

RESTATED
BYLAWS
OF
FUTBOL CLUB CLOVIS

ARTICLE I
OFFICES

Principal Office

1.01. The principal office of the Corporation for its transaction of business is located at 325 Clovis Avenue, Clovis, California 93612.

Change of Address

1.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in Clovis, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE II
MEMBERS

Classification of Members

2.01. The Corporation will have one class of members only, and each member has equal voting and other rights. No person may hold more than one membership in the Corporation.

Eligibility for Membership

2.02. Any CYSA registered adult assigned to the Corporation (in a non-parent capacity) for soccer related functions as a Coach, Assistant Coach, Trainer, Manager or duly elected Officer and/or Executive Board member and any parent or legal guardian of a registered child player assigned to the Corporation for soccer play is eligible to be a member of the Corporation. One or more parents (whether a natural parent, step-parent, or adoptive parent) or legal guardian of a child player assigned to the Corporation for soccer play shall aggregately constitute only one membership. Notwithstanding the foregoing, a CYSA registered adult assigned to the Corporation (in a non-parent capacity) for soccer related functions who is also a parent or legal guardian of a registered child player assigned to the Corporation for soccer play may choose to hold a membership in the Corporation either as a CYSA registered adult or as a parent or legal guardian, but not both. A parent or legal guardian with more than one registered child player assigned to the Corporation for soccer play may only hold one membership. Thus, if there exists a family of three registered child players assigned to the Corporation for soccer play and one parent of such children coaches a team assigned to the Corporation, then the parent-coach could

hold one membership and the other parent could hold a separate membership. In the alternative, the coach-parent could elect to forego the membership based on being a coach and be a part of the aggregate parent membership. However, if the parent-coach was the only parent in the family, then that parent must choose between a membership based on being a coach or a membership based on being a parent.

Qualification of Members

2.03. Any person eligible for membership under Section 2.02 of these Bylaws, is qualified for membership only after that person has satisfied the following qualifications: assigned to the Corporation through Clovis Junior Soccer League (CJSL) through processing of CYSA membership forms 1628 or 1601 (listed player parent or guardian) as applicable, for the current season year and/or current standing as an F.C. Clovis Executive Board member.

Admission to Membership

2.04. Any person eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws, will be admitted to membership only on the approval of the Board of Directors (or a Membership Committee duly authorized by the Board of Directors to admit members) of an application submitted by that person in the form and manner prescribed by the Board of Directors and on the payment of the application fee specified in Section 2.05 of these Bylaws and the first annual dues as specified in Section 2.06 of these Bylaws.

Application Fee

2.05. There is no fee for applying for membership in the Corporation.

Annual Dues

2.06. The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors, but in no event may the annual dues exceed the amount of \$400. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except if the member is, by contract or otherwise, liable for the dues.

Assessments

2.07. Memberships are non-assessable.

Number of Members

2.08. There is no limit on the number of members the Corporation may admit.

Transferability of Membership

2.09. Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book

2.10. The Corporation will keep a membership book containing the name, address, and basis for membership of each member in written form or any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

Inspection Rights of Members

2.11. (a) **Demand.** Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332 , and unless the Corporation provides a reasonable alternative as permitted by Section 2.11(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of ten (10) business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

(b) **Members Permitted to Exercise Rights of Inspection.** The rights of inspection set forth in Section 2.11(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to that member's interest as a member; and

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

(c) **Alternative Method of Achieving Purpose.** The Corporation, within ten (10) business days after receiving a demand pursuant to Section 2.11(a) of these Bylaws, may deliver

to the member or members making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(a) of these Bylaws.

Nonliability of Members

2.12. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

2.13. (a) **Causes** The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) When a membership is issued for a period of time, the expiration of that period;
- (3) The failure to meet the eligibility requirement to be a member;
- (4) The nonpayment of dues or fees, subject to the limitations set forth in Section 2.13(b) of these Bylaws; and
- (5) The termination of all memberships on the amendment of these Bylaws permitting the termination, pursuant to Corporations Code Section 5342 .

(b) **Nonpayment of Dues or Fees.** The membership of any member who fails to pay its dues or fees within twenty (20) days of the due date automatically terminates at the end of that twenty-day period, provided that the member was given (1) five days prior written notice of the termination stating the reasons for termination, and (2) a timely opportunity for the member to be heard on the matter of the termination. The notice will be given personally to the member or sent by first class mail to the last address of the member as shown on the records of the Corporation. The opportunity to be heard, at the election of the member, may be oral or in writing by the member and must occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at the principal office of the Corporation by a committee composed of the President, Secretary and Registrar of the Corporation. The hearing will be presided over by the President of the Corporation who will perform the following duties:

- (1) Read the charges against the subject member.
- (2) Require that the charges be verified by the testimony of the person or persons making them.

- (3) Hear any other witnesses against the subject member.
- (4) Allow the subject member to cross-examine each witness following the testimony of that witness.
- (5) Allow the subject member to make a statement on his or her own behalf;
- (6) Allow the subject member to call witnesses on his or her own behalf.
- (7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination not occur.

(c) **Effect of Termination.** Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE III MEETINGS OF MEMBERS

Place

3.01. Meetings of members will be held at the principal office of the Corporation or a location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Annual General Meeting

3.02. The members will meet on the Fourth Thursday in March in each year, beginning with the year 2010, at 7:00 P.M.) for the purpose of transacting any proper business as may come before the meeting (the “Annual General Meeting” or “AGM”), including the election of Directors for the terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors does not occur at the AGM or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board will (or 5 percent of the members may) cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the Annual General Meeting of the members. If the day fixed for the AGM falls on a legal holiday, the meeting will be held at the same hour and place on the next succeeding day.

Special Meetings

3.03. Special meetings of members will be called by the Board of Directors of the Corporation and held at the place (within the State of California) fixed in Section 3.01 of these Bylaws or at the times and places within the State of California that may be ordered by resolution of the Board of Directors. Five percent or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

3.04. Written notice of every meeting of members must be either personally delivered or mailed by first class United States mail, postage prepaid, not less than 10 (but not more than 90) days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation. The Secretary of the Corporation, or any agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the member or members calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the President of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

Notice of meetings may also be given by electronic transmission in accordance with Corp. Code §§ 20 and 5511(b).

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

3.05. The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents, and Approvals

3.06. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before, during, or after the meeting, each of the persons entitled to vote but not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records.

Quorum

3.07. A quorum at any meeting of members consists of at least one-third of the voting power, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership

3.10. (a) **One Vote Per Member.** Each member is entitled to one vote on each matter submitted to a vote of the members.

(b) **Voting of Membership Interest.** A member's vote shall be cast by the member as set forth on the Corporation's books or by a person designated by the parents of the registered child player(s) in a writing signed by such parents and presented to the Secretary of the Corporation at the meeting in which the vote is cast.

(c) **Record Date of Membership.** The record date for the purpose of determining the members entitled to notice of any meeting of members is ten (10) days before the date of the notice. The record date for the purpose of determining the members entitled to vote at any meeting of members is ten (10) days before the date of the notice of the meeting of members.

(d) **Cumulative Voting.** Cumulative voting is not authorized for the election of directors or for any other purpose.

(e) **Proxy Voting.** Every member entitled to vote for Directors or on any other matter shall have the right to do so either in person or by proxy one or more agents authorized by a written proxy signed by the member and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, type writing, electronic transmission or otherwise) by the member. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) it is revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or , as to any meeting, by attendance at such meeting and voting in person by the person execution the proxy, or (ii) written notice of the death or incapacity of the maker of that proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the California General Corporation Law.

Action Without Meeting by Written Ballot

3.11. (a) **Ballot Requirements.** Subject to the limitations specified in Section 3.11(b) of these Bylaws and any contained in the Articles, any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) **Limitations Pertaining to Election of Directors.** Directors shall be elected by written ballot only at a meeting of the members.

(c) **Solicitation of Ballots.** Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) **Voting by Written Ballot.** The form of written ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with

respect to any matter the vote must be cast in accordance with that choice. In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director.

(e) **Revocation of Ballot.** Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

Conduct of Meetings

3.12. (a) **Chairman.** The President of the Corporation or, in his or her absence, the Vice President, or in his or her absence any other person chosen by a majority of the voting members present will be Chairman of and preside over the meetings of the members.

(b) **Secretary of Meetings.** The Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.

(c) **Rules of Order.** The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters adopted by this Corporation.

(d) **Attendance by Non-Members.** Any individual who is either a player on a soccer team affiliated with Futbol Club Clovis or is a parent or legal guardian of such player may attend any meeting of the members of this Corporation. The presiding officer at any such meeting may, at such officer's discretion, choose to recognize any such attending individual for the purpose of allowing such person to address the members. However, such individual does not have any voting rights at such meeting, unless such person is a member or has a proxy to vote on behalf of a member. In addition, the presiding officer may request and enforce the removal of such individual non-member who proves to be disruptive to the meeting.

Inspectors of Election

3.13. (a) **Appointment.** Before any meeting of the members or any action by written ballot, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member, must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or more members, the majority of members represented in person must determine whether one or three inspectors are to be appointed.

(b) **Duties.** The inspectors of election must perform the following duties:

- (1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (2) Receive votes, ballots, or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

(c) **Vote of Inspectors.** If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

(d) **Report and Certificate.** On request of the Chairman or any member, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

ARTICLE IV DIRECTORS

Number

4.01. The Corporation will have nine (9) Directors. Collectively, the Directors will be known as the Board of Directors.

Qualifications

4.02. The Directors of the Corporation must be residents of the State of California.

Terms of Office

4.03. Each Director holds office until the next applicable AGM as prescribed by Section 3.02 of these Bylaws, and until the Director's successor is elected and qualified under Section 4.02 of these Bylaws. If a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, that Director will hold office until his or her removal and his or her successor is elected and qualified.

- (a) The elected Board shall be elected to staggered terms of office. The President, Registrar, Treasurer and Fields/Equipment Coordinator shall be elected in odd numbered years. The Vice President, Commissioner, Secretary, Coaching Director and Fundraising Coordinator shall be elected in the even numbered years

Directorships

4.04. Except for the At-Large directorships, Directors shall be elected to a specific directorship. The specific directorships are as follows:

- President
- Vice President
- Commissioner
- Registrar
- Secretary
- Treasurer
- Coaching Director
- Fields and Equipment Coordinator
- Fundraising Coordinator

Nominations

4.05. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated to any directorship by the method of nomination authorized by the Board or by any other method authorized by law. Nominations must be submitted at or before the last board meeting prior to the AGM. No nominations will be accepted after this date. Write-in ballots shall not be accepted at the A.G.M.

Election

4.06. (a) The Directors will be elected at Annual General Meeting of the members as prescribed by Section 3.02 of these Bylaws

(b) The candidate receiving the highest number of votes for a specific directorship shall be elected to that directorship. Directors are eligible for reelection, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws.

Compensation

4.07. The Directors serve without compensation, except that they shall be allowed and paid their

actual and necessary expenses incurred in attending the meetings of the Board or other out-of-pocket expenses incurred on behalf of the Corporation and approved by the Board prior to incurring the expense.

Meetings

4.08. (a) **Call of Meeting.** Meetings of the Board may be called by the President or the Vice-President or the Secretary or any two Directors.

(b) **Place of Meetings.** All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

(c) **Regular Meetings.** Regular meetings of the Board will be held monthly, without call or notice, at the principal office of the Corporation on the second Thursday of each month at 7:00 p.m., except that the monthly meeting in March shall immediately follow the Annual General Meeting of the members of the Corporation, as set forth in Section 3.02 of these Bylaws.

(d) **Special Meetings.** Special meetings of the Board may be called by the President or the Vice-President or the Secretary or any two Directors. Special meetings may be held on four (4) days notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

(e) **Quorum.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) **Voting Rights.** Only the 9 elected board of directors specified in section 4.04 have voting rights at regularly scheduled meetings. All other members and guests may address the Board of Directors at the President's sole discretion.

(g) **Transactions of Board.** Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was 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 that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

(h) **Conduct of Meetings.** The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

(i) **Adjournment.** A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

4.09. 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. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

Removal of Directors

4.10. (a) **Removal for Cause.** The Board, by majority vote of the unaffected Director, may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony;
- (3) The Director no longer meets the qualifications for being a Director as were in effect at the beginning of that Director's term; or
- (4) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.

(b) **Removal Without Cause.** Any or all of the Directors may be removed without cause if, where the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to Corporations Code Section 5033 ; or where the Corporation has more than 50 members, removal is approved by the members within the meaning of Section 5034 of the Corporations Code.

Resignation of Director

4.11. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board

4.12. (a) **Causes.** Vacancies on the Board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

(b) **Filling Vacancies by Directors.** Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.10 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.08(d) of these Bylaws; or (3) a sole remaining Director.

(c) **Filling Vacancies by Members.** Vacancies created by removal of Directors may only be filled by the approval of the members at a special meeting of the members convened for that purpose or at the next occurring AGM. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Specific Board Responsibilities

4.13. The Board of Directors shall be responsible for all of the following:

(a) Enforcing and interpreting the Articles and By-Laws, Rules and Regulations and provisions of the CJSL Coaches Kit.

(b) Approving membership applications.

(c) Approving or revoking coaching privileges.

(d) Approving any play outside the jurisdiction of CJSL for Futbol Club Clovis affiliated teams.

(e) Approving all tournament requests from Futbol Club Clovis affiliated teams.

(f) From time to time, making temporary rules or regulations for specific cases or occasions not provided for in the Articles, or By-Laws, or Rules and which are deemed necessary and desirable to meet the objectives of this Corporation.

(g) Attempting to maintain a minimum balance of \$2,000.00 in the Futbol Club Clovis general account at all times.

(h) Meeting as necessary to conduct business for the betterment of Futbol Club Clovis at the direction of the President.

(i) Handling all Club discipline for inappropriate behavior and or insolvency issues that may arise.

ARTICLE V OFFICERS

Number and Titles

5.01. The officers of the Corporation shall be a President, a Vice-President, a Commissioner, a Registrar, a Secretary, a Treasurer, a Coaching Director, Fundraising Coordinator, Fields/Equipment Coordinator, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments and/or carry out the purpose of the Corporation. No individual may hold more than one office which corresponds to a directorship.

Appointment and Resignation

5.02. Except as provided in Section 4.04 of these Bylaws, the officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. . Any officer who resigns who is also a Director shall also resign from the officer's respective directorship.

President

5.03. The President shall be responsible for all of the following:

(a) Calling for and presiding over all meetings of the Futbol Club Clovis Annual General Meeting and Board of Director meetings.

(b) Providing leadership, inspiration, and direction for Futbol Club Clovis during the term of office.

(c) Generally smooth operation of Futbol Club Clovis.

(d) Holding the remainder of the Board of Directors responsible for fulfilling their obligation to the office they hold, without unilateral authority to remove such persons from

office.

(e) Implementing the means to attain the goals adopted by the membership of Futbol Club Clovis.

(f) Appointing Standing Committee Chairpersons.

(g) Reporting on the activities of the office to the other Board Members as requested by the Board.

(h) Representing Futbol Club Clovis in the meetings of other organizations.

Vice-President

5.04. The Vice-President shall report directly to the President and shall be responsible for all of the following:

(a). In the absence of the President, presiding over any Futbol Club Clovis meeting.

(b) Reporting on the activities of the office to the other Board Members as requested by the Board.

Commissioner

5.05. The Commissioner shall be responsible for all of the following:

(a) Performing those duties necessary to put teams on the field, train, assist the coaches, and work with other members of the club to meet club goals.

(b) Insuring club compliance with the Futbol Club Clovis Articles and By-Laws, CJSL Constitution and the intent of Futbol Club Clovis Board rulings.

(c) Working knowledge of the CYSA and Futbol Club Clovis Articles and By-Laws, and the CJSL Coaches Kit, in order to interpret same in the conduct of his/her office.

(d) Being the liaison with the CJSL Vice-President with response to questions regarding the interpretation of CYSA/CJSL/Futbol Club Clovis rules and regulations and/or problems/progress in his/her respective program.

(e) Utilizing the appropriate Vice-President as a point of contact with Futbol Club Clovis and as the point of contact for problem solving activity.

(f) Maintaining liaison with the Futbol Club Clovis Registrar during the Registration Periods to insure the proper registration of affiliated teams, players, and coaches and maintaining

records of such registration.

(g) Designating assistants to assist in the performance of the office.

(h) Designate in writing a representative to the CJSJL Board of Directors in the event of his/her absence.

(i) Attending all meetings of this Corporation unless otherwise excused and shall notify the affiliated team representative within his/her jurisdiction of any changes in the Futbol Club Clovis Articles, By-Laws, Rules and Regulations or CJSJL Coaches Kit.

(j) Providing interpretation of Futbol Club Clovis Article and By-Laws, Rules and Regulations and CJSJL Constitution and By-Laws and CJSJL Coaches Kit where necessary.

(k) Attending or appointing a representative to attend games and insure that on-field requirements of the Coaches Kit are met.

(l) Prior to the commencement of league play, calling and attending all meetings of the affiliated teams within the club to assure that league business is properly administered.

(m) Notifying the proper representative of each affiliated team of the date, time and location of the Annual General Meeting of Futbol Club Clovis. The Commissioner shall attend and urge the attendance of as many Team representatives as possible at these meetings in order to conduct the business of the league.

Registrar

5.06. The Registrar shall be responsible for all of the following:

(a) Registering players and teams within the geographic boundaries of this Corporation with Futbol Club Clovis, CJSJL and/or CYSA.

(b) Delivering all monies received in the registration process directly to the Treasurer.

(c) Conducting registration.

(d) Calling upon the coaches to process player passes. If a coach is not made available to process player passes, they will not be processed, and teams so affected will forfeit their games.

(e) Facilitating all legitimate transfers into and out of Futbol Club Clovis by players.

(f) Reporting on the activities of the office to the other Board Members as requested by the Board.

Secretary

5.07. The Secretary shall be responsible for all of the following:

- (a) Keeping the official minutes of all meetings, except committee meetings.
- (b) Handling the general correspondence of Futbol Club Clovis.
- (c) Maintains the files of this Association, excepting its financial files.
- (d) Formalizing and distributing the official minutes of each Board meeting and Annual General Meeting within one week of such meeting.
- (e) Assuming the duties of the Treasurer in the extended absence of that officer (e.g.,- vacation).
- (f) Reporting on the activities of the office to the other Board Members as requested by the Board.
- (g) Providing timely notification to all Board Members of the Annual General Meeting, and regularly or specially called meetings of the Board of Directors.

Treasurer

5.08. The Treasurer shall be responsible for all of the following:

- (a) Obtaining and issuing a corresponding receipt for all monies, which shall be deposited in a recognized bank in the name of this Corporation.
- (b) Furnishing all books and records when required to do so by the Board of Directors.
- (c) Properly balancing the books of this Corporation according to the current bank statement or bankbook.
- (d) Preparing any and all financial statements pursuant to the Articles of the Incorporation and Tax Exempt Status of this Corporation.
- (e) Issuing monthly financial reports, and adhere to the annual budget approved by the Board of Directors.
- (f) Preparing, with the assistance of elected officers, an annual budget to be presented at the Annual General Meeting for the approval of the membership.
- (g) Handling of all disbursements of monies for approved indebtedness of the Corporation, subject to its By-Laws, and the maintenance of records of such disbursements.
- (h) Preparing and filing or assist a certified public accountant in preparing and filing all

necessary tax returns on a fiscal year basis.

(i) Maintaining records showing the source of all funds received by Futbol Club Clovis.

(j) Maintaining and administering all Club loans as prescribed by the Board.

(k) Reporting on the activities of the office to the Board of Directors as requested by the Board, but no less than frequently than on a monthly basis.

Coaching Director

5.09. The Coaching Director shall be responsible for all of the following:

(a) Recruiting and training of all coaches.

(b) Processing all requests for inter-league or inter-district play and being the liaison with persons for purposes of such play.

(c) Reporting on the activities of the office to the Board of Directors as requested by the Board, but no less frequently than on a monthly basis.

(d) Being the liaison to the Club for coaches regarding coaching issues.

Fundraising Coordinator

5.10. The Fundraising Coordinator shall be responsible for all of the following:

(a) The Futbol Club Clovis fund raising activities.

(b) Reporting the activities of the office to the Board of Directors as requested by the Board, but no less frequently than on a monthly basis.

Fields/Equipment Coordinator

5.11. The Fields/Equipment Coordinator shall be responsible for all of the following:

(a) Representing Futbol Club Clovis in processing field and facilities requests to CJSL.

(b) Caring for all equipment in the possession by Futbol Club Clovis.

(c) Reporting on the activities of the office to the Board of Directors as requested by the Board, but no less frequently than on a monthly basis.

(d) Assigning CJSL approved practice fields to Futbol Club Clovis teams.

ARTICLE VI
CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

6.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the basis for such membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Annual Report

6.02. The Board will cause an annual report to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) and be accompanied by any report of independent accountants, if such report was prepared. If there is no report of independent accountants, the certificate of an authorized officer of the Corporation that the statements of the annual report were prepared without audit of the books and records of the Corporation. The annual report must be furnished to all Directors.

Annual Statement of Certain Transactions and Indemnifications

6.03. The Corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

6.04. The Board of Directors will adopt a corporate seal in the following form and design: Soccer ball braced by facing Griffons, rampant and opposed with the letters "F.C." printed above, parallel to upper radius of ball. Word: "Clovis" printed below, parallel to lower radius of ball. Colors will represent the club high school color units, bicolor silhouette of black in contrast with any aforementioned color(s) is acceptable. The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.