

PLACER UNITED SOCCER CLUB

Constitution and Bylaws

The Constitution and Bylaws are adopted and restated as of November 19, 2019 as follows:

CONSTITUTION

ARTICLE 1 **Name and Term**

- 1.1 The legal name of the organization is Placer United Soccer Club. It is a California nonprofit corporation. It will otherwise be referred to herein as “the Club” or “Placer United”.
- 1.2 The Club’s existence commenced as of the date of the filing of the Articles of Incorporation and shall continue until dissolved pursuant to the provisions of this Agreement.

ARTICLE 2 **Purpose, Goals, Mission, and Values**

- 2.1 The purpose of the Club is to further the education of youth soccer players in the United States Soccer Federation and its affiliated organizations.
- 2.2 The vision of the Club is to be a leader in developing youth soccer players through our recognized style of soccer and club culture.
- 2.3 The mission of the Club is to educate and develop all soccer players, teams, and coaches within the club, to achieve their individual and collective goals by creating the best possible Club culture, style of play, and development environment.
- 2.4 The values of the Club are:
 - Committed to always upholding the integrity of the game
 - Dedicated to player development
 - Educated and consistent in teaching methods
 - Disciplined and respectful on and off the field
 - Honest and ethical in all decisions
 - Accountable to players, parents, coaches, and governing bodies

ARTICLE 3 **Territory**

- 3.1 The territory of the Club shall be within the boundary of the United States Soccer Federation and its affiliated organizations.

ARTICLE 4 **Affiliations and Compliance**

- 4.1 The Club is affiliated with the United States Soccer Federation, US Club Soccer, and its affiliated organizations.

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ARTICLE 5 **Colors**

5.1 The representative colors of the Club shall be adopted by resolution of the Board.

ARTICLE 6 **Player Eligibility**

6.1 Players residing within the territory of the United States Soccer Federation and its affiliated organizations are eligible to play for the Club.

ARTICLE 7 **Membership and Voting Rights**

7.1 Voting Members Defined. Voting Members of the Club are as defined by the Bylaws.

7.2 The Board of Directors, by a vote of two-thirds (66 2/3%) or greater of the full Board of Directors, as further specified in the Bylaws, may assess and discipline any parent or player of the Club.

7.3 Voting Members may request a hearing of the Board by submitting a written request to the Chair or Secretary fifteen (15) calendar days prior to the next Board meeting. Such hearing could involve defining policy and/or making decisions for specific cases or occasions to: (a) interpret the Constitution, Bylaws, Articles of Incorporation or other policies and guidelines established by the Club; (b) assess and discipline the behavior of any Member of the Club; (c) arbitrate grievances between players and coaches and teams; and (d) carry out the purpose, goal, mission and values of the Club.

7.4 Voting Members shall abide by the Constitution, Bylaws, Articles of Incorporation, and other policies and guidelines established by the Club and its affiliated organizations. Voting Members not complying with this governance, or found to be acting in a manner not in the best interest of the Club, are subject to removal as deemed appropriate by the Board of Directors and as defined in the Bylaws of the Club.

ARTICLE 8 **Government**

8.1 The Club shall be governed by its Constitution, Bylaws, Articles of Incorporation, and other policies and guidelines established by the Club and its affiliated organizations.

8.2 The governing authority of the Club shall be vested in the Board of Directors (sometimes referred to collectively as "Board" and individually as Board members or Board seats). The membership, powers, and appointment of the Board of Directors are defined in the Bylaws of the Club.

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BYLAWS

ARTICLE 1 **Offices**

- 1.1 Principal Office. The principal office of the Club for the transaction of business is located in Placer County, California.
- 1.2 Change of Address. The county of the Club's principal office can be changed only by amendment to these Bylaws. The Board of Directors, may, however, change the principal office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed an amendment to these Bylaws.
- 1.3 Other Offices. The Club may also have offices at such other places anywhere in the United States where it is qualified to do business, as its business may require and as the Board of Directors may designate.

ARTICLE 2 **Voting Membership**

- 2.1 Voting Members Defined. The Club shall have the following Voting Members: (a) players with one parent/guardian voting on their behalf if under the age of 18; (b) employees; and (c) Board members.
- 2.2 Voting Rights Defined. All Voting Members in Good Standing shall have the right to vote on the following matters: (a) election of the Board of Directors; (b) revisions to provisions in the Bylaws that impact the voting rights of Voting Members as defined in Article 2; and (3) dissolution of the Corporation.

Except as otherwise defined in Article 3, the Board of Directors will be elected based upon the official record of the Club on October 31 of each year as follows: (a) each player shall be afforded one vote; (b) each employee shall be afforded one vote; and (c) each Board member shall be afforded one vote. To the extent an employee or a Board member is also a parent/guardian of a player that is under the age of 18, he or she will be granted one vote per role. As an example, if Coach Bob is an employee and has two children under the age of 18 who play for the Club, he will get three votes (two to represent his two children and one for him as an employee).

- 2.3 Election Procedures. The Board may adopt additional election procedures to facilitate the voting of the members, as long as such procedures are not inconsistent with other election rules and procedures established in these Bylaws, by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established. Except as otherwise defined in Article 3, such rules must be in place by no later than November 15 of the year in which elections will be held in December.
- 2.4 Good Standing Defined. Each member must pay to the Club the registration fees, monthly club dues, and to the extent applicable, team dues, within the timeframe and on the conditions defined by the Board. These fees are subject to change periodically. Voting Members who

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have paid the required fees in accordance with these Bylaws shall be members in good standing. A membership may be suspended or terminated by the Board for the failure to pay such fees within 30 days after they are due and payable. Any member not in Good Standing is deemed to be ineligible to vote.

- 2.5 Transferability. No membership or right arising from membership shall be transferred.

ARTICLE 3 **Board of Directors**

- 3.1 Total Number of Directors. The business and affairs of the Club shall be managed by a Board of Directors which shall consist of at least three (3) but no more than seven (7) Directors unless changed by amendment to these Bylaws. The number of Directors within the range shall be stipulated by Board resolution with such resolution establishing the exact number of Directors, the duration of the term for each Director, and if applicable, the timeline for the additional or reduced Board seats to be elected during a future Annual General Meeting. In the event five (5) or more Directors are designated by resolution, the Executive Director and the Director of Administration shall be appointed to fulfill two of the Director positions and such positions will not be elected by the Members. An amendment to the range of Directors to comprise the Board can be made through a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established.
- 3.2 Appointment. Except as otherwise defined in Article 3, the Board of Directors shall be elected at the Annual General Meeting during December, shall assume office January 1 the following calendar year, and shall serve for a term of three years. The Board seats shall become available for election on rotation as established by the resolution adopted by the Board.
- 3.3 Vacancies or Additional Board Members. The Club will follow the following procedures in the event of vacancies or the desire for additional or fewer Board appointments as specified in Article 3.1:
- 3.3.1 If a vacancy occurs for an existing Board seat, except as otherwise provided in Article 3.2, the Board may appoint a new Board member by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established, to fill the vacancy until the following Annual General Meeting, at which time the seat shall be elected to fulfill the remainder of the original term, assuming not already expired. Any election for this limited-term seat may be in addition to the other seats being elected as part of the rotation defined in Article 3.3.
- 3.3.2 If a vacancy is created by the addition of Board positions as defined by Article 3.1, the Board shall appoint the additional Board members, shall establish the duration of the term for each new Director (not to exceed three years), and shall designate the timeline for the additional Board seats to be elected during a future election – all by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established.

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- 3.4 Nomination of Directors for Election. For a candidate to be included on any printed ballots for Board Elections at the Annual General Meeting, or on ballots allowed to be voted by mail or other means ahead of the AGM to the extent such voting is authorized by the Board in adopted election procedures, the candidate must nominate him/herself for Board membership in writing to the Board Secretary by November 15 (or at a later date if otherwise specified by the Board) for the election scheduled during December. Candidates may nominate themselves for Board election at the AGM from the Floor, but acknowledge that such late nomination may disadvantage their election if early voting is authorized by the Board.
- 3.5 Duties and Responsibilities. The Board of Directors of the Club shall be responsible for and have sole authority for the following:
- 3.5.1 Exemplify and promote the Club's purpose, vision, mission and values.
 - 3.5.2 Define and approve amendments to the Constitution and Bylaws, the Articles of Incorporation, and other policies and guidelines established by the Club.
 - 3.5.3 Appoint, supervise, and prescribe the duties of the Executive Director.
 - 3.5.4 Approve the employment/hiring and compensation of employees and contractors.
 - 3.5.5 Suspend, remove, or otherwise discipline any Voting Member of the Club as further defined in Article 8 of these Bylaws and as deemed appropriate by a vote of two-thirds (66 2/3%) or greater of the full Board of Directors or by Unanimous Written Consent without Meeting as defined in Article 5.7. Note that if the Voting Member is an employee, Article 3.7.6 and Article 6.3 shall govern the voting requirements.
 - 3.5.6 Terminate or otherwise discipline any employee or contractor of the Club as further defined in Article 8 of these Bylaws and as deemed appropriate by a vote of fifty-one percent (51%) or greater of the full Board of Directors or by Unanimous Written Consent without Meeting as defined in Article 5.7.
 - 3.5.7 Define policy and make decisions for specific cases or occasions to: (a) interpret the Constitution, Bylaws, Articles of Incorporation or other policies and guidelines established by the Club; (b) assess and discipline the behavior of any Member of the Club; (c) arbitrate grievances between players and teams; and (d) carry out the objective and purpose of the Club.
 - 3.5.8 Borrow money and incur indebtedness on the Club's behalf and cause to be executed and delivered by the Club's purposes, in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, ledges, and other evidence of debt and securities.

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- 3.5.9 Oversee the financial well-being of the Club, including:
- (a) Review and approve the budget presented by the Treasurer.
 - (b) Review and approve player fees and policies related to the waiver of fees.
 - (c) Review and approve all expenditures which effect an over expenditure of the approved operating budget.
 - (d) Review, approve, and adjust the compensation schedule and job descriptions, if any, of all employees and contractors of the Club.
- 3.5.10 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Club, by the Constitution of the Club, or by these Bylaws.
- 3.5.11 Meet at such times and places as required by these Bylaws.
- 3.6 Removal. Except as otherwise defined in Article 3.2, a Director of the Board may be removed, for any reason or no reason, by a vote of two-thirds (66 2/3%) or greater of the full Board of Directors or by Unanimous Written Consent without Meeting as defined in Article 5.7.
- 3.7 Restriction. Not more than forty nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:
- 3.7.1 Any person currently being compensated by the Club for services rendered within the previous twelve (12) months, whether as a full-time or part-time Officer or other employee, independent contractor, or otherwise, excluding the reimbursement of expenses; or
 - 3.7.2 Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of another Board member.
- 3.8 Compensation. The Board of Directors shall serve without compensation. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as pre-approved by the Board. Note that Compensation for Officers is allowable as defined in Article 4.6. In the event the Executive Director and the Director of Administration are fulfilling two of the Board of Director positions, they shall be compensated for their role as an employee but not for their role serving on the Board of Directors.

ARTICLE 4 **Officers of the Board**

- 4.1 Number of Officers. The Board of Directors shall appoint a minimum of the following Officers: Chair, Vice Chair, Secretary, and Treasurer. One person may serve as multiple Officers if deemed in the best interest of the Club. Additional Officers may be appointed by the Board of Directors, as needed and at the discretion of the Board, and such appointment shall not be deemed an amendment to these Bylaws.

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- 4.2 Appointment. The Board of Directors shall present the Board member presiding over the meeting with nominations for Officers at any time for any Officer for any reason. The Board shall then appoint new or additional Officers either by a vote of fifty-one percent (51%) or greater of the full Board of Directors or by Unanimous Written Consent without Meeting as defined in Article 5.7.
- 4.3 Duties and Responsibilities. The duties and responsibilities of each Officer are outlined as follows:
- 4.3.1 Chair. The duties of the Chair shall be to:
- (a) Preside at all meetings of the Board of Directors and Annual General Meetings of the Voting Members.
 - (b) Supervise the activities of the Board of Directors.
 - (c) Represent the Club at meetings with other organizations and a public functions as required.
 - (d) Present an annual report of the operation and condition of the Club at the Annual General Meeting, to the extent one is held.
 - (e) Act as an approved signatory on all Club bank accounts and contracts.
 - (f) Perform other duties as required and assigned by the Board of Directors.
- 4.3.2 Vice Chair. The duties of the Vice Chair shall be to:
- (a) Act with the same powers and authority in the absence of the Chair.
 - (b) Act as an alternate representative at functions where the Chair is unable to attend.
 - (c) Perform other duties as required and assigned by the Board of Directors.
- 4.3.3 Secretary. The duties of the Secretary shall be to:
- (a) Record minutes of Board meetings and Annual General Meetings for approval at subsequent meetings.
 - (b) Draft all Board resolutions as adopted by the Board of Directors either through majority action or by executing a Unanimous Written Consent.
 - (c) Maintain records of minutes, policies, guidelines, and other official documents and correspondence.

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- (d) Administer all voting procedures and elections. Tabulate and account for all votes.
- (e) Perform other duties as required and assigned by the Board of Directors.

4.3.4 Treasurer. The duties of the Treasurer shall be to:

- (a) Present a current financial statement at the Board of Director meetings and Annual General Meetings of the Voting Members.
- (b) Maintain the checking and savings accounts of the Club.
- (c) Act as an approved signatory on all Club bank accounts.
- (d) Review and approve all invoices, payroll, and expense reimbursements.
- (e) Maintain insurance policies.
- (f) Prepare an annual budget.
- (g) Coordinate and direct the services performed by the third-party bookkeeping and tax service providers as approved by the Board.
- (h) File tax returns with the Franchise Tax Board and Internal Revenue Service as required.
- (i) Submit annual filings with the Secretary of State and Registry of Charitable Trusts.
- (j) Perform other duties as required and assigned by the Board of Directors.

4.3.5 Other Officers. Additional Officers may be appointed by the Board of Directors, as needed and at the discretion of the Board, and such appointment shall not be deemed an amendment to these Bylaws. Such appointments and associated duties will be documented as a Board Resolution.

4.4 Duration. Appointment as an Officer shall be for an indefinite duration until such time as the Officer resigns or is removed.

4.5 Removal. An Officer may be removed, for any reason or no reason, by a vote of fifty one percent (51%) or greater of the full Board of Directors or by Unanimous Written Consent without Meeting as defined in Article 5.7.

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- 4.6 Compensation. The salaries of the Officers, if any, shall be approved by resolution of the Board of Directors. No Officer shall be prevented from receiving such salary by reason of the fact that he/she serves on the Board of Directors, provided however, that such compensation paid a Director for serving as an Officer of the Club shall only be allowed as permitted under the provisions of Article 3.10 of these Bylaws. In all cases, any salaries received by Officers of the Club shall be reasonable and given in return for services actually rendered and relating to the performance of the charitable or public purposes of the Club. In the event a Board member also serves as a compensated Officer, he/she must abstain from voting for approval of his/her compensation. Separate from salaries, Officers shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as pre-approved by the Board.

ARTICLE 5 **Meetings**

- 5.1 Regular Meetings of the Board of Directors. The Board of Directors shall meet regularly on a quarterly basis, unless otherwise decided not to meet, or unless more frequently is needed, at a time and place made known in advance to each of the Directors of the Board. Meetings shall be held at the principal office of the Club unless otherwise provided by the Board.
- 5.2 Special Meetings of the Board of Directors. A Special Meeting of the Board may be called under the following circumstances:
- By the Chair if in his/her judgment, matters that cannot wait until the next scheduled Board meeting need to be addressed by the Board.
 - By greater than one-third but less than half of the Voting Members of the Board, if one or more of them had requested an agenda item to be placed on the prior Regular Board Meeting agenda and the Chair failed to do so.
 - By greater than half the Voting Members of the Board, if they have requested the Chair call a Special Meeting and he/she has refused to do so within one week.
 - By submitted petition with a specified and agreed upon agenda from greater than 20% of the validated Voting Members.

Any Special Meeting must be called for a particular time and place, and with a set agenda. The time and place of the meeting shall be in the call for the meeting and not less than 48 hours from when the notice of Special meeting is distributed to the Board members. Reasonable attempts must be made to accommodate the maximum participation of Board members in Special Meetings.

At the Special Meeting, the Board may only substantially discuss and act on items related to the purpose(s) for which the Special Meeting is called.

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- 5.3 Conduct of Meetings. The Chair or his/her designee shall preside over all meetings of the Board whether Regular or Special, irrespective of who called the meeting.
- 5.4 Notice of Meetings. Notice of meetings shall be given to each Voting Member by posting to the Club website. Regular meetings of the Board are scheduled in advance on a designated day/time each quarter and therefore may be held without additional notice. Special Meetings of the Board shall be held upon forty eight (48) hours-notice delivered by mail, telephone, voice mail, fax, email, or text. The Notice shall specify the place, date, hour, and purpose/agenda of the meeting.
- 5.5 Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- 5.6 Quorum and Majority Action. Fifty-one percent (51%) of the full Board of Directors shall constitute a Quorum at the meetings of Directors, with Quorum established at the beginning of the meeting. Each Director shall have one vote and must be present either in person or by speaker phone to vote. Decisions will be made by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established except in such cases where the Bylaws specifically stipulate other requirements. In the event a Director is required to recuse him/herself from a vote due to a material financial interest as it pertains to the matter at hand, the vote of that Director shall not count toward a majority vote under Corporations Code Section 5233. Except as otherwise provided in these Bylaws, in the Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a Quorum, as defined herein, is not established at the beginning of the meeting.
- 5.7 Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, unless otherwise stated herein, if all members of the Board shall individually or collectively consent in writing to such action (“Unanimous Written Consent”). Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by Unanimous Written Consent of the Board of Directors without a meeting and that the Bylaws of this Club authorize the Directors to act accordingly.

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- 5.8 Annual General Meeting. The Chair shall call for an Annual General Meeting (AGM) of the membership to take place by December 15 of each year. Notice of meetings shall be given to each Voting Member by posting to the Club website. Directors shall be elected at this meeting. Any other proper business as set forth in the notice may be transacted at the meeting. The order of business at the AGM shall generally be as follows but is subject to change at the discretion of the Chair:
1. Call to Order
 2. Roll Call of the Board of Directors
 3. Approval of minutes of previous AGM
 4. Reports from Officers and Committees
 5. Old Business
 6. New Business
 7. Election Results
 8. Good of the Game
 9. Adjournment

ARTICLE 6 **Employees/Contractors**

- 6.1 Appointment. The Board of Directors shall be responsible for approving the appointment of all employees and contractors. Such approval shall be granted either by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established, or by Unanimous Written Consent without Meeting as defined in Article 5.7.
- 6.2 Compensation. Employees and contractors shall be compensated as agreed and approved by the Board of Directors. Such approval shall be granted either by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting, assuming Quorum is established, or by Unanimous Written Consent without Meeting as defined in Article 5.7.
- 6.3 Dismissal. The Board of Directors shall be responsible for approving the dismissal of employees and contractors. Such approval shall be granted either by a vote of fifty-one percent (51%) or greater of the full Board of Directors or by Unanimous Written Consent without Meeting as defined in Article 5.7.
- 6.4 Executive Director. The duties and responsibilities of the Executive Director, if appointed, shall include but not be limited to:
- (a) Report to and be supervised by the Board of Directors.
 - (b) Manage and oversee the day to day operations of the Club.
 - (c) Supervise and oversee the activities of all employees of the Club.
 - (d) Establish a consistent player development philosophy and curriculum and oversee the implementation of this philosophy and curriculum with Club coaches.
 - (e) Exemplify and promote the Club's purpose, goal, mission and values.
 - (f) Recruit and retain qualified coaches and employees.
 - (g) Develop staff recruitment policies that support Club philosophy and labor laws.
 - (h) Hire Club coaches willing and able to uphold the Club philosophy and curriculum.

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- (i) Recommend the dismissal of Club employees and/or recommend the non-renewal of annual contracts for Club coaches that are unwilling and/or unable to uphold the Club philosophy and curriculum.
- (j) Oversee player tryouts.
- (k) Prepare and monitor the coach evaluation process. Conduct coach evaluations as applicable.
- (l) Prepare and monitor the player evaluation process. Conduct player evaluations as applicable.
- (m) Represent the Club at league meetings, other governing bodies, and public functions as required.
- (n) Coach teams as needed and assigned.
- (o) Develop and communicate short and long term goals.
- (p) Perform other duties as required or assigned by the Board of Directors.

6.5 Coaches. The duties and responsibilities of Coaches shall include but not be limited to:

- (a) Report to and be supervised by the Executive Director and/or the Boys/Girls Technical Directors.
- (b) Develop players using the Club-designed philosophies and style of play. This duty includes, but is not limited to, appropriate training and practice sessions, scrimmages, games, etc., designed to improve the skill level of the team.
- (c) Provide guidance related to the conduct and the sportsmanship of the team that is in the best interest of the Club and is conducive to the spirit of the game.
- (d) Assist with supervision of the team at Club and soccer-related activities involving the team, i.e., out of town tournaments, etc.
- (e) Exemplify and promote the Club's purpose, goal, mission and values.
- (f) Perform other duties as may be required or assigned.

6.6 Coaching Qualifications. The Club strongly encourages all of its coaches to obtain the highest-level coaching license that he/she is capable of attaining.

6.7 Director of Administration. The duties and responsibilities of the Director of Administration shall include but not be limited to:

- (a) Report to and be supervised by the Executive Director.
- (b) Assists with the day to day operations of the Club.
- (c) Performs other duties as required or assigned.
- (d) Recruit, train and supervise the activities of volunteers.

6.8 Other Employees/Contractors. Other employee/contractor positions may be recommended by the Executive Director and are subject to approval by the Board of Directors.

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ARTICLE 7 **Committees, Volunteers, and Staff**

- 7.1 Team Managers. Team Managers, if appointed, shall be volunteers that serve without compensations and shall be appointed by the Coach and approved by the Director of Administration with duties assigned as required.
- 7.2 Tournament Committee. As applicable, the Tournament Committee Chair shall be appointed by the Board of Directors. Committee Chairs and members shall be volunteers and shall serve without compensation. The duties of the Tournament Committee shall include whatever is required to ensure the success of tournaments.
- 7.3 Fund Raising Committee. As applicable, the Fund Raising Committee Chair shall be appointed by the Board of Directors. Committee Chairs and members shall be volunteers and shall serve without compensation. The duties of the Fund Raising Committee include developing and managing fund raising toolkits to offer funding options for players and to ensure funds are generated by the Club as defined by the annual budget.
- 7.4 Registrar. The duties of the Registrar shall be to:
 - (a) Administer and maintain the registration of players and teams as required with the appropriate governing bodies.
 - (b) Coordinate player releases.
- 7.5 Other Committees and Committee Chairs. The Club shall appoint other Committees and Committee Chairs as required and as designated by resolution of the Board of Directors. Committee Chairs and members shall be volunteers and shall serve without compensation. Such appointment shall not be deemed an amendment to these Bylaws.

ARTICLE 8 **Disciplinary Action**

- 8.1 Action. The Board has the right to refuse, restrict, or revoke membership in the Club for conduct that is found to be not in the best interest of the Club or the United States Soccer Federation and its affiliated organizations.
- 8.2 As defined by Section 3.7.5 and Section 3.7.6, the Board of Directors can subject any Member of the Club to disciplinary action for conduct that is found to be not in the best interest of the Club. The Board shall give the individual due written notice and the appropriate opportunity to refute charges and defend their conduct. The disciplinary action may include any or all of the following at the discretion of the Board and as approved:
 - 8.2.1 informal verbal warning or formal reprimand;
 - 8.2.2 exclusion from Club-related activities for a defined period of time;
 - 8.2.3 probation;

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- 8.2.4 suspension;
 - 8.2.5 expulsion; or
 - 8.2.6 as otherwise deemed appropriate.
- 8.3 No person(s) associated with the operation of the United States Soccer Federation and its affiliated organizations at any level may invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the United States Soccer Federation and its affiliated organizations.

ARTICLE 9 **Indemnification and Insurance**

- 9.1 Non-Liability of Directors and Officers. The Board of Directors, Officers, employees, and Voting Members shall not be personally liable for the debts, liabilities, or other obligations of the Club.
- 9.2 Indemnification by Club. To the extent that a person who is, or was, Director, Officer, employee or other agent of the Club has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Club, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by the Club but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.
- 9.3 Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Club (including a Director, Officer, employee or other agent of the Club) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Club would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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ARTICLE 10 **Execution of Instruments, Deposits, and Funds**

- 10.1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the Club to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount without the appropriate approval and Board resolution.
- 10.2 Checks and Notes. Except as otherwise required by law or specifically determined by resolution of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer or the Chair or the Direct of Administration
- 10.3 Deposits. All funds of the Club shall be deposited to the credit of the Club in such banks or other depositories as the Board of Directors may select.
- 10.4 Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the charitable or public purposes of this Club.

ARTICLE 11 **Corporate Records, Reports, Corporate Seal, Fiscal Year**

- 11.1 Maintenance of Corporate Records.
 - 11.1.1 The Secretary of the Club shall keep:
 - (a) Minutes of all meetings of the Board of Directors and all meetings of Voting Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and
 - (b) A copy of the Club's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Voting Members of the Club at all reasonable times during office hours.
 - 11.1.2 The Treasurer of the Club shall keep:
 - (a) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 11.2 Annual Report. The Board, at its discretion and option, may make available an annual report at the AGM. The content of such report will be at the sole discretion of the Board.

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- 11.3 Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principal office of the Club. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.
- 11.4 Fiscal Year of the Club. The fiscal year of the Club shall begin on the first (1st) of January and end on the thirty-first (31st) of December in each calendar year.

ARTICLE 12 **Dissolution of Club**

- 12.1 Upon the dissolution or winding up of Placer United, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. The property owned by Placer United is irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 13 **Prohibition Against Sharing Profits and Assets**

- 13.1 No Member, Director, Officer, employee, or other person connected with this Club, or any private individual, shall receive at any time any of the net earnings or profit from the operations of the Club, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Club in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Club. All Voting Members of the Club shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Club, whether voluntarily or involuntarily, the assets of the Club, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and Bylaws of this Club and not otherwise.

IN WITNESS WHEREOF, the Secretary has executed this Agreement, effective as of November 30, 2019.

SECRETARY:

By: _____
Name: Yvonne Sieber