

SAND AND SURF SOCCER CLUB, Inc.
A California Nonprofit Public Benefit Corporation
Bylaws
Approved by the Board of Directors on July 23 2015

ARTICLE 1
NAME AND ADDRESS

1. 1 The name of this corporation is SAND AND SURF SOCCER CLUB, INC., (hereinafter referred to as “**SSSC**”).
1. 2 The principal office and mailing address of the corporation shall be at such place as determined from time-to-time by the Board of Directors. In the absence of a designation of the principal office or mailing address of the corporation by an incumbent Board of Directors, the residence address of the **President** shall be deemed the principal office and address of the corporation.

ARTICLE 2
PURPOSE AND NONPROFIT STATUS

2. 1 The purpose of SSSC is to develop, promote, and administer the game of soccer among youth (boys and girls under the age of 19) without regard to race, creed, sex, ability or economic advantage, within the cities of Manhattan Beach and neighboring communities in the South Bay. Residents of Manhattan Beach, Hermosa Beach, El Segundo, and other communities in the South Bay.
2. 2 SSSC shall adhere to and promote its stated mission of providing opportunities for all children of all abilities to participate in its youth soccer programs as may be most suitable in a supportive environment.
2. 3 SSSC has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan in its operation.

ARTICLE 3
AFFILIATION

3. 1 SSSC shall be affiliated with California Youth Soccer Association – South (“CYSA-S”), the United States Youth Soccer Association, (“**USYSA**”), the United States Soccer Federation (“**USSF**”), and International Federation of Football Association (“**FIFA**”) and any leagues or clubs as the Board of Directors may from time-to-time approve by vote.

ARTICLE 4
BYLAWS AND AUTHORITIES

4. 1 SSSC is governed by these Bylaws, except where superseded by the CYSA, USYSA, and USSF.
4. 2 The governing authority of SSSC shall be its Board of Directors (defined below in Article 7), whose responsibilities are described in these Bylaws. All participating players, coaches, parents/guardians, referees, and the SSSC Board of Directors shall

abide by these Bylaws, the CYSA Laws of the Game, and any Board of Director-approved SSSC regulations, and all applicable rules and regulations of the Board of Director-approved associations with which SSSC is affiliated.

ARTICLE 5

MEMBERSHIP, MEETINGS, AND VOTING

5.1 Membership in SSSC:

(a) The term “Members” of SSSC shall be defined as: (i) parent(s) or guardian(s) of each SSSC player registered with SSC for a year-long program (provided payment of the requisite player dues and fees have been received); and (ii) the Board of Directors.

(b) A Member’s term in SSSC shall be for a period of one (1) year, beginning with the conclusion of their team formation and continuing until the next year open tryout and team formation for the next season (“Membership Term”).

(c) Members shall have the right to: (i) attend the Annual General Meeting; (ii) elect the Board of Directors; (iii) attend General Board Meetings; (iv) present motions to the Board of Directors; and (v) vote on any Bylaw changes.

(d) Parents or guardians whole child(ren) participate in any SSSC seasonal league, clinic, camp, or other SSSC-sponsored program other than the year-long program, shall be considered associates of SSSC (“Associates”) commencing on payment of registration fees through conclusion of each program for which they register (“Associate Term”). Such Associates shall be entitled to attend the Annual General Meeting (provided such meeting occurs during their Associate Term), but shall not have any voting rights (unless the Associate is concurrently a Member).

5.2 Meetings/Voting:

a. “Annual General Meeting”: The current Secretary shall schedule an Annual General Meeting on an available date in late May or June. All Members shall be invited to attend.

b. “General Board Meetings”: Throughout the Membership Term, the Secretary shall schedule General Board Meetings at least once per quarter to discuss the ongoing business of SSSC, and any new matters. If SSSC business warrants, such meetings may be held more often. All Members shall be given notice of any such meetings and may attend, but only the Board of Directors shall be entitled to vote. When items relevant to certain committees are going to be discussed and/or voted on during a General Board Meeting, the Board of Directors may invite in its discretion those committee members to attend such meeting.

c. “Special Board Meetings”: At the request of at least five (5) members of the Board of Directors, a Special Board Meeting may be held to discuss confidential issues. All members of the Board of Directors must be given four (4) days' notice by email or telephone. At least five (5) members of the Board of Directors must be able to attend in order to have a Special Board Meeting. Attendance at Special Board Meeting(s) is limited to the Board of Directors. All decisions at such meetings require a majority vote. When items relevant to certain committees are going to be discussed at this meeting, the Board of Directors may in their discretion invite relevant committee members to attend such meeting.

d.Voting: Voting in connection with Board of Directors election and any Bylaw changes must be in person, and proxy votes are prohibited. All Members shall be entitled to vote for the nominated Board of Director candidates at the Annual General Meeting. Each Member shall be entitled to one (1) vote. However, if a Member has more than one (1) player registered with SSSC for a year-long team program (provided payment of the requisite player dues and fees have been received), such Member shall be entitled to the number of votes as it has registered SSSC players in a year-long team program. For example, if a Member has two (2) registered SSSC players in a year-long program, that Member would be entitled to two (2) votes. For SSSC, a quorum shall be a majority of the Board of Directors who are present at a meeting provided there is at least 66% of the Board of Directors in attendance. Motions before the Board of Directors require a quorum in order to be passed.

e.Notice of Meetings: Written notice stating the day, time, and place of the Annual General Meeting and/or any General Board Meeting(s) shall be delivered not less than seven (7) days before the date of such meeting to all Members. Email notice shall suffice as being written notice. If an agenda is available, the Secretary shall publish such agenda on the SSSC website.

5.3 Action by Written Consent: Any action required or permitted to be taken by the Board of Directors may be done via email (without an in-person meeting), provided the majority of the members of the Board of Directors consent in writing to such email process in each instance. The written consent of each member of the Board of Director member shall be in email form of email and contain the details of the action taken, and whether such member of the Board of Directors approves or disapproves. The Secretary shall include in the minutes the fact that the vote was taken without a meeting, and shall include the email containing the vote of each member of the Board of Directors. The Secretary shall keep copies of all voting emails in SSSC's files.

ARTICLE 6 REGISTRATION, FISCAL YEAR, DUES, AND FEES

6.1 Registration: All players in SSSC must complete the required paperwork and submit the required documentation, which includes a player's birth certificate or valid passport for age verification.

6.2 Dues and Fees: SSSC shall charge such dues and other fees for participation in its program(s) as shall be approved by the Board of Directors.

6.3 Year: The fiscal year of SSSC will be set by the Board of Directors.

ARTICLE 7 BOARD OF DIRECTORS

7.1 General Authority: The business, property and affairs of SSSC shall be managed and controlled by a Board of Directors. The SSSC Board of Directors shall solely control the use of the club's name, team(s), FEIN, logo, etc., in connection with any activity, including fundraising and creation of any associations, entities, or booster organizations. All such use requires the prior written permission from the Board of Directors, and the Board of Directors reserves the right to withhold approval at its sole discretion, terminate and/or modify permission previously granted at any time. All authority of SSSC shall be vetoed in a Board of Directors specified in these Bylaws.

7. 2 Board Composition: The elected “Board of Directors” shall consist of the following positions: President, Vice President, Secretary, Treasurer, and three (3) Directors.

7. 3 Duties of the Board of Directors: The duties of the Board of Directors shall include, without limitation, the following:

a.To establish, develop, review, amend and enforce the Bylaws, policies and activities to further the mission and goals of SSSC.

b.To make all financial decisions, including approving the annual budget and long-range financial planning.

c.To attend such matters as may be referred to it.

d.To have final approval of the selection, evaluation, compensation, hiring and firing of all personnel, including but not limited to, independent contractors.

e.To have final approval of any plans and/or commitments made on behalf of SSSC.

f.To enter into contracts on behalf of SSSC, including without limitation, negotiating, reviewing, approving and authorizing any and all contracts made or entered for or on behalf of SSSC, and no other person or entity is entitled to enter into contracts or make financial commitments of any kind for SSSC without the Board’s express approval or authorization in each instance.

g.To be responsible at all times for discharging its duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that it reasonably believes to be in the best interests of SSSC.

h.To be under an affirmative duty to disclose their actual or potential conflicts of interest in any matter, and such conflict of interest shall be made a matter of record in the minutes of the next General Board Meeting. Any member of the Board of Directors having such a conflict of interest may not participate in any decision relating to the conflict or in the deliberations/discussions leading to a decision. A transaction in which a Board of Director member has an interest may be approved only by a majority of the Board of Directors who has no interest in the transaction and upon determination on that the transaction is fair to SSSC.

7. 4 Duties of the President:

a.Attend all meetings of SSSC and the Board of Directors

b.Serve as the official spokesperson/representative for SSSC

c.Recommend chairpersons for committees

d.Sign SSSC contracts at the direction and approval of the Board of Directors

e.Oversee compliance and enforcement of SSSC policies

f.Develop new program initiatives in conjunction with the Board of Directors

7. 5 Duties of the Vice President:

a.Attend all meetings of SSSC and the Board of Directors

b.Serve as the official spokesperson/representative for SSSC

- c.Recommend chairpersons for committees
- d.Serve as the Chair of the Disciplinary Committee(s)
- e.Serve as the liaison for committee operations

f. If the President is unable to act due to absence or otherwise being incapacitated, then in such event the Vice President shall be empowered to sign SSSC contracts at the direction and approval of the Board of Directors, oversee compliance and enforcement of SSSC policies, and develop new program initiatives in conjunction with the Board of Directors until the President is able to undertake such duties.

7. 6 Duties of the Secretary:

- a.Attend all meetings of SSSC and the Board of Directors
- b.Make arrangements for meeting locations
- c.Notify Members of all scheduled meetings in accordance with the requirements of these Bylaws
- d.Keep an accurate record of the proceedings and minutes of all scheduled meetings
- e.Prepare and distribute to all Members the minutes for all meetings at least three (3) days before the next meeting date
- f.Keep a record of and make available all policy decisions of the Board of Directors
- g.Keep a record of all correspondence for SSSC
- h.Preserve all records, reports, and official documents of SSSC, except those specifically assigned to the custody of other members of the Board of Directors

7. 7 Duties of the Treasurer:

- a.Attend all meetings of SSSC and the Board of Directors
- b.Supervise/coordinate with the Club Administrator in connection with the following:
 - (i)receipt of all monies for SSSC's operating account and deposit same into such bank accounts as approved by the Board of Directors
 - (ii)payment of all sums in a timely manner, in accordance with the approved budget as authorized by the Board of the Directors
 - (iii)verification of the full performance of all contractor services prior to payment
 - (iv)confirmation of accurate records of all transactions, including receipts and disbursements
 - (v)confirmation of timely filing of all legally required filings
 - (vi)prepare a budget for submission to the Board of Directors following the Annual General Meeting
 - (v)liaise with each team's treasurer on financial matters, and obtain budgets and year-end reconciliation statements from each team treasurer
- c.Present a statement of account to the Board of Directors at least once annually or as otherwise requested by the Board of Directors
- d.Develop procedures to encourage the fiscal responsibility of SSSC and make a full report at the Annual General Meeting

e. Be the Chair of the budget committee, should the Board of Directors appoint such committee

f. Obtain copies of all contracts with payment obligations

7. 8 Duties of the Directors:

a. Attend all the meetings of SSSC and the Board of Directors

b. Assist the other members of the Board of Directors in connection with SSSC business and serve on committees as needed

7. 9 Advisor to the Board of Directors: The Immediate past President may serve in an advisory role, and at the request of, the Board of Directors, but shall have no voting rights.

7. 10 Term: The term of office for all Board of Director positions shall begin immediately after the next Annual General Meeting when elections are held. The outgoing Board of Directors shall assist with the transition of their responsibilities to their successors. By motion, the Board may arrange for terms of Board members to be staggered.

(i) Elections:

a. Nominee Restrictions:

(i) Except as otherwise set forth in these Bylaws, any Member as defined in Article 5.1(a) who is at least 18 years of age may run for positions of President, Vice President, Secretary, Treasurer, or Director.

(ii) Any Member may nominate another Member provided such nominated Member's consent is obtained prior to the nomination.

(iii) No candidate may be nominated for President who has not served on the Board of Directors or as a Committee Chair for at least one (1) year prior to his/her nomination for President.

(iv) No Member is eligible to be a candidate for a Board of Director position if that Member is currently serving as an officer for any other soccer club.

(v) One person may not occupy more than one (1) Board of Director position, nor can any of the Board of Director positions be shared.

(vi) No Member who receives payment for services by SSSC may be a candidate for the Board of Directors.

(vii) No person convicted of a felony may serve as a member of the Board of Directors.

(viii) In the event that a member of the Board of Directors is charged with a criminal act, that person shall be suspended from his/her position on the Board of Directors or Committee pending the outcome of the charges.

(ix) SSSC encourages candidates with expertise in areas that would be beneficial to SSSC to serve on the Board of Directors. Such expertise includes financial affairs, fundraising, administration of nonprofit organizations, professional youth soccer coaching, or service on any youth club soccer boards.

(x)

(ii) Election Process:

(i) Within a reasonable period of time prior to the Annual General Meeting (or a Special Board Meeting for the purpose of filling a Board of Directors vacancy), the Board of Directors shall appoint a Nominating/Election Chair and a Nominating/Election Committee who shall not be a candidate in the election. The Board of Directors can nominate the Club Administrator to be the Nominating/Election Chair (if she/he agrees). The Nominating/Election Committee shall consist of at least two (2) Members representing a cross section of SSSC's membership who have served on an SSSC committee and who by reason of their service should have broad and up-to-date knowledge of the needs of SSSC.

(ii) The Nominating/Election Chair shall send an election notification email to all Members announcing the upcoming Board of Directors election, instructing prospective candidates to email the Nominating/Election Chair what position they are interested in by a specified date.

(iii) Because of the large size of SSSC and in order for Members to be informed voters, prospective candidates shall also email the Nominating/Election Chair a short profile about themselves that can be distributed to the Members.

(iv) If there are no candidates for a Board of Director position, the Nominating/Election Chair and his/her Nominating/Election Committee shall be responsible for recruiting (to the best of their ability) candidate(s).

(v) The Nominating/Election Chair shall be authorized to confirm that all candidates are valid Members and meet all SSSC requirements to run for a Board of Director position.

(vi) Two (2) weeks prior to the Annual General Meeting, the Nominating/Election Chair shall email to the current Secretary the election slate with the list of candidates, as well as the candidate profiles.

(vii) At least one (1) week prior to the Annual General Meeting, the current Secretary will email all Members the slate of candidates and their profiles.

(viii) The Nominating/Election Chair, with the help of the Nominating/Election Committee, will arrange for and bring the ballots to the Annual General Meeting. They will be responsible for confirming the validity of membership in SSSC for all Members who wish to vote at such meeting, keeping in mind that each Member is entitled to one (1) vote, however, if a Member has more than one (1) SSSC player registered in the year-long program, the Member shall be entitled to the number of votes as that Member has SSSC players registered in such program..

(ix) A majority vote of all voting Members who are in attendance at the Annual General Meeting is required to elect a candidate.

(x) Nominating/Election Chair, with the help of the Nominating/Election Committee, shall collect and count the ballots at the Annual General Meeting.

(xi) In the event of a tie, the vote must be re-taken at the Annual General Meeting until the tie is resolved by voting.

(xii) The Nominating/Election Chair shall inform the Secretary of the election results, and the Secretary will email all Members a list of the new Board of Directors immediately upon finalization of the election results.

1. Vacancy:

c. Vacancy:

(i) If during the course of the year, the President, Vice President, secretary, or Treasurer position becomes vacant, the Board of Directors will ask one of the current Directors to fill the vacancy, and recruit a Member to fill the then-vacant Director position. The Board of Directors will vote on both positions at their next General Board Meeting, with a majority vote needed for approval.

(ii) If during the year a Director position becomes vacant, the Board of Directors will make an inquiry of the Members for any interested candidates, and the Board of Directors will vote (with a majority needed for approval) if one such candidate volunteers. If more than one candidate volunteers, then the election procedure set out in these Bylaws shall be followed, and the election shall occur at the next scheduled General Board Meeting.

ARTICLE 8 BUSINESS

8. 1 Club Administrator Position: The Board of Directors shall be authorized to hire the paid position of Club Administrator, and this position shall report to the Board of Directors.

8. 2 Director of Coaching: The Board of Directors shall be authorized to hire a paid position of Director of Coaching, and this position shall report to the Board of Directors.

8. 3 Other Positions: The Board of Directors shall be authorized to retain other individuals or companies in paid positions in order to meet program needs.

8. 4 Contracts: The Board of Directors shall have the sole authority to enter into contracts on behalf of the SSSC conditioned upon the following:

a.No member of the Board of Directors shall be in a paid position of or contract with SSSC.

b.Each member of the Board of Directors shall render his/her services solely as a volunteer and shall not receive compensation for his/her service.

c.No member of the Board of Directors may vote on any issue in which he/she has a potential or actual conflict of interest.

8. 5 Removal of Board Members: The following procedure shall be followed:

a.Any member of the Board of Directors may be removed from office failing to comply with his or her duties or engaging in wrongful acts including, but not limited to, for: continued, gross or willful neglect of the duties of the position; failure or refusal to disclose necessary information on matters of organization business; unauthorized expenditures, unauthorized signing of checks, or misuse of organization funds; misrepresentation of the organization and its officers to outside persons or companies; conviction of a felony; and/or a conflict of interest that has not been disclosed in writing to the Board of Directors with prior approval obtained before entering into such relationship or engaging in any such activity.

b.If a member of the Board of Directors is accused of a breach of duty or any wrongful acts, including but not limited to, those described in 8.5(a), the Board of Directors (excluding the accused member) shall send the accused member written notification of the charges via certified or registered mail at least fifteen (15) business days before any final action is taken. The written notification shall also include the time, day and place the Board of Directors will meet to consider the charges, and the accused

Board of Directors (or submit a written statement) in defense of such charges. The Board of Directors shall then vote on the final action. If, before the meeting, the Board of Directors requires further investigation of the charges, the Board of Directors shall form a Disciplinary Committee (see 8.5(d) below) to investigate and issue a report to the Board of Directors.

c. The Board of Directors shall vote on whether to remove the accused Board of Director member from his/her position. The accused Board of Director member shall not have a vote.

d. The Board of Directors has the authority to form a Disciplinary Committee when the need arises. The duties of such Disciplinary Committee shall be those as set forth in the directive from the Board of Directors.

8. 6 Detrimental Conduct: The Board of Directors shall appoint a Disciplinary Committee to investigate any Member, SSSC team, or personnel, including but not limited to, independent contractors whose conduct is found to be detrimental to the best interests of SSSC or to any purpose for which it has been formed. Disciplinary action may include termination from SSSC. The Disciplinary Committee members cannot be involved in the matter that is alleged to constitute detrimental conduct.

ARTICLE 9 SPECIAL CHAIR POSITION(S) AND SPECIAL COMMITTEE(S)

9. 1 Special Chair Positions: The Board of Directors may from time-to-time appoint Members to special "Chair" positions, and if the designated task warrants a committee ("Special Committee"), the Board of Directors may appoint committee members. The number of persons serving on a Special Committee will be dependent on the function and needs to each such committee. The term of service for the Chair and/or members of the Special Committee shall be for the duration of the task. The duties of these committees shall be provided by the instructions given to them by the Board of Directors. The committee members will report to the Chair, and the Chair will report to the Board of Directors. These Chair and Special Committees may be dissolved and/or replaced by the Board of Directors. Members may hold more than one (1) chair position.

ARTICLE 10 PROTESTS AND APPEALS

10. 1 Only violations of these Bylaws, violations of the Rules of Play of CYSA-S, or any league with which SSSC formally associates, or the improper application of the Laws of the Game shall be proper subjects for protests and appeals, and no one associated with youth soccer shall invoke the aid of any state or federal court.

ARTICLE 11 RULES OF ORDER

11. 1 Rules of Order (the most current edition) shall be deemed as adopted and govern at all SSSC Board of Director meetings, unless otherwise agreed to in advance by the participants, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the articles of incorporation, regulations by which SSSC is governed, or any provisions of law.

ARTICLE 12 CHANGES TO BYLAWS

12. 1 Any changes to the Bylaws require a vote by the Members.

12. 2 Either the Board of Directors or any Member may propose changes to the Bylaws. If a Member proposes changes such Member must do so in writing to the Board of Directors.

12. 3 The Board of Directors shall vote on such changes at their next General Board Meeting.

12. 4 If the Board of Directors approves any changes to the Bylaws, such Bylaw changes shall be presented to the Members for a vote. The Secretary shall send an email to all the Members notifying them of the proposed changes as well as the date of the next meeting where the voting will occur.

12. 5 SSSC Rules of Play and regulations may be amended by a majority vote of the Board of Directors at a regularly scheduled General Board Meeting.

ARTICLE 13 DISSOLUTION

13. 1 In the event that SSSC is dissolved, all of the assets remaining after payment of all debts shall be distributed to a nonprofit fund, foundation or nonprofit organization established for the purpose of developing youth soccer.

ARTICLE 14 INDEMNIFICATION

14. 1 To the fullest extent permitted by law, SSSC shall indemnify its "agents," as described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding, " as that term is used in said Section 5238(a) [other than an action by or in the right of SSSC to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust] if such agent acted in good faith and in a manner such agent reasonably believed to be in the best interests of SSSC and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such agent was unlawful. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 14, Section 14.1.

14. 2 To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by SSSC before final disposition of the proceeding upon receipt by SSSC of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by SSSC for those expenses.

14. 3 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified agent under this Article shall apply to such agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified agent.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Finance Administrator of the Sand and Surf Soccer Club, a California nonprofit public benefit corporation, and the above bylaws, consisting of 10 pages, are the bylaws of this corporation as adopted by the Board of Directors on July 23, 2015, and that they have not been amended or modified since that date.

Executed on July 23, 2015, at Manhattan Beach, California.

Toni Schotterhammer, Finance Administrator
(Acting Secretary)