

Bylaws

**Half Moon Bay Sports Club, Incorporated
A California Nonprofit Public Benefit Corporation**

ARTICLE 1

NAME OF CORPORATION

The name of this Corporation is HALF MOON BAY SPORTS CLUB, INCORPORATED

ARTICLE 2

OFFICES

Section 2:1: PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation shall be located in Half Moon Bay, California. The Directors may change the principal office from one location to another, and this section shall be amended accordingly

Section 2:2: OTHER OFFICES

The Board of Directors may at any time establish branch offices, either within or without the State of California in order to advance the proper purposes of the Corporation.

ARTICLE 3

OBJECTIVES AND PURPOSES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable and educational purposes and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate or public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in its Articles of Incorporation. The primary objectives and purpose of this corporation shall include, but shall not be limited to, the instruction and education of individual in the sport of soccer, and shall include any other, charitable and educational activities as

shall be determined by the Board of Directors to be appropriate.

ARTICLE 4

DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefits and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and Operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE 5

DIRECTORS

Section 5:1: POWERS

- (a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- (b) Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:
- (i) Except as otherwise provided herein, select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if Any.
 - (ii) Change the principal executive office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within

or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of seal.

(iv) Borrow- money and incur indebtedness on behalf of the Corporation and cause to be executed

and delivered for the Corporation's purposes, in the Corporate name. promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations, and other securities.

Section 5:2: NUMBER OF DIRECTORS

The authorized number of Directors shall be not less than three (3) nor more than nine (9) as the Board shall determine.

Section5:3: APPOINTMENT AND TERM OF OFFICE OF DIRECTORS

(a) Initial Board: The members of the Board of Directors, as of the initial meeting of the Board shall be those

persons whose names and addresses are attached to these Bylaws as Exhibit A.

(b) Subsequent Appointments: The terms of the initial members of the Board of Directors shall expire with be

annual meeting of the Board in the year indicated in Exhibit A. Upon the expiration of the initial term of

each such initial member and the term of each successor member, his or her successor shall be elected to

a two (2) year term by the majority vote of the remaining member of the Board of Directors whose terms

have not expired.

(c) Directors may serve any number of consecutive terms.

(d) At each annual meeting, the following appointment of Directors as provided in Section 5.3, the Directors

shall elect, from among themselves, a Chair of the board, who shall preside at all meetings of the Board.

Section 5.4: QUALIFICATIONS OF THE BOARD MEMBERS

Any person 18 years of age or older may be nominated or elected to serve as a Director.

Directors

need not be residents of the State of California.

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Section 5 5: VACANIES

(a) Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist

at the occurrence of
any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director

who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under Corporation Code 5231 and following of the California Nonprofit Public Benefit Corporation Law.

(in) The failure of the Board of elect a director to fill the vacancy.

(iv) The increase of the authorized number of Directors.

(c) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be

effective on giving written notice to the Chairman of the Board, the President, or the Secretary, unless the

notice specifies a later time for the resignation to become effective. No Director may resign when the

Corporation would then be left without a duly elected Director or Director in charge of its affairs.

(d) Removal:

(i) Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at any regular meeting, provided notice of that meeting and of the removal question are given as

provided in Section 5.8 (b). Any vacancy caused by the removal of a Director shall be filled as

provided in Section 5.5 (d).

(ii) The following provisions are intended to deal with a situation when Directors do not attend

meetings. Any Director who does not attend three successive Board meetings will automatically be removed from the board without Board resolution unless one of the following

circumstances obtains:

A. The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such a leave is granted, the number of Board members will be reduced by one in determining if a quorum is or is not present.

B. The Director suffers from an illness or disability which prevents him or her from attending

meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).

C. The Board by resolution of the majority of the Board members agrees to reinstate the Director who has missed three meetings.

(e) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled by designation or appointment, pursuant to Section 5.3 (b) or (c), whichever applied to the Director whose seat has been vacated.

Section 5.6; PLACE OF MEETING; MEETING BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of

California, as designated from time to time by resolution of the Board. In the absence of such designation,

regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be

held at a place within or outside of the State of California, as designated in the notice of meeting or, if above

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provisions of this Section 5.6. a regular or special meeting of the Board of Directors may be held at any place

consented to in writing by all Board members, either before or after the meeting. If consents are given, they

shall be filled with the minutes of the meeting. Any meeting, regular or special, may be held by conference

telephone or similar communication equipment so long as all Directors participating in the meeting can hear

one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 5.7: ANNUAL MEETINGS

The Board of Directors shall hold an annual meeting at a time and place designated by the Board of

Directors for purposes of electing officers, designating committees, and transacting regular business. Notice of

these meetings shall be by first-class mail postmarked not less than ten (10) nor more than forty (40) days in

advance thereof, except that any Director may waive notice as provided in Section 5.8 (c).

Unless otherwise

agreed, the annual meeting shall be held on the 18th day of September at the Corporation's principal office.

Section 5.8: SPECIAL MEETINGS

(a) Authority to Call: Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the President, or any two Directors.

(b) Notice: Notice of any special meeting of the Board of Directors shall be given to all Directors either by first class mail at least four (4) days in advance or by notice delivered personally or by telephone or email at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in paragraph (c) below.

(c) Waiver of Notice: The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 5.9: QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is

approved by at least a majority
of the quorum required for meeting.

SECTION 5.10: ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to

another time and place.

SECTION 5.11: NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting

is adjourned for more the twenty-four (24) hours, in which case notice of the time and place shall be given before the

time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be

waived in the same manner as set forth under Section 5.8(c).

SECTION 5.12: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a

meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written

consent shall have the same force and effect as unanimous vote of the Board of Directors.

Such written consent or

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consents shall be filed with the minutes of the proceedings of the Board.

SECTION 5.13: COMPENSATION OF DIRECTORS

Directors and members of the committees may receive reimbursement of expenses as may be

determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be

compensated for services as a Director.

SECTION 5.14: RESTRICTION ON INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time

may be interested persons. An interested person is (a) any person compensated by the Corporation for services

rendered to it within the previous twelve (12) months, whether as a full-time employee,

independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE 6

COMMITTEES

SECTION 6.1: COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies of the Board of Directors or on any committees;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committees of the Board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

SECTION 6.2: MEETING AND ACTION OF COMMITTEES

The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

SECTION 6.3: EXECUTIVE COMMITTEE

Pursuant to Section 6.1, the Board may appoint two (2) or more Directors and the President of the

Corporation to serve as the Executive Committee of the Board, The Executive Committee, unless limited by a resolution

of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of

the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the

authority of the Board in reference to those matters enumerated in Section 6.1.

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ARTICLE 7

OFFICERS

SECTION 7.1: OFFICERS

The Corporation shall have the following officers: President, Secretary, and Treasurer, and such

other officers as the Board may designate by resolution and appoint pursuant to Section 7.3. Officers need not be

Directors. One person may hold two or more offices, except those of President and Secretary, and President and

Treasurer.

SECTION 7.2: ELECTION OF OFFICERS

The President, Secretary and Treasurer of the Corporation shall be chosen by the Board of directors,

and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

SECTION 7.3: SUBORDINATE OFFICERS

The Board of Directors may appoint, and authorize the President or any other Officer to appoint,

any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for

the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the

Board of Directors.

SECTION 7.4: REMOVAL OF OFFICERS

Subject to rights, if any, under any contract of employment, any Officer may be removed with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

SECTION 7.5: RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Board of Directors, the president, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

SECTION 7.6: VACANCIES IN OFFICE

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

SECTION 7.7: RESPONSIBILITIES OF OFFICERS

(a) President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Executive Committee. He shall have such other orders and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President Shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be

responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board,

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(b) Secretary. The Secretary shall attend to the following:

li) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notice, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors the Bylaws.

(c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct books, records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit of Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all financial

transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer may delegate any of the foregoing duties.

(iii) Bond. If required by the Board of Directors, the treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE 8

RECORDS AND REPORTS

SECTION 8.1: MAINTENANCE OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office the original or a copy of the Articles and

Bylaws as amended to date.

SECTION 8.2: MAINTENANCE OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of the proceedings of the Board of Directors and any

committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in

the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written

or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form

capable of being converted into written, typed, or printed form.

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SECTION 8.3: INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and

documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This

inspection by a Director may be made in person or by an agent or attorney, and the right of

inspection includes the right to copy and make extracts of documents.

SECTION 8.4: ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The Corporation shall prepare and mail or deliver to each Director an annual statement of the amount

and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) involving more than \$50,000 in which the Corporation, its parent or its subsidiary was a party, and in which any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest) had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregate more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Article 10 hereof, unless such indemnification has already been approved pursuant to Section 10.1.

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ARTICLE 9

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

SECTION 9.1: CONTRACTS WITH DIRECTORS AND OFFICERS

(A) No Director or Officer of the Corporation, nor any other corporation, firm, association, or other entity in which one or more of the Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting

the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(B) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it, (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

SECTION 9.2: LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonable anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 10

INDEMNIFICATION OF DIRECTORS AND OFFICERS SECTION 10.1: RIGHT TO INDEMNIFICATION

This Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer,

employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

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In determining whether Indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard or conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of directors who are not parties to the proceeding. If the number of directors who are not parties to the proceeding is less than two thirds of the total number of directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 10.2: INSURANCE

This Corporation shall have the power to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 10.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation, for any self-dealing transactions, as described in

Section 5235 of the California
Nonprofit Public Benefit Corporation Law.

ARTICLE 11
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

ARTICLE 12
AMENDMENTS

Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors.

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ARTICLE 13
MEMBERS

This Corporation shall have no members within the meaning of the California Nonprofit Public Benefit Corporation Law. The Board of Directors may, however, establish one or more classes of nonvoting members with such privileges and obligations it deems appropriate.

ARTICLE 14
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, ending on December 31.

ARTICLE 15
AFFILIATION WITH CYSA

Unless the Board determines not to affiliate with the California Youth Soccer Association (CYSA), under the Constitution and Bylaws of CYSA shall govern the operation and organization of the teams registered with this Corporation. The corporate governance provisions of these Bylaws shall prevail in any

instance where there is a conflicting provision in the CYSA Bylaws and Constitution. In the event that the Corporation terminates its affiliation with CYSA, the Board shall develop rules and regulations for the team organization and play.