

**Amended and Restated**  
**BYLAWS OF**  
**Ebbetts Pass Youth Soccer League**

*A California Nonprofit Public Benefit Corporation*  
Adopted March 25, 2026

## **ARTICLE I — NAME AND PRINCIPAL OFFICE**

### **Section 1.1 Name**

The name of this corporation is Ebbetts Pass Youth Soccer League ("EPYSL" or "the League").

### **Section 1.2 Principal Office**

The League's principal office is located in Calaveras County, California. The Board of Directors may change the principal office location by resolution.

## **ARTICLE II — PURPOSE**

EPYSL is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under California Nonprofit Corporation Law for charitable purposes.

## **ARTICLE III — MEMBERSHIP**

The League does not have any voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. Management of the League is vested in the Board of Directors as provided in these Bylaws.

## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section 4.1 Powers**

Subject to the provisions of California law and these Bylaws, the Board of Directors (the "Board") has full authority over the affairs of the League. The Board may delegate operational authority to any person or committee as provided in Article VII.

### **Section 4.2 Number of Directors**

The Board will consist of between seven and 17 Directors, the exact authorized number to be determined, within these limits, by the Board.

### **Section 4.3 Election and Terms**

Directors are elected at each Annual Meeting of the Board for a one-year term. Each Director holds office until the end of a term, which expires at the close of the next Annual Meeting, or until that

Director's earlier resignation or removal. Directors may be reelected to successive terms, without limitations.

#### **Section 4.5 Vacancies**

When the Board chooses, a vacancy in a Director position will be filled by a majority vote of the Board.

#### **Section 4.6 Removal**

A Director may be removed, with or without cause, by a majority vote of the Directors.

#### **Section 4.7 Non-liability of Directors**

A Director is not personally liable for the debts, liabilities, or other obligations of EPYSL.

#### **Section 4.8 Compensation**

Directors serve without compensation. The Board may authorize reimbursement of reasonable out-of-pocket expenses incurred in the performance of Board duties.

### **ARTICLE V — MEETINGS OF THE BOARD**

#### **Section 5.1 Types and Frequency of Meetings**

##### **a) Annual Meetings**

The Board will hold an annual meeting after the conclusion of the winter soccer season. At the annual meeting, the Board will elect Directors, elect Officers, and conduct any other business properly brought before the Board.

##### **b) Regular Meetings**

The Board will hold regular meetings at least twice a year.

##### **c) Special Meetings**

Special meetings of the Board may be called at any time by the President or by a majority of the Directors.

#### **Section 5.2. Notice of Meetings**

Notice of the time and place of all regular and special meetings must be given to each Director by email or text at least two days before the time set for the meeting. Notice of the time and place of all annual meetings must be given to Directors at least two weeks before the meeting.

#### **Section 5.3. Meetings by Telephone, Video, or Similar Communication Method**

Any meeting may be held by telephone, video, or other communication method permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another.

## **Section 5.4 Quorum**

A majority of Directors then in office constitutes a quorum for the transaction of Board business. A quorum is established at the start of a meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting.

## **Section 5.5 Board Action**

### **a) Action with a Meeting**

Any decision of the Board must be approved by a vote of either (a) a majority of the Directors required to establish a quorum for the meeting, or (b) a majority of the Directors present at the meeting at the time of the vote, whichever number is greater. Such approval constitutes an act of the Board, unless a greater number of votes is required by the California Nonprofit Corporation Law or by these bylaws.

### **b) Action Without a Meeting**

The Board may take action without a meeting if all Directors consent in writing (including by email) to the action. Written consents will be filed with the minutes of Board proceedings.

## **ARTICLE VI — OFFICERS**

### **Section 6.1 Officers**

The Officers of EPYSL include, at a minimum, the President, Vice President, Secretary, Treasurer, and Director of Coaching. These Officers must be selected from among the Directors. The Board may designate additional Officers with such duties, powers, titles, and privileges as the Board may fix. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

### **Section 6.2 Election and Terms**

Officers will be elected by the Board at the annual meeting of the Board. Each Officer will serve a one-year term and may be re-elected without limitation.

### **Section 6.3 Removal and Resignation**

Any Officer may be removed by a majority vote of the full Board, with or without cause. Any Officer may resign by delivering written notice to the Board. Removal or resignation as an Officer does not automatically constitute removal or resignation as a Director.

### **Section 6.4 Responsibilities of Officers**

#### **a) President**

The President, subject to the control of the Board, supervises, directs, and controls the business of the League and the activities of the Directors and any employees that report directly to the Board. The President also ensures all required notices are provided and presides at meetings of the Board. Should the President not be available to perform particular duties, the President may delegate those duties or the Board may appoint someone to fulfill those duties.

### **b) Vice President**

The Vice President, if that position is filled by the Board, assists the President and perform the duties of the President in the President's absence or incapacity. The Vice President may be assigned oversight of specific League programs or functions by the Executive Committee or Board.

### **c) Secretary**

The Secretary keeps minutes of all meetings of the Board and Executive Committee, maintains the official records of the League, provides required notices of meetings, and performs such other duties as may be assigned.

### **d) Treasurer**

The Treasurer maintains all League funds and financial records, maintains accurate financial records, presents financial reports at each Board meeting, assists in preparation of the annual budget, and ensures compliance with applicable tax filing requirements.

### **e) Director of Coaching**

The Director of Coaching works with the Recreational Committee and the Competitive Committee to develop the programs and form team rosters; selects, mentors, and trains coaches; advises the Board on matters relating to player development, coach performance, and program quality; and represents EPYSL at regional league meetings. ‘

## **Section 6.5. Required Certifications and Trainings**

All Officers will obtain any required licenses and certifications.

# **ARTICLE VII — COMMITTEES**

## **Section 7.1 Executive Committee**

### **a) Composition**

The Executive Committee consists of all Officers. All members of the Executive Committee must also be Directors.

### **b) Delegated Authority**

Between meetings of the Board, the Executive Committee is authorized to act on behalf of the Board on the following operational matters:

- 1) managing the seasonal operating budget within parameters approved by the Board;
- 2) appointing, supervising, and terminating league staff or volunteers;
- 3) enrolling and managing player and team registrations;
- 4) delegating duties to Board members or non-members where these bylaws and California law permit;
- 5) administering and enforcing league rules, codes of conduct, and disciplinary procedures; and
- 6) taking any other action necessary for the day-to-day administration of the League not reserved to the Board.

### **c) Matters Reserved to the Full Board**

Notwithstanding Section 7.1.b., the following matters are expressly reserved to the full Board and may not be delegated to or decided by the Executive Committee:

- 1) electing, appointing, or removing Directors or Officers;
- 2) amending or restating the Articles of Incorporation or these Bylaws;
- 3) approving the annual budget or any material deviation therefrom;
- 4) entering into contracts;
- 5) approving loans or encumbrances of League assets;
- 6) dissolving or merging the League;
- 7) approving any EPYSL rules or policies; and
- 8) any other matter required by California law to be approved by the Board of Directors.

### **d) Meetings of the Executive Committee**

The Executive Committee will meet at least monthly during the league season, and as otherwise needed. Meetings may be held in person or by any electronic means permitting simultaneous communication. A majority of the Executive Committee members constitutes a quorum. Decisions require the affirmative vote of a majority of members present at a meeting at which a quorum exists.

### **e) Board Oversight**

The Board may review, modify, or reverse any action taken by the Executive Committee, except where such reversal would impair the rights of a third party who relied on the Executive Committee's action in good faith. The Board may also expand, restrict, or revoke the Executive Committee's delegated authority at any time by resolution.

## **Section 7.2 Recreational League Committee**

### **a) Composition**

The Recreational League Committee will be headed by a chair who must be a Board Member and will be selected by the Board. The Committee will also consist of the Director of Coaching and anyone else recommended by the Chair and approved by the Executive Committee. Appointees to the committee need not be members of the Board.

### **b) Responsibilities**

The Recreational League Committee will oversee all aspects of the EPYSL Recreational League, including but not limited to team formation, coaching appointments, and game and tournament scheduling. The Committee will make recommendations to the Board on matters within its scope and will have such decision-making authority as the Board may delegate by resolution.

## **Section 7.3 Competitive Club Committee**

### **a) Composition**

The Competitive Club Committee will be headed by a chair who must be a Board Member and will be selected by the Board. The Committee will also consist of the Director of Coaching and anyone else recommended by the Chair and approved by the Executive Committee. Appointees to the committee need not be members of the Board.

## **b) Responsibilities**

The Competitive Club Committee will oversee all aspects of the EPYSL Competitive Club, including but not limited to team formation, coaching appointments, and game and tournament scheduling. The Committee will make recommendations to the Board on matters within its scope and will have such decision-making authority as the Board may delegate by resolution.

## **Section 7.4 Notice, Action, and Reporting of Committees**

Unless otherwise prescribed by the Board, Board Committee meetings must be noticed and conducted as meetings of the full Board are noticed and conducted, with quorum and action requirements modified to replace Board members with committee members. Board Committees must record and submit to the Secretary minutes of each committee meeting. A committee may satisfy the requirement to record and submit minutes by reporting the proceedings of a meeting at the following Board.

## **Section 7.5 Ad Hoc Committees**

The President may at any time appoint one or more ad hoc advisory committees to perform certain tasks. An Ad Hoc Committee must be chaired by a Director and may have other members who are not Directors. An Ad Hoc Committee will disband when it has completed its task. An Ad Hoc Committee will be advisory in nature and not be subject to the legal requirements of a Board Committee.

# **ARTICLE VIII — CONFLICT OF INTEREST**

## **Section 8.1 Policy**

All Directors and Officers are required to act in the best interests of the League. When a Director or Officer has a personal, financial, or familial interest in a matter before the Board or Executive Committee, that person must:

- (a) promptly disclose the nature of the interest to the body considering the matter;
- (b) refrain from participating in deliberations and voting on the matter; and
- (c) leave the room during such deliberations and voting if requested.

## **Section 8.2 Recusal of Coaches**

A Director or Officer who serves as a coach, or whose immediate family member is enrolled as a player, shall recuse from any vote or decision that would directly benefit that coach's own team or family member over others, including but not limited to scheduling, division placement, and disciplinary matters.

# **ARTICLE IX — INDEMNIFICATION**

## **Section 9.1. Indemnity in Third-Party Proceedings**

EPYSL must indemnify any person who is or was a Director, Officer, coach, employee, or other agent of the corporation ("agent") when the agent is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative proceeding ("proceeding") by reason of the fact that the agent is or was a Director, Officer, coach, employee, or other agent of EPYSL. EPYSL must indemnify an agent against expenses (including, without limitation, attorneys' fees, judgments, fines, settlements, and other amounts actually and reasonably incurred by an agent in connection

with the proceeding (“Costs”) if an agent acted in good faith and in a manner the agent reasonably believed to be in the best interests of EPYSL, or, in the case of any criminal proceeding, had no reasonable cause to believe the agent’s conduct was unlawful.

## **Section 9.2 Indemnity in proceedings by EPYSL**

EPYSL must indemnify an agent if an agent is a party or is threatened to be made a party to any proceeding by EPYSL to procure a judgment in its favor by reason of the fact that the agent is or was a Director, Officer, employee, or other agent of EPYSL, but only if the agent acted in good faith and in a manner the agent believed to be in the best interests of EPYSL.

## **Section 9.3. Exceptions**

EPYSL will not indemnify an agent in the following circumstances:

- a) in a proceeding (or any part of a proceeding, including, but not limited to, cross-claims by EPYSL) initiated by that agent;
- b) when an agent has acted in bad faith and in a manner the agent could not have reasonably believed to have been in the best interests of EPYSL;
- c) in the case of a criminal proceeding, when an agent had reasonable cause to believe the agent’s conduct was unlawful;
- d) when an agent has been adjudged to be liable to EPYSL in the performance of an agent’s duty to EPYSL, unless, and only to the extent that, a court determines that an agent is entitled to indemnity;
- e) when payment has actually been made on behalf of an agent under any insurance policy, except with respect to any excess beyond the amount paid;
- f) for any settlement of a proceeding (or any part thereof) that the agent entered without EPYSL’s prior written consent (which may not be unreasonably withheld);
- g) if otherwise prohibited by law.

## **Section 9.4. Required Determinations**

Any indemnification must be authorized by:

- a) a majority vote of a quorum of Directors who are not party to a proceeding after a finding that indemnification is permitted under these Bylaws; or
- b) the court in which a proceeding is pending.

## **Section 9.5. Insurance**

EPYSL must purchase and maintain insurance to provide indemnification coverage as defined in these Bylaws.

## **Section 9.6. Advancement of Expenses**

When the Board authorizes indemnification for an agent, expenses incurred by the agent must be advanced by EPYSL without security by the agent prior to the final disposition of a proceeding unless and until the Board makes a determination that an agent acted in bad faith and in a manner the agent could not have reasonably believed to have been in the best interests of EPYSL or, in the case of a criminal proceeding, that an agent did not have reasonable cause to believe the agent’s conduct was unlawful. An agent must be required to repay any expenses if the agent is later determined not to be entitled to indemnification.

## **ARTICLE X — FISCAL MATTERS**

### **Section 10.1 Fiscal Year**

The fiscal year of the League will be determined by the Board.

### **Section 10.2 Annual Budget**

The Treasurer, in consultation with the Executive Committee, will prepare a proposed annual budget for Board approval at or before the start of each fiscal year. The Executive Committee may authorize expenditures within the approved budget without further Board approval.

### **Section 10.3 Execution of Instruments**

The Board, except as otherwise provided in these Bylaws, may authorize any Officer or agent of EPYSL to enter any contract or execute any instrument on behalf of EPYSL. Such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee has any power or authority to bind EPYSL by any contract or engagement or to render it liable monetarily for any purpose or in any amount.

### **Section 10.4 Checks and Notes**

The Board will adopt and follow a procedure for issuing or approving checks, electronic transfers, credit card charges, and any other orders for the payment of money.

### **Section 10.5 Financial Records**

The League will maintain accurate books of account. Financial statements will be made available to any Director upon request.

## **ARTICLE XI — AMENDMENTS**

These Bylaws may be amended or repealed, and new bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at any duly noticed meeting of the Board, provided that the proposed amendment has been described in the notice of the meeting. The Executive Committee has no authority to amend these Bylaws.

## **ARTICLE XII — MISCELLANEOUS**

### **Section 12.1 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law governs the construction of these Bylaws.

### **Section 12.2 Severability**

If any provision of these Bylaws is found to be invalid or unenforceable, that provision will be severed and the remainder of these Bylaws shall continue in full force and effect.



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## CERTIFICATE OF ADOPTION

I certify that the foregoing are the Bylaws of the Ebbetts Pass Youth Soccer League, as adopted by the Board of Directors on the date stated above.



Date: April 27, 2026

Secretary

Ebbetts Pass Youth Soccer League