

CARLSBAD UNITED F.C. BYLAWS

Amended and Restated November 11, 2014

ARTICLE I - NAME

SECTION 1.01 Name of Organization

The name of the organization shall be the “Carlsbad United FC” and shall include all former affiliations of the Lightning Soccer Club such as the Leucadia Soccer Club, the Leucadia-La Costa Soccer Club and Carlsbad Wave Futbol Club. The Carlsbad United FC may be referred to in these By-Laws as the “Club.”

ARTICLE II – PURPOSE

SECTION 2.01 Purpose of the Organization

The purpose of the Club shall be to provide non-profit, public educational soccer competition for youth under nineteen years of age. In furtherance of such purpose, the Club shall promote soccer activities including but not limited to the development of players, coaches and referees at all levels of play. The Club, wherever practicable, shall provide an opportunity to play soccer for all interested players under nineteen years of age.

ARTICLE III – AFFILIATION

SECTION 3.01 Affiliation

The Club shall be an affiliated branch of, and comply with the authority of, California Youth Soccer – South (“CYSA”), and, as applicable, the authority of the United States Soccer Federation (“USSF”) and the United States Youth Soccer Association (“USYSA”).

SECTION 3.02 Gaming Leagues

The Club may, from time to time, affiliate with one or more gaming leagues or organizations. In any such circumstances the Club shall, except as provided below, adhere to the rules and regulations of such league or organization to the extent that such rules and regulations apply to the Club’s participation in such league or organization. Notwithstanding the foregoing, if the rules or regulations of any such league or organization conflict with the rules and regulations of CYSA and USYSA as applied to the Club, the rules of CYSA and/or USYSA, as applicable, shall prevail.

SECTION 3.03 Reservation of Powers

All powers not expressly reserved by or delegated to CYSA, USYSA or any gaming league or association with which the Club is affiliated are reserved to the Club.

ARTICLE IV – MEMBERSHIP

SECTION 3.01 Members

The Club will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

There shall be two (2) classes of members of the Club. The first class of members shall be known as voting members and the second class of members shall be known as associate members and shall have no vote.

SECTION 3.02 Qualification of Voting Members

The voting members of the Club shall be the parents or guardians of all persons who are registered with the Club as players. Only those voting members, in good standing, shall be entitled to voting privileges.

Notwithstanding the preceding paragraph, four (4) votes shall be allocated to the Club’s professional coaches and trainers to cast as they deem appropriate in all matters on which the voting members of the Club may vote.

SECTION 3.03 Qualification of Associate Members

Any person who is not a voting member of the Club but who actively participates in the activities of the Club, including but not limited to players, coaches, managers and trainers shall be an associate member of the Club.

SECTION 3.04 Voting Rights of Members

Each voting member of the Club shall be entitled to vote for the elected officers of the Club and amendments to these By-Laws. Each voting member shall be entitled to one (1) vote on each elected office or amendment to the By-Laws presented to the voting members. Associate members shall not be entitled to vote. No proxy votes shall be accepted.

SECTION 3.05 Removal of Member

Should the Board of Directors find the conduct of any member (whether player, parent, coach, assistant coach, team manager, official or officer) detrimental to the best interests of the Club, or to the purpose for which the Club has been formed, or to the interest of soccer, the Board of Directors may take such action as the Board of Directors may deem reasonable, applicable and appropriate, including but not limited to, suspension from or removal from the

Club. Such action shall require the affirmative vote of a majority of all of the members of the Board of Directors holding such positions at the time of such vote.

ARTICLE V – BOARD OF DIRECTORS

SECTION 4.01 Powers

Subject to the limitations of the Articles of Incorporation of the Club and the applicable laws of the State of California, all corporate powers shall be exercised, or under the authority of, and the business and the affairs of this Club shall be governed and controlled by the Board of Directors. The Board of Directors shall, among other responsibilities consistent with this Section 4.01, be responsible for establishing and overseeing and directing the implementation of Club policies, rules and regulations and to oversee and approve the collection and disbursement of funds of the Club.

SECTION 4.02 Club Officers; Elected Members of the Board of Directors (Changed)

There shall be seven (7) elected members of the Board of Directors of the Club who shall be the elected officers of the Club. The elected officers of the Club are:

1. Current-President;
2. Vice President, Operations
3. Vice President, Administration;
4. Vice President, Finance;
5. Vice President Registration
6. Vice President, Recreational Soccer; and
7. Vice President, Competitive Soccer.

Only Voting Members or Associate Members of the Club in good standing are eligible to serve as Club officers. No person employed by or contracting with the Club and compensated by the Club for services rendered to the Club pursuant to such employment or contract shall be eligible to be elected as an officer of the Club during the term of such employment or such contract.

SECTION 4.03 Election and Tenure of Office of Club Officers

The term of office of the Club officers shall be two (2) years from February 1st to January 31st of the appropriate years. The terms of the Club officers shall be alternating, with the Vice President Registration, Vice President Finance and Vice President Recreational Soccer being elected in one year and the President, Vice President Operations, Vice President Administration and Vice President Competitive Soccer being elected in the alternate years.

SECTION 4.04 Vacancies in Office of Club Officers

Vacancies in the office of a Club officer may be filled by appointment by the President subject to approval and confirmation by a majority of all other Club officers or by election at a special meeting of the Club called for such purpose.

A vacancy shall be deemed to exist in the case of death, resignation, removal or disqualification of any Club officer.

If the Board of Directors accepts the resignation of a Club officer tendered to take effect at a future time, a successor may be appointed or elected to take office when such resignation becomes effective.

SECTION 4.05 Appointed Members of the Board of Directors

The President shall appoint a chairperson of such committees as are deemed necessary to carry out the purposes of the Club. The appointment of any chairperson shall be subject to the approval and confirmation of a majority of all of the remaining Club officers. All such chairpersons shall have such authority and perform such duties as the Board of Directors may from time to time determine. All such chairpersons shall be appointed members of the Board of Directors. The term of each chairperson shall commence on the date of the approval and confirmation of the appointment of such chairperson by such Club officers and shall expire on the following January 31st.

Voting and associate members of the Club in good standing shall be eligible to be appointed as a committee chairperson; provided, however, no person employed by or contracting with the Club and compensated by the Club for services rendered to the Club pursuant to such employment or contract shall be eligible to be appointed as a committee chairperson during the term of such employment or such contract.

SECTION 4.06 Voting Rights of Members of the Board of Directors

Each member of the Board of Directors shall be entitled to one (1) vote. No member shall be entitled to cast more than one vote on any question if there be persons in more than one position on the Board of Directors. No proxy votes shall be permitted.

SECTION 4.07 Removal of Member of the Board of Directors

The entire Board of Directors, or any individual member including Club officers, may be removed from office as provided in Corporations Code Section 7210 to 7240.

Any appointed Director may be removed, either with or without cause, by the affirmative vote of two-thirds of the Directors at that time in office, at any regular or special meeting of the Board.

ARTICLE VI – MEETINGS OF THE CLUB

SECTION 5.01 Annual Meeting of the Club

The annual meeting of the members of the Club shall be held in December of each year. The Board of Directors will determine the date of the annual meeting; provided, however, such meeting shall be held not later than December 15th. Notice of the date, time and place of the annual meeting shall be given to the membership of the Club by mail at least thirty (30) days prior to such date. The regularly scheduled election of Club officers shall be held at the annual meeting. Proposed amendments to these by-laws may also be considered at such annual meeting. The Board of Directors shall report on the state of the Club at the annual meeting.

SECTION 5.02 Special Meeting of the Club

A special meeting of the members of the Club may be called for any purpose at any time by a majority of the Board of Directors of the Club. Notice of the time and place of any such special meeting shall be given in the same manner as the notice of the annual meeting of the members of the Club.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

SECTION 6.01 Regular Meetings

Regular meetings of the Board of Directors shall be held monthly. Written notice of the time and place of each regular meeting, together with the agenda for such meeting, shall be delivered personally to each Director, sent to each Director by letter, postage prepaid, addressed to such Director at his or her address as shown on the records of the Club, delivered by facsimile to the Directors to the facsimile number as shown on the records of the Club, delivered by e-mail to the Directors to the e-mail address as shown on the records of the Club. In case such notice is mailed, such notice shall be deposited in the United States mail at a post office located in the City of Carlsbad or the City of Encinitas at least seven (7) days prior to the time of holding the meeting. In case such notice is delivered personally, by facsimile or by e-mail, it shall be so delivered at least seventy-two hours prior to the time of the holding of the meeting.

SECTION 6.02 Special Meetings

Special meetings may be called by the President or by two (2) other elected Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors, delivered by facsimile to the Directors to the facsimile number as shown on the records of the Club, delivered by e-mail to the Directors to the e-mail address as shown on the records of the Club, or sent to each Director by mail, postage prepaid, addressed to such Director as his or her address as shown on the records of the Club. In case such notice is mailed, such notice shall be deposited in the United States mail at a post office located in the City of Carlsbad or the City of Encinitas at least seventy-two (72) hours prior to the time of holding the meeting. In case such notice is delivered personally, by facsimile or by e-mail, it shall be so delivered at least twenty-four hours prior to the time of the holding of the meeting.

SECTION 6.03 Waiver of Notice

When all of the Directors are present at any meeting of the Board of Directors, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the Directors are present, and if all of those Directors not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, such waiver shall be filed with the Vice President, Administration of the Club and shall be maintained with the regular minutes of the Board of Directors. The transactions undertaken by the Directors attending any such meeting shall be as valid as if undertaken at a meeting regularly called and noticed pursuant to these By-Laws.

SECTION 6.04 Directors Acting Without a Meeting by Unanimous Written Consent

Any action required or permitted to be take by the Board of Directors may be taken without a meeting, and with the same legal force and effect as a unanimous vote of the Directors taken at a meeting regularly called and noticed pursuant to these By-Laws, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent shall be signed and filed with the Vice President, Administration of the Club and maintained with the regular minutes of the Board. Any certificate or document relating to any action so taken by such written consent shall state thereon that it was taken by the unanimous written consent of the Board of Directors without a meeting thereof and that the By-Laws of the Club authorized the Board of Directors to so act.

SECTION 6.05 Notice of Adjourned Meeting

Written notice of the time and place of holding an adjourned meeting shall be given to absent Directors if the time and place of such adjourned meeting is fixed at the meeting being adjourned. Such notice shall be given as provided for special meetings in Section 6.02.

SECTION 6.06 Quorum

A majority of the elected members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The action of a majority of the Directors present at any member where there is a quorum, when duly assembled, is valid as a corporate act of the Club. Notwithstanding the foregoing, a minority of the Directors, in the absence of a quorum, may adjourn a meeting from time to time, but may not transact any business.

SECTION 6.07 Order of Business

The order of which business shall normally be conducted during each regular meeting of the Board of Directors shall be as follows:

- A. Call to order;
- B. Introduction of visitors;
- C. Review and approval of minutes of previous meeting(s);
- D. Agenda
 - 1. Review of agenda;
 - 2. Establish agenda priorities; and
 - 3. Adjust agenda chronology;
- E. Conduct of business pursuant to adjusted agenda; and
- F. Adjournment

The Vice President, Administration shall be responsible for preparing or causing the preparation of the agenda for each meeting of the Board of Directors. A Director or member of the Club who desires a matter to be placed on the agenda of a regular meeting of the Board of Directors must notify the Vice President, Administration of such matter at least ten (10) days prior to the date of such regular meeting.

Except as provided below, the Board of Directors shall not consider, deliberate upon or act upon any matter at any meeting of the Board of Directors which is not on the agenda for such meeting included as a part of the notice of such meeting. Notwithstanding the foregoing, a matter not included in the agenda may be added to the agenda at such meeting upon the approval of two-thirds of the Directors attending such meeting.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

SECTION 7.01 Nominations

The Board of Directors shall appoint a nominations committee each year not later than October 15th. The purpose of the nominations committee shall be to secure and compile a list of qualified candidates for the Club offices scheduled for election in that year. The nominations committee shall consist of at least three members of the Board of Directors of which at least one member shall be an officer of the Club other than an officer whose office is scheduled for election that year.

The nominations committee shall notify the Vice President Administration of the Club of the names of the nominees not later than November 1st of each year. The Vice President, Administration shall insure that the list of such nominees is included in the notice of the annual meeting.

SECTION 7.02 Voting

Only those voting members of the Club entitled to vote pursuant to the provisions of Section 3.02 shall be entitled to vote for the election of any Club officer. Each such voting member shall be entitled to only one (1) vote. No proxy voting shall be permitted.

The election of Club officers shall be by secret ballot. There shall be no proxy votes. The votes cast at any election of Club officers shall be canvassed and tallied by the nominating committee and the results of the election shall be announced by the chairperson of the nominating committee. Simple majority of the votes cast for such office shall elect each officer of the Club.

ARTICLE IX – OFFICERS OF THE CLUB

SECTION 8.01 Responsibilities of the Officers of the Club

A. President

The President shall:

- (1) be the chief executive officer of the Club;
- (2) subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Club;
- (3) preside at all meetings of the members of the Club and at all meetings of the Board of Directors;
- (4) be an ex-officio member of all committees of the Club;
- (5) appoint special ad hoc committees as necessary subject to confirmation by the Board of Directors; and
- (6) promote the best interests of the Club and its members.

B. Vice President, Operations

The Vice President, Operations shall:

- (1) in the absence or disability of the President, perform the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions upon, the President; and
- (2) have such powers and perform such other duties as, from time to time, may be prescribed for the Vice President by the Board of Directors or by the By-Laws.

C. Vice President, Administration

The Vice President, Administration shall:

- (1) keep or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order of all meetings of the Board of the Directors and members of the Club, with the time and place of holding, whether regular or special and if special, how authorized, and notice thereof given, the name of those present at the Board of Directors' meeting, and proceedings thereof;
- (2) give or cause to be given, notice of all meetings of the members of the Club, and the Board of Directors, required by the By-Laws or by law to be given;
- (3) prepare or cause to be prepared the agenda for all meetings of the Board of Directors or the Club;

- (4) prepare or cause to be prepared such communications on behalf of the Club as the Board of Directors may direct; and
- (5) have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

D. Vice President, Finance

The Vice President, Finance shall:

- (1) be responsible for all monies of the Club, reporting receipts and expenditures, and for payment and receipt of Club funds in a manner as authorized by the Board of Directors;
- (2) co-sign for all disbursements made in the name of the Club unless unable and delegated to the President and Vice President, Operations;
- (3) deposit or cause the deposit of all monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board of Directors;
- (4) present a monthly financial statement of the Club at the regular meetings of the Board of Directors or when otherwise requested by the Board of Directors and present an annual financial statement of the Club at the annual meeting of the members of the Club;
- (5) be responsible for preparation, review and continuous monitoring of the Club budget; and
- (6) have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

E. Vice President, Registration

The Vice President, Registration shall:

- (1) be responsible for player registration prior to each season of Club play;
- (2) be responsible for determining and maintaining eligibility of all players, coaches and administrators;
- (3) be responsible for maintaining a roster of all players, trainers, coaches, managers and administrators of the Club;
- (4) be responsible for preparing or causing the preparation and submission of all team, player, trainer, coach, manager and administrator forms, applications and rosters to appropriate gaming leagues, organizations and associations;
- (5) Submit a report on the status of registration fees collected and owed to the Club;
- (6) be responsible for the scholarship program in the Club;
- (7) be responsible for the risk management program in the Club; and
- (8) have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

F. Vice President, Recreational Soccer

The Vice President, Recreational Soccer shall:

- (1) oversee and coordinate the operations and activities of the Club's recreational soccer program;

- (2) oversee the activities of any professional coaches or trainers retained by the Club and providing services to the recreational soccer program;
- (3) represent the Club at meetings of gaming leagues in which recreational teams of the Club participate;
- (4) coordinate the Club's overall soccer operations with the Vice President, Competitive Soccer;
- (5) oversee training and educational activities for recreation players and coaches;
- (6) preside at all meetings of the recreational cadre; and
- (7) have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

F. Vice President, Competitive Soccer

The Vice President, Competitive Soccer shall:

- (1) oversee and coordinate the operations and activities of the Club's competitive soccer program;
- (2) oversee the activities of any professional coaches or trainers retained by the Club and providing services to the Club's competitive soccer program;
- (3) represent the Club at meetings of gaming leagues in which competitive teams of the Club participate;
- (4) oversee and coordinate tryouts for the Club's competitive soccer teams;
- (5) coordinate the Club's overall soccer operations with the Vice President, Recreational Soccer; and
- (6) oversee training and educational activities for competitive players, trainers and coaches;
- (7) preside at meetings of the competitive cadre; and
- (8) have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE X – RECORDS AND REPORTS

Section 9.01 Records

The Club shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 9.02 Inspection of Books and Records

All books and records provided for in Corporations Code Section 8320 shall be open to inspection by the Directors and the members of the Club, from time to time and in the manner provided in Corporations Code Sections 8330-8338.

Section 9.03

The original or a copy of these By-Laws, amended or otherwise altered to date, certified by the Vice President, Administration, shall be open to inspection by members of the Club, as provided in Corporations Code Section 7210.

Section 9.04 Checks, Drafts, Notes and Indebtedness

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Club, shall be signed or endorsed by such persons and in such manner as shall be determined from time to time by resolution of the Board of Directors; provided, however, the Vice President, Finance shall cosign all such instruments requiring execution for and on behalf of the Club unless unable and delegated to the President and Vice President, Operations.

Section 9.05 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute an instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific measures. Unless so authorized by the Board of Directors, no officer, agent or employee 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 to any purpose or to any amount.

A draft of any proposed contract shall be submitted to the Board of Directors for review at the regularly scheduled meeting of the Board of Directors preceding the regularly scheduled meeting at which the Board of Directors considers the contract for approval. Notwithstanding the foregoing, such review period may be waived upon a determination approved by the vote of three-quarters of all members of the Board of Directors present at the meeting where such contract is presented that the immediate consideration of the approval of such contract is necessary to ensure the efficient ongoing operations of the Club.

ARTICLE XI- AMENDMENT TO BY-LAWS

Section 10.01 Amendment by Members

Any proposal to amend the By-Laws of the Club may be made by any voting member or the Board of Directors. Any proposal to amend the By-Laws shall be submitted in writing to the President and the Vice President, Administration of the Club not less than 45 days prior to the annual meeting or any special meeting of the membership. Notice of the proposed amendment shall be sent in writing to each voting member of the Club not less than 30 days in advance of the annual meeting or special meeting as applicable. No proposal to amend the By-Laws shall be accepted from the floor of the annual meeting or a special meeting of the membership. Any amendment to the By-Laws must be approved by two-thirds of those voting on the matter.

Section 10.02 Amendment by Board of Directors

Subject to the right of the voting members to amend these By-Laws, as provided in Section 10.01, the Board of Directors may amend these By-Laws other than those By-Laws establishing required written notice of meetings when ever two-thirds of the Directors shall deem it necessary and shall propose amendments to the By-Laws. Such amendments shall be valid for all intents and purposes when ratified by the affirmative vote of three-fourths of the Board of Directors. Any such proposal for amendment to the By-Laws shall be submitted in writing to the President and the Vice President, Administration of the Club not less than ninety (90) days prior

to any meeting of the Board of Directors at which the approval of such amendment is voted upon by the Board of Directors.

ARTICLE XII – PROTESTS, APPEALS AND DISCIPLINE

Section 11.01 Adoption of Protests, Appeals and Discipline Procedures

The Board of Directors shall adopt protest, appeals and disciplinary procedures consistent with the requirements of California Youth Soccer Association – South and the United States Youth Soccer Association, as applicable.

In the absence of such adopted procedures, any protest, appeal or disciplinary matter shall be undertaken pursuant to the applicable procedures established by California Youth Soccer Association – South.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the duly elected and acting Vice President, Administration of the Carlsbad United FC, a California nonprofit public benefit corporation, and that the above restated Bylaws, consisting of twelve (12) pages, are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors on November 11, 2014.

Executed on this, the ____ day of _____, 2014 at Carlsbad, California.

Vice President, Administration