to any of the notice and voting right, except as otherwise required by law.

Article V – Officers and Directors

SECTION 1 – The officers of this Organization (“**Officers**”) shall be President, Vice President, Secretary and Treasurer. All of the Officers shall also be members of the Board of Directors. The Officers shall be elected by the Members at the annual general meeting of Members pursuant to Article XI below.

SECTION 2 – Officers shall serve for a term of two (2) years, staggered between (a) the President and Treasurer and (b) the Vice-President and Secretary. The President and Treasurer shall be elected in one year, while the Vice-President and Secretary shall be elected in the alternate years. No Officer shall be eligible to the same office for more than three (3) consecutive terms, unless approved by a two-thirds (2/3) vote of the Board. Officers shall assume their duties on the first day of July.

SECTION 3 – The Board shall consist of not fewer than seven (7) Directors and not more than thirteen (13) Directors. The exact authorized number of Directors shall be fixed from time to time, within those limits, by a resolution adopted by the Board. The Officers shall appoint, as necessary, the remaining members of the Board of Directors, who shall each serve for a term of two (2) years. In no event shall the Board consist of more than three

(3) “financially interested directors.” “Financially interested directors” shall mean any director who is an employee, coach, or otherwise a consultant of the Organization.

Article VI – Duties and Powers of Officers and Directors

SECTION 1 – The President shall chair and conduct all meetings of the Board of Directors and shall cast a vote only in the case of a tie. The President and the Executive Director shall execute all documents on behalf of the Organization subject to Article III Section 6 above. In the event one or more Board of Director positions become vacant, including by removal of such director, the President shall nominate a replacement for the vacant Board of Director position(s). The nominee will become a member of the Board upon majority vote. The President will also review all Board of Director job descriptions yearly and shall discharge the following duties:

- a. Preside at all meetings of the Organization.
- b. Enforce observance of these Bylaws.
- c. Appoint Officers to positions vacant during the President’s term of office, subject to the approval of the Board, and appoint the chairpersons of standing committees.
- d. Notify Board members of nomination process and manage elections.
- e. Provide input to Treasurer on annual operating budget.
- f. Open and review all bank statements monthly for control of paper handling and disbursement of funds of the Organization.
- g. Represent the Organization when official representation is required or appoint a representative as needed.
- h. Perform such other duties as may be prescribed in these Bylaws or assigned by the Organization.

SECTION 2 – The Vice President shall preside at meetings of the Board of Directors in the absence of the President. The Vice President shall retain a vote while presiding at meetings in the absence of the President. The Vice President shall chair the Scholarship Committee, participate in the Resolution Committee and participate in other areas as assigned.

SECTION 3 - The Secretary shall provide timely notice of and the agenda for all meetings, shall record the attendance and minutes of all meetings of both the Board of Directors and Executive Committee, and shall provide draft copies of the minutes for approval at the next scheduled meeting. The Secretary shall maintain all club correspondence, official documents and guidelines. The Secretary shall chair the Rules and Revisions Committee and shall discharge the following duties:

- a. Keep an accurate record of the proceedings of all meetings of the Organization.
- b. Prepare and distribute by email the minutes, in a timely fashion, after all meetings to the Board for its review by email. Once Board has reviewed, make necessary changes and read at the next Board meeting for final approval.
- c. Be prepared to refer to minutes of previous meetings.
- d. Prepare and maintain a record of the names of the board members.
- e. Keep a current copy of these Bylaws.
- f. Perform such other official duties as may be delegated by the President.

SECTION 4 - The Treasurer shall:

- a. Ensure the timely receipt of all monies for the Organization and their deposit in the name of the Organization in a federally insured bank approved by the Board. No account of the Organization shall ever exceed FDIC limits.
- b. Disburse monies by check for all bills incurred by the Organization, and for all expenditures authorized by the Board.

- c. Keep an accurate and permanent record of all receipts and disbursements electronically and reconcile accounts monthly.
- d. Present financial status reports at each Board of Directors meeting of the Organization and at other times as requested by the President.
- e. Prepare and present preliminary operating budget for review and input by Board during the March and April meeting.
- f. Finalize operating budget for approval during the general meeting of the Organization in May and have responsibility for monitoring the budget.
- g. Prepare and present to the Organization an annual year in review statement at the same time the proposed budget is presented.
- h. Make available all accounts for annual audit.
- i. Prepare or cause to be prepared all statements, forms, or returns as may be required by Federal, State, or local taxing authorities.

SECTION 5 - The Board of Directors shall manage the operation of the Organization and shall establish and implement policy, rules and procedures. The Board of Directors shall also promote and execute all duties necessary for the proper management of the Organization. Each Director shall have the authority to manage the office assigned and may form committees from time to time, as necessary.

SECTION 6 - The Board of Directors shall be responsible for and have the sole authority for being familiar with, interpreting, implementing and enforcing the By-Laws, General Procedures and Policy Interpretation Memoranda of the Organization and all applicable Rules and Regulations of the Associations with which the Organization is affiliated.

SECTION 7 - The Board of Directors shall have the right and authority to suspend, bar completely or otherwise discipline any team, player, coach, manager, team assistant, Club official or any other person associated with the operation and management of the Organization.

Article VII – Executive Committee

SECTION 1 – The Executive Committee of the Board of Directors shall be comprised of the President, Vice President, Secretary, and Treasurer. The Executive Committee, under the direction of the President, shall set forth the Organization’s policy and implement the policy in the best interest of the Organization. The Executive Director shall be the Chief Operating Officer and Chief Executive Officer of the Organization. The Executive Director shall report to the Board of Directors at regular monthly meetings.

SECTION 2 – The Executive Committee will produce the yearly budget and present the budget to the Board of Directors for approval. If the budget is not acceptable to the Board of Directors, the budget shall be returned to the Executive Committee with Board of Directors’ recommendations for adjustments. The adjusted budget shall again be presented to the Board of Directors for approval.

SECTION 3 – If an Executive Committee member violates the by-laws of this Organization or that of PYSL or other soccer related governing bodies, the remainder of the Executive Committee shall be empowered to remove said Executive Committee member by ballot vote after a proper hearing. A new member will be nominated and elected to office within 45 days of the vacancy. The election will be called for by any remaining members of the elected officials. A member of the Executive Committee or appointed Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors.

SECTION 4 – When an Executive Committee member’s term is completed, the Board of Directors shall determine if the Executive Committee member is to be given a vote of confidence and re-nominated for a new term. A vote of confidence by the Board of Directors shall be done without the person to be nominated or re-nominated present. Discussion should be open and frank. When the Board of Directors decides to nominate or re-nominate an

Executive Committee member, the members of the Board of Directors are encouraged to vote for that candidate during elections at the Annual General Meeting.

SECTION 5 – The Executive Committee shall meet whenever the President deems it necessary or if the President is instructed to do so by two (2) or more members of the Executive Committee; provided, however, that the Executive Committee shall at a minimum meet quarterly.

Article VIII – Meetings of Directors and Members

SECTION 1 – The Board of Directors will meet on the first Thursday of the month at the Organization’s offices, unless otherwise determined by the Board and proper notice is given to the Directors.

The agenda for regular meetings of the Board may be as follows:

1. Call to Order
2. Roll Call
3. Acceptance of Minutes
4. Introduction of Guests
5. Staff Reports
6. Unfinished Business
7. New Business
8. Members’ Reports
9. Good of Game
10. Adjournment

SECTION 2 – Special meetings of the Board of Directors may be called by the President or any other member of the Executive Committee, subject to the approval of the Board. Special meetings of the Board shall be held upon four days’ notice by first-class mail or 48 hours’ notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Organization.

SECTION 3 – The annual general meeting of Members will be held on the first Thursday of May of each year at the Organization’s offices.

SECTION 4 – Notice of any general meeting of Members shall be in writing and shall be given at least 10 but no more than 90 calendar days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, including electronic communication or electronic transmission, and shall be addressed to each Voting Member at the address of that Member as it appears on the books of the Organization or given to the Organization for purposes of notice.

The notice shall state the place, date and time of the meeting, and the general nature of the business to be transacted. The notice of any meeting at which Officers/Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Voting Members.

The notice for the annual general meeting shall include the following statement: “As a Member of BUSC, you have the right to receive the Organization’s financial report.”

If the Organization has had any transaction (involving more than \$50,000) where a Director or Officer had a “material financial interest,” or if any indemnification of Directors or Officers have taken place, the Members must also be given notice of such transaction or indemnification.

SECTION 5 – The privilege of receiving notice, holding office, making motions, and voting and any other rights granted to members under California law shall be limited to the Voting Members as of the record date (as defined in Article IV Section 2 above).

SECTION 6 – The Voting Members present at a meeting shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that if less than one-third (1/3) of the voting power of the Members is present, then only those matters the general nature of which was contained in the notice of meeting may be voted upon at such meeting. The affirmative vote of a majority of the Voting Members present at the meeting shall be deemed the act of the Members unless the vote of a greater number is required by the California Nonprofit Corporation Law or by these Bylaws.

SECTION 7 – Fifty percent (50%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. Every act or decision made or done by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board unless the law or these Bylaws require a greater number.

SECTION 8 – Time limits may be imposed to keep meetings to a reasonable time frame. If a topic has not been completely addressed, it will be carried over to the next Board meeting to allow for resolution.

SECTION 9 – Members may attend any meeting of the Board of Directors; provided, however, that anyone wishing to speak at a Board meeting must notify the Board of Directors in writing no later than the first of the month in which they wish to appear. Request should be sent to the official mailing address of the Organization. Notwithstanding the foregoing, the Board may in its reasonable discretion hold closed-door sessions, which may be held during a regular or special meeting of the Board of Directors.

Article IX – Emergency Bylaws

SECTION 1 – The following provisions of this Article IX shall be effective during an emergency that is defined as when a quorum of the Organization’s Directors cannot be readily assembled because of some catastrophic event.

SECTION 2 – During such emergency:

a. Any one member of the Board of Directors may call a meeting of the Board. Notice of such meeting need be given only to those Directors whom it is practicable to reach, and may be given in any practical manner, including by publication and radio or by posting on the Organization’s website. Such notice shall be given at least six hours prior to commencement of the meeting and may be by email or fax correspondence.

b. In the event that less than a quorum of Directors is present, those Directors present shall constitute a quorum.

c. The Board may:

(1) Prescribe emergency powers to any officer of the corporation;

(2) Delegate to any officer or director, any of the powers of directors;

(3) Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;

(4) Relocate the principal place of business, or designate successive or simultaneous principal places of business;

(5) Take any other action, convenient, helpful, or necessary to carry on the business of the Organization.

Article X - Voting

SECTION 1 – Voting at general meetings is done after a motion is made, seconded, and discussion, if needed, is held. A vote is taken by a show of hands for those for the motion, against the motion and abstentions.

SECTION 2 – Voting at Board Meetings is done after a motion is made, seconded, and discussion, if needed, is held. A vote is taken by a show of hands for those for the motion, against the motion and abstentions. Except where specified otherwise, Board decisions are determined by a simple majority vote.

SECTION 3 – In the event of a tie vote in any voting situation the President will cast the deciding vote.

SECTION 4 – No expenditures, financial or of goods owned by the Organization, shall be made without a vote.

SECTION 5 – All sponsorships, endorsements or other advertisements must be voted upon by the Board.

Article XI – Officers/Board of Directors Election, Removal and Operation

SECTION 1 – Nominations for Officers shall begin at the March or April Board meeting. Nominations are to be made at least one (1) month prior to election of Officers and the names of such nominations shall be included in the notice of meeting to the Members. The candidate's consent must be obtained before nominations can be made. Only Voting Members are allowed to vote for Officers/Directors. Elections will be held at the May general meeting of Members.

SECTION 2 – Election of Officers/Directors is subject to a simple majority vote of the Voting Members present at the general meeting of the Organization in May. A proxy vote may be cast if a Voting Member of the Organization cannot attend the general meeting in May. If there is only one candidate for office, the ballot may be dispensed with and the election held by voice vote. In the event a candidate fails to receive a simple majority of the votes of the Voting Members present, then that office shall remain vacant until another vote can be held.

SECTION 3 – Each Director shall (a) attend more than seventy-five percent (75%) of all regular and special meetings of the Board and (b) chair at least one committee. Failure to meet either of these obligations shall constitute grounds for removal by the majority vote of the remaining members of the Board or by the Members. Any Director may be removed from office by a two-thirds (2/3) vote of the Voting Members at a duly authorized general meeting.

SECTION 4 – Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not the number of directors then in office is less than a quorum; provided, however, that a vacancy created by the removal of a Director by the vote or written consent of the Voting Members may be filled only by the vote of the majority of the Voting Members. Each director so elected shall hold office until the next annual meeting of the Members where Officers are to be elected.

Section 5 – The Board shall:

- a. Transact necessary business between general meeting of the Organization and such other business as may be referred to it by the Organization.
- b. Authorize the expenditure of budgeted funds within the limits outlined in Section 7 below.

- c. Review and provide input on the preliminary operating budget presented by the President and Treasurer in the February or March Board Meeting.
- d. Finalize the operating budget by the general meeting of the Organization in May, subject to approval by a two-thirds (2/3) vote of the Voting Members present at the meeting.
- e. Prepare and present to the Organization a report at each general meeting.

SECTION 6 – The Board is subject to the orders of the Organization, and none of its acts shall conflict with action taken by the Organization.

SECTION 7 – Any issue involving funds in excess of Two Thousand Five Hundred Dollars (\$2,500) which is either (a) not included in the approved budget or (b) included in the approved budget but requires a reallocation of funds, must be reviewed by the Treasurer and approved by the Executive Committee.

SECTION 8 – Minutes for all meetings of the Organization must be reviewed and approved by a two-thirds (2/3) majority of the Board at the meeting, prior to posting of minutes for general publication and disbursal to Members.

Article XII – Standing Committees

SECTION 1 – The Board shall annually determine committees of the Organization and shall appoint committee chairperson(s) for each committee; provided, however, that if the Members fail to appoint such chairperson(s), the President shall appoint the chairperson(s). The Organization and the President, subject to the approval of the Board, each have the power to create special committees. Notwithstanding anything contrary in this Article XI, no committee shall exercise the authority of the Board unless all of the members of such committee are also members of the Board.

SECTION 2 – Securing committee members shall be the responsibility of the committee chairpersons.

SECTION 3 – The term of the office of the standing committee chairpersons and members shall coincide with the term of the current Board members.

SECTION 4 – Annual reports, including duties and procedures, shall be compiled by all chairpersons of standing committees and filed in their respective procedure books.

SECTION 5 – All funds generated by the committee shall be counted in the presence of the chairperson and then given immediately to the Treasurer for deposit.

SECTION 6 – The committee chairperson(s) is responsible for keeping the President or designated member of the Board informed of all ongoing activities concerning the committee.

Article XIII – Fiscal Policy

SECTION 1 – The budget year shall be from July 1st through June 30th.

SECTION 2 – Funds allocated by the Organization to designated programs, either through the budgeting process or through fundraising activities, must be used by the end of the fiscal year or be returned to the Organization's general fund; provided, however, that unused funds left over in any of the "encumbered accounts" shall remain in such account and shall not be returned to the general fund. Any such funds in the "encumbered accounts" shall carry over into the year pending budget review and approval by the new Board of Directors.

SECTION 3 – The President, Vice President, and the Executive Director shall be named signatories on the Organization's main bank account. All checks written for the payment of authorized expenditures shall require

two signatures for payments greater than Ten Thousand Dollars (\$10,000), one of which shall be that of the President. Signatories may not sign checks payable to themselves.

SECTION 4 – No Officer of this Organization will be personally liable for the debts, liabilities or obligations of the Organization.

SECTION 5 – The Organization shall, to the maximum extent permitted by law, indemnify each of its directors, Officers, employees and other persons described in section 5238(a) of the California Corporation Code, including persons formerly occupying such positions, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding as that term is used in that section, and including an action by or in the right of the Organization.

SECTION 6 – The Organization has the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers and other agents, to cover any liability asserted against or incurred by the Officer or agent in such capacity or arising from the Officer's or agent's status as such.

Article XIV – Financial Responsibility

The Organization shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any Player, Coach, Manager, Team Assistant, Club Official or Referee from any Member Team, Club or Organization without prior approval of the Board of Directors.

Article XV – Amendments

SECTION 1 – These Bylaws may be amended by a two-thirds (2/3) vote of the Board present at a meeting, unless the proposed amendment changes Member voting rights or other matters requiring approval of the Members under the California Nonprofit Corporations Code.

SECTION 2 – If a proposed amendment requires Member approval, a statement of the nature and purpose of the proposed amendment must be read at one (1) meeting of the Board open to the Members preceding the meeting of adoption, or the proposed amendment must be submitted to the Members. A majority vote of all Voting Members present will be required to confirm each such amendment or to confirm the revised Bylaws as a whole.

SECTION 3 – Notwithstanding the foregoing provisions, the Bylaws may be amended as necessary to obtain a determination by the Internal Revenue Service that the Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by the Franchise Tax Board that it is exempt from California Franchise or income tax under Section 23701 of the Revenue and Taxation Code of California by unanimous written consent of those Board members present at any meeting of the Board at which a quorum is present.

SECTION 4 – The Board may approve at any time exception to these Bylaws with a two-thirds (2/3) vote of the positions of the Board so long as such exception are to the advantage of the Organization; provided, however, that no exceptions to these Bylaws shall contravene the federal and California laws applicable to nonprofit public benefit corporations.

Article XVI – Records and Inspection Rights

SECTION 1 – The Organization shall keep the following:

- (a) Adequate and correct books and records of account;

- (b) Minutes of the proceedings of its Members, Board, and standing committees; and
- (c) A record of each Member's name and email address or address, as applicable.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into tangible form.

SECTION 2 – Any director and, on written demand of the Organization, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees at any reasonable time for a purpose reasonably related to such person's interest as a director or Member, as applicable.

SECTION 3 – The Organization shall keep at its principal office the original or copy of the Articles of Incorporation and these Bylaws, as amended to date, that shall be open to inspection by the directors and Members at all reasonable times during normal office hours.