

By-laws of The Heritage Soccer Club, Inc.
A California Nonprofit Public Benefit Corporation

ARTICLE 1: Name and Principal Office

- a. Name: The name of this Corporation is "The Heritage Soccer Club, Inc." (hereafter HSC).
- b. Principal Office: The principal office of HSC shall be at a place located in the City of Pleasant Hill, California, or as designated by the Board of Directors from time to time..

ARTICLE 2: Boundaries and Territories

Boundaries: The physical boundary for the fields and facilities of the HSC shall be primarily the communities of Pleasant Hill and Martinez and surrounding communities. However, any child residing within CYSA North is eligible to play in the HSC programs.

ARTICLE 3: Purpose

- a. Purpose: The purpose of HSC shall be to develop, promote and administer the game of soccer among the youth under the age of 19 without regard to race, creed, or sex.
- b. Nonprofit Standards: No substantial part of the activities of HSC shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and HSC shall not participate or intervene in any political campaign (including publishing or distributing of statements) on behalf of any candidate for public office or for or against any measure submitted to the people for a public referendum.
- c. Tax Exempt Status: HSC is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code (US IRC). Notwithstanding any other provision of these By-laws, HSC shall not carry on any other activities not permitted to be carried on by: (a) a Corporation exempt from Federal Income Tax under the provisions of Section 501(c)(3), US IRC; or, (b) a Corporation, contributions to which are deductible under Section 170(c)(2), US IRC.

ARTICLE 4: Affiliation

- a. Affiliation: The Corporation shall be affiliated with District IV of the California Youth Soccer Association (CYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF).

ARTICLE 5: Authorities

- a. By-laws: HSC shall be governed by these By-laws and the Constitution and By-laws of CYSA, except where superseded by the Constitution of By-laws of USYSA or USSF, or by the authority of the Federal Government and the State of California.
- b. Authority: The governing authority of HSC shall be its Board of Directors, whose powers and

responsibilities are described in these By-laws. All member teams, their players, coaches, parents, and referees shall abide by these By-laws, the Rules of Play, the regulations of HSC as set forth by the Board of Directors, and all applicable rules and regulations of the associations with which HSC is affiliated.

ARTICLE 6: Membership

- a. Eligibility: The parents or guardians of registered HSC players and each Director shall be member of this Corporation and shall be entitled to one (1) vote at General membership meetings, provided that each member pays the membership fee which shall be set by the Board of Directors from time to time, and that the member is at least eighteen years of age. Each family (set of parents and/or guardians) in good standing, and each director shall have one (1) vote.
- b. Dues and Fees: HSC shall charge such dues and other fees for participation in its programs as shall be established by the Board of Directors.

ARTICLE 7: Operation Periods

- a. Fiscal Year: The fiscal year of the HSC is from January 1 through December 31.
- b. Seasonal Year: The membership year is from August 1 through July 31 of the following year.

ARTICLE 8: Selection of Officers and Directors

- a. Election of Directors: An annual meeting of the membership shall be held on the first Monday in November of each year at a time and place designated by the Board of Directors for the purpose of electing those directors whose term of office shall begin the following January 1. Except for the initial term, the term of office shall be for one (1) year, or until his or her successor is installed in office.
- b. Number of Directors: The initial number of directors shall be five (5), which may be increased from time to time as determined by the Board in its discretion. For the initial terms, three (3) directors shall be elected for an initial term of 2 years and two (2) directors shall be elected for one (1) year terms. Thereafter, the Directors shall be elected annually.
- c. Selection of Directors: The election of Directors shall be as directed by the Board of Directors at the Annual General Meeting. Nominations shall be made by the Board as a Committee of the Whole, and in addition nominations may be made or accepted from members in good standing from the floor at the Annual General Meeting.
- d. Director Vacancies: Vacancies on the Board of Directors shall be filled by the Board of Directors during any term of office.
- e. Officers Selected bar the CEO and approved by the Board of Directors: At the first meeting in the fiscal year of the Board of Directors, the following officers as selected by the CEO shall be approved by vote of the elected Directors:

One or more Vice Presidents - Responsible for Special Projects.
Publicity/Sponsorship Coordinator - Responsible for news releases and club publicity, plus sponsor recruitment and fundraising.
Secretary - Responsible for keeping minutes of all meetings.
Treasurer - Responsible for keeping records of Club funds and, together with the CFO, responsible for the Club's Annual Report.
Registrar - Responsible for registration of players.
Field Coordinator - Responsible for coordinating field use with the applicable Park and Recreation Departments, School Districts and others.
Field Maintenance - Responsible for field preparation and maintenance during the season.
Chief Referee - Responsible for referee recruitment, training and clinics.
Referee Scheduler - Responsible for referee assignments for HSC games.
Safety and Insurance Coordinator - Responsible for coordination CYSA insurance coverage for the Club.
District IV Competitive League Liaison -Responsible for representing the club in all CYSA District IV Competitive League issues.
Recreational Club Liaison -Responsible for coordinating with the recreational programs in the Corporation's boundaries, including AYSO programs.
Equipment Coordinator - Responsible for field equipment and acquiring player uniforms.

- f. Officers Selected and Approved by the Board of Directors.
The following described officers are those selected as directors by the elected Board of Directors.
Chief Executive Officer-(CEO) - responsible for day-to-day operations, similar to President of an organization. Reports to the Board of Directors. Responsible for coordinating of the officers of the corporation.
Chief Financial Officer (CFO) - responsible for all financial and reporting activities of the club. Also responsible for developing and overseeing the fundraising activities of the club.
Director of Coaching - Evaluates and develops coaches. Work and coordinate with CEO. Player development. Develops coaching plan for the year. Provides input and approval of player selection per policy and procedures established by the Board of Directors. Approves team tournament schedule. Resource and mentor for coaches.
- g. Officer and Director Compensation: The Board of Directors and officers, other than the Chief Coach, shall not receive any stated salaries for their services. The Director of Coaching shall have a budget approved by the Board of Directors. The Board of Directors can establish compensation for services of the board members or officers only to the extent allowed by law. HSC, as a non-profit Corporation, complies with the prohibition against distributing gains, profits, or other pecuniary benefits to its members. Directors and Officers shall be allowed reasonable reimbursement for expenses incurred in the performance of their duties, but only with the approval of the Board of Directors. Neither the Directors nor the Officers shall be personally liable for the debts, liabilities, or other obligations of HSC.
- h. Notwithstanding the above Article, the corporation shall have authority to compensate coaches, including the Director of Coaching. All compensation shall be approved by the Board of

Directors in writing.

ARTICLE 9: Conduct of Business

- a. Annual General Meeting: HSC shall conduct an Annual General Meeting on or about the first Monday of December each year, or as soon thereafter as may be determined appropriate in the discretion of the Board, with written notice sent in advance to all members and all members of the Board of Directors.
 - (1) The Purpose of the meeting shall be:
 - (a) Election of members of the Board of Directors.
 - (b) By-law amendments, if so indicated in the meeting notice.
 - (c) Any other agenda items approved by the Board.
 - (2) Voting members shall consist of all members present, membership as defined in ARTICLE 6a, MEMBERSHIP, above. Voting by proxy is prohibited.
 - (3) The number of members present at the meeting shall constitute a quorum.
- b1. Persons Authorized to Call: A special meeting of the members for any lawful purpose may be called at any time by the Board or the chairmen of the Board, if any, or by the president, or by 5 percent or more of the members.
- b2. Calling Meetings: A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the Board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with ARTICLE 9 of these by-laws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 10 but no more than 60 days after receipt of the request. If the notice is not given within 10 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
- b3. Proper Business of Special Meeting: No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- c. Board Meetings: Regular meetings of the Board of Directors shall be held each month at a time and place designated by the Board of Directors. Any member of HSC shall have the privilege of adding an item to the agenda for the purpose of debating that issue for a period not to exceed five (5) minutes.
- d. Official Colors: The Board of Directors may establish the official HSC league colors, flag, design and logo type.
- e. Removal of Board Members:

- (1) Absence of an Officer or Director for three (3) consecutive regular meetings may be grounds for removal from office, unless that Director shall have sufficient excuse for the three absences. The Secretary shall direct a written notice to the affect Director(s) within seven (7) days of any second consecutive absence.
 - (2) A Board Member shall be removed from office with a two-thirds vote of the entire Board membership.
- f. Contracts: The Board of Directors shall have the exclusive authority to enter into contracts on behalf of HSC.

ARTICLE 10: Protest and Appeals

The procedure for administration of protests and appeals shall be established by the Board from time to time.

ARTICLE 11: Rules of Order

HSC shall be governed by Robert's Rules of Order at all meetings unless otherwise agreed to by the participants; insofar as such rules are not inconsistent, or in conflict, with the By-laws, rules, and regulations by which HSC is governed.

ARTICLE 12: Changes to these By-laws

These By-laws may be altered, amended, or repealed, and new By-laws may be adopted at a general meeting of the membership of HSC by a majority vote of all members present, providing that notice of the proposed action is mailed to each of the members at least ten (10) days prior to the date of the meeting.

ARTICLE 13: Dissolution

Upon the dissolution and winding up of the activities of the Corporation, and after paying or adequately providing for all the debts and liabilities of this Corporation, the remaining assets, if any, shall be distributed first to the successor corporation or to the Parks and Recreation department of the Cities listed in Article 2, or its related foundation, provided that organization has established its tax exempt status under Section 501(c)(3) US IRC. The property of HSC is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of HSC shall ever inure to the benefit of any Director, Officer, or member of HSC or to the benefit of any private person.

Adopted February 1, 2001