

**AMENDED AND RESTATED BYLAWS OF**  
**WOODLAND SOCCER CLUB**

**ARTICLE I. NAME, PRINCIPAL OFFICE, AND AFFILIATION**

- 1.01. The name of the organization shall be Woodland Soccer Club ("Club").
- 1.02. The principal office shall be such location as the Board of Directors may from time-to-time designate by resolution.
- 1.03. This Club may affiliate with any regional, or national, youth soccer organization as the Board of Directors may from time-to-time determine by resolution to promote the interests and purpose of the Club.

**ARTICLE II. PURPOSE AND TERRITORY**

- 2.01. This Club is a nonprofit organization and is not organized for the private gain of any person.
- 2.02. The purpose of this organization shall be to provide an educational program to develop, teach, promote, and administer soccer among youth (boys and girls) under nineteen years of age as a tax exempt nonprofit organization. Youth playing soccer is the most important goal of this Club. Fulfillment of these goals is brought about by setting an atmosphere in which sportsmanship, learning, and playing soccer are held foremost.
- 2.03. The territory of this organization shall be open boundaries, except as may otherwise be determined by resolution of the Board of Directors.

**ARTICLE III. MEMBERSHIP**

- 3.01. Membership in the Club shall consist of regular members and associate members.
- 3.02. Regular Membership shall entitle the holder of such membership to one (1) vote at all general membership meetings, and the Annual General Meeting ("AGM"), except that registered players are not entitled to a vote. Regular Members shall be as follows:
- a. Each Director comprising the Board of Directors;
  - b. Committee appointees;
  - c. Team staff (Coach, Assistance Coach, and Team Manager);
  - d. Parents or legal guardians of children registered as a player with the Club; and
  - e. Registered players with Woodland Soccer Club (not entitled to a vote).
- 3.03. Associate Members may be admitted by resolution of the Board of Directors. Associate Members are not entitled to a vote on any business or at any meeting of the Club, whether it be a meeting of the Board of Directors, a committee meeting, or any meeting at which Club business is being carried out.
- 3.04 All members, Regular Members and Associate Members, shall abide by the Constitution and By-laws of the Club, and all applicable rules and regulations of the leagues and associations with which this Club is affiliated.

3.05. The registration fee for all players shall be determined annually by the Board of Directors.

3.06. Any member, regular or otherwise, may terminate membership at any time upon delivery to the Secretary of the Club a written resignation, signed by the resigning member, which shall be effective immediately.

3.07. Any parental/guardian membership will be considered terminated if, at any time, they cease to have a registered participant involved, or their registered participant(s) is voluntarily or involuntarily removed from the Club.

3.08. The Board of Directors, at its discretion, may terminate any membership with or without cause with a 2/3 vote of a quorum of the Board of Directors. The Board of Directors shall present notice of termination in writing to said member within seventy-two (72) hours of the vote terminating the membership.

#### **ARTICLE IV. BOARD OF DIRECTORS**

4.01. The governing authority of this Club, whose powers shall be designated in these By-laws, shall be vested in a Board of Directors. Notwithstanding responsibilities of Directors described in Paragraphs 4.04 through 4.15 of this Article, no Director may act in any manner that is in any way contrary to a vote of the Board of Directors. The Board shall be solely responsible and may not delegate any of the following:

- a. The Board shall fill any vacant Board positions;
- b. Approve team managers/coaches;
- c. Establish rules and regulations of the Club consistent with the Constitution and these Bylaws;
- d. Enforce and interpret the Constitution, By-laws, and Rules and Regulations;
- e. Sanction all Club soccer games, jamborees and tournaments;
- f. Make temporary for specific cases or occasions, not provided for in the Constitution, By-laws, or Rules and Regulations, but which are deemed necessary to carry out the objectives and purpose of this Club;
- g. Establish a system of refereeing during the playing season; and
- h. Termination of Club memberships.

4.02. If any Board member misses three (3) meetings per calendar year without notification, they will be replaced. He/she shall be notified in writing after missing their second consecutive meeting that this action shall be taken.

4.03. The number of Directors of the Board of Directors shall be twelve (12). Board of Directors shall be compromised of the following:

- a. President- Club Manager
- b. First Vice President - Associate Manager
- c. Second Vice President - Assistant Manager
- d. Third Vice President - Assistant Manager
- e. Registrar



- f. Treasurer
- g. Secretary
- h. Competitive Coordinator
- i. Recreation Coordinator
- j. Director of Coaching
- k. Practice Fields Coordinator
- l. Head Referee

4.04. The President - Club Manager shall conduct all meetings of the Board. The President shall be responsible for representing the Club at all appropriate League, Association, or Community meetings. The Club Manager shall be responsible for obtaining city, county, or school district field permits and any other required permits. The Club Manager will prepare the annual budget by January 1<sup>st</sup> of each year.

4.05. The First Vice President - Club Associate Manager shall succeed to the powers of Manager in his/her absence. The Associate Manager shall assume any duties assigned by the Manager. The Associate Manager shall act as club liaison with the City of Woodland Parks and Recreation Department aside from permit acquisition as defined under duties of the Manager. The Associate Manager shall represent the Woodland Soccer Club at monthly City of Woodland Parks and Recreation meetings.

4.06. The Second Vice President - Club Assistant Manager shall succeed to the powers of Associate Manager in his/her absence. The Assistant Manager shall assume any duties assigned by the Manager.

4.07. The Third Vice President - Club Assistant Manager shall succeed to the powers of Associate Manager in his/her absence. The Assistant Manager shall assume any duties assigned by the Manager.

4.08. The Secretary shall keep an accurate record of all meetings, handle all correspondence, give notice of meetings, prepare the monthly meeting agenda with direction from the President, and maintain the files of the club.

4.09. The Treasurer shall be responsible for maintaining the Club's financial records, maintain adequate and correct accounts of the business transactions of the Club, and shall promptly deposit all moneys and other valuables in the name of and to the credit of the Club. The Treasurer shall report the financial status of the Club to the Board of Directors at each regularly scheduled meeting in writing. The Treasurer shall be responsible for maintaining records of both the Club account and the accounting of individual teams. The Treasurer shall report to the Club on a monthly basis the financial condition of the club. The Treasurer shall prepare an annual financial report for the AGM.

4.10. The Registrar shall be responsible for insuring the proper registration of all players and teams according to the requirements as set forth by the Club and its affiliates.

4.11. The Competitive Coordinator shall be responsible for representing the Club at the comp level, assist in try-outs, placing players on teams, forming new teams subject to approval by the Board of Directors, and provide game results to the appropriate league or affiliate.

4.12. The Recreation Coordinator shall be responsible for placing recreational players on existing teams, and forming new recreational teams subject to approval by the Board of Directors, and providing recreational team game results to the appropriate league.

4.13. The Director of Coaching shall be responsible for coaching, and staffing. The Director of Coaching shall be responsible for the training of coaches at either the club level or through any league or affiliate. The Director of Coaching will be the Club's liaison to the league, affiliate, or governing body for all seeding procedures.

4.14. Practice Fields Coordinator is responsible for producing the Spring & Fall practice schedules for all of the teams at Woodland Soccer Club.

4.15. The Head Referee shall be responsible for providing and scheduling referees for all Club home games. The Head Referee shall provide referee training either on a club level or through the league. The Head Referee shall promote the best possible quality of refereeing. The Head Referee or his/her appointee will be the Club's SYSL PAD Committee Representative.

4.16. Except for the Head Referee, no member of the Board of Directors shall receive any monetary compensation for their services as Director. The Head Referee may receive compensation for services, but the Head Referee is not allowed to vote on its own compensation. Directors may be reimbursed for authorized expenditures of legitimate Club expenses only upon providing verification of payment of such expense. Reimbursement of any member of the Club, including a Director, of an expense over two-hundred and fifty U.S. dollars (\$250.00) shall require approval of the Board of Directors.

4.17. The Club membership, at the AGM, shall elect by majority vote, Board of Director positions as follows: President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Registrar, Competitive Coordinator, Recreation Coordinator, Director of Coaching, Practice Fields Coordinator, and Head Referee.

4.18. The term of office shall be two (2) years, beginning on January 1st, following the AGM in which elected. The President, Secretary, Third Vice President, Competition Coordinator, Director of Coaching, and Practice Fields Coordinator shall be elected at AGM meetings in odd numbered years and the First Vice-President, Second Vice-President, Registrar, Treasurer, Recreation Coordinator, and Head Referee shall be elected at AGM meetings in even numbered years. Should a vacancy occur on the Board of Directors during the year, the Board of Directors shall elect a replacement to complete the term of office.

4.19. The personal liability of Directors and members of this Club for negligent acts or omissions in carrying out Club activities shall be eliminated to the fullest extent permitted by law. The Board of Directors may, to the extent permitted by law, indemnify Directors or members for liability, but Directors and members have no right to be indemnified by the Club.

#### **ARTICLE V. MEETINGS**

5.01. Annual, regular and special meetings of the Board may be held at any place within the State of California that has been designated by resolution of the Board or in the notice of the



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meeting. Any meeting, annual, regular, or special, may be held by conference telephone, electronic video screen communication, or electronic transmission.

5.02. Participation in a meeting through use of conference telephone constitutes presence in person at the meeting as long as all Directors participating in the meeting are able to hear one another.

5.03. Participation in a meeting through use of video screen communication or other communication equipment, other than conference telephone, constitutes presence in person at the meeting if all of the following apply:

a. Each Director participating in the meeting can communicate concurrently with all other Directors;

b. Each Director is provided 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 Club; and

c. The Board has adopted and implemented a means of verifying both of the following:

i. A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.

ii. All actions or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

5.04. The Board shall hold an annual meeting of members for the purpose of organization, election of Directors, and the transaction of other business. This meeting shall be referred to as the Annual General Meeting ("AGM"). The AGM shall be held on the second Wednesday in December, or at such other time as the Board may determine. Notice of this meeting shall be sent to members (not including registered players) thirty (30) days in advance of the meeting.

5.05. Regular meetings will be set by the Board of Directors at each annual meeting. The date, time and place of each regular meeting shall be made known at the annual meeting. Additional notice of regular meetings shall not be required unless the date, time, or place is changed. Ordinarily, regular meetings shall be conducted at least quarterly.

5.06. Special meetings of the Board for any purpose may be called at any reasonable time, subject to the notice requirement set forth in these By-laws, by the President, or any two Directors.

5.07. Robert's Rules of Order, Revised, shall govern the proceedings of all meetings, except where they conflict with these By-laws.

5.08. Notice of the date, time and place of regular and special meetings of the Board shall be given to each Director or Regular member (except registered players) by: (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other technology designed to record and communicate messages, either

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directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; (iv) facsimile when directed to the facsimile number for that recipient on record with the Club; (v) electronic mail when directed to the electronic mail address for that recipient on record with the Club; (vi) posting on an electronic message board or network which the Club has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (vii) other electronic means.

5.09. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic means shall be delivered, telephoned, or sent at least forty-eight (48) hours before the time set for the meeting.

5.10. The notice shall state the date, time, place, and, if it is a special meeting, a description of the general purpose of the meeting.

5.11. A majority of the actual number of Directors then in office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the these By-laws.

5.12. The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. 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. The requirement of notice of a meeting shall also be deemed to have been waived by any Director who attends the meeting without protesting before or at its commencement about the lack of notice.

5.13. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Club is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than twenty-four (24) hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Except as herein above provided, notice of adjournment need not be given.

5.14. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, "all members of the Board" shall not include any "interested director."



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5.15. "Consent in writing" includes consent given through electronic transmissions from and to the Club by a means that creates a record that can be retained, retrieved and reviewed, and that may later be transferred into a tangible and legible form. A written consent solicited by the Club may be delivered to a Director by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Director on record with the Club, (2) posting on an electronic message board or network which the Club has designated for those communications, together with a separate notice to the recipient of the posting, or (3) other means of electronic communication; providing that such Director has provided an unrevoked consent to the use of those means of transmission for communication by written consent. A written consent returned by a Director to the Club may be delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Club has provided from time to time to Directors for sending communications to the Club, (2) posting on an electronic message board or network which the Club has designated for those communications, and which transmission shall be deemed validly delivered upon the posting, or (3) other means of electronic communication; providing that the Club has adopted reasonable measures to verify that the sender is the Director purporting to send the transmission.

#### **ARTICLE VI. COMMITTEES**

6.01. The Board of Directors shall have the authority to establish committees for any purpose it deems appropriate to support the purpose and activities of the Club.

6.02. Each committee shall report to the Club as directed by the Board of Directors, or as directed by the President of the Club. Direction by a majority of the Board of Directors shall take precedence over direction by the President.

#### **ARTICLE VII. PLAYER REGISTRATION**

7.01. All player fees are due and payable upon registration.

7.02. All registered players must have a uniform approved by the Board of Directors.

7.03. All players must be able to provide acceptable proof of age.

7.04. The Board of Directors will establish registration requirements, consistent with those of its affiliates, if any.

#### **ARTICLE VIII. EXECUTION OF INSTRUMENTS**

8.01. Board of Directors may, in its discretion, determine the method and by resolution designate the signatory Director or Directors, or other persons or persons, to execute any Club instrument or document, or to sign on behalf of the Club, except as otherwise provided by law, and that execution or signature shall be binding on the Club. Absent designation by the Board of Directors, the President may execute any Club instrument, or sign on the Clubs behalf, to carry out Board approved activities.

8.02. Any check made in an amount exceeding one-thousand dollars (\$1,000.00) shall require the signature of two (2) Directors. The Treasurer, President, or First Vice President must be at least one of the signatories to any such check.

#### **ARTICLE IX. RECORDS AND REPORTS**

9.01. The Club shall keep: (a) adequate and correct books and records of accounts; and (b) written minutes of the proceedings of the Board and Board committees.

9.02. Every Director shall have the absolute right at any reasonable time to inspect the Club's books, records, minutes, and documents of every kind. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy documents.

9.03. Every Regular Member shall have the right on written demand to inspect within 30 days the books and records, and minutes. The right of inspection includes the right to copy documents. A Regular Member may only exercise his/her right of inspection once in a calendar year.

9.04. The Club shall make available for public inspection its annual return of an exempt organization (IRS Form 990), its application for tax-exempt status (IRS Form 1023) and supporting papers, its determination letter from the Internal Revenue Service acknowledging exempt status, its audited financial statements, if any, and shall otherwise comply with the law regarding inspection and copying of such documents. The audited financial statements, if any, shall also be made available for inspection by the California Attorney General.

#### **ARTICLE X. AMENDMENT OF BYLAWS**

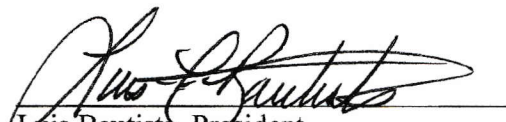
10.01. Any amendment to the Constitution, By-laws, or Rules and Regulations shall be deemed adopted by an affirmative vote of two-thirds (2/3) of the votes of the Board of Directors at a meeting held in accord with these By-laws.

I certify that:

1. I am the President of Woodland Soccer Club

2. The attached By-laws are the Amended and Restated By-laws of Woodland Soccer Club approved by the Board of Directors on June 10, 2020 [date].

Dated: 6/15/20

  
Luis Bautista, President



**WOODLAND SOCCER CLUB**  
**FIRST AMENDED CONSTITUTION**

**ARTICLE I. NAME**

1.01. This organization shall be known as the Woodland Soccer Club (Club).

**ARTICLE II. PURPOSE**

2.01. The purpose of this organization shall be to provide an educational program to develop, teach, promote, and administer soccer among youth (boys and girls) under nineteen years of age as a tax exempt non-profit organization to comply with rules and guidelines of the Internal Revenue Service 501 (C)(3).

2.02. Youth playing soccer is the most important goal of this Club. Fulfillment of these goals is brought about by setting an atmosphere in which sportsmanship, learning, and playing soccer are held foremost.

**ARTICLE III. AUTHORITIES**

3.01. This Club shall be governed by its Constitution, By-laws, and Rules and Regulations, except where superseded by the governing body of an affiliate, if any.

3.02. The governing authority of this Club, whose powers shall be designated in the By-laws, shall be vested in a Board of Directors.

3.03. The Board of Directors shall be comprised of the following:

1. President - Club Manager
2. First Vice President - Associate Manager
3. Second Vice President - Assistant Manager
4. Third Vice President- Assistant Manager
5. Registrar
6. Treasurer
7. Secretary
8. Competitive Coordinator
9. Recreation Coordinator
10. Director of Coaching
11. Practice Fields Coordinator
12. Head Referee

**ARTICLE IV. MEMBERSHIP**

4.01. Regular Membership shall entitle the holder of such membership to one (1) vote at all general membership meetings, and the Annual General Meeting ("AGM"), except that registered players are entitled to vote. Regular Members shall be as follows:

1. Each Director comprising the Board of Directors;
2. Committee appointees;

3. Team staff (Coach, Assistance Coach, and Team Manager);
4. Parents or guardians of children registered as a player with the Club; and
5. Children registered as a player with Woodland Soccer Club (not entitled to vote).

#### **ARTICLE V. DISSOLUTION**

5.01. Should the Club dissolve, all assets remaining after payment of all debts shall be turned over to a tax exempt organization as defined by the Internal Revenue Service; either a local soccer program, or non-profit benefiting kids under the age of 18 as determined by the Board of Directors, for the express purpose of the development of youth soccer.

IN WITNESS WHEREOF, the undersigned has executed this First Amended Constitution approved on

June 10, 2020 by the Board of Directors.

Date: 6/15/20

  
Luis Bautista, President