

BY-LAWS OF VISTA SOCCER CLUB

A California Non-Profit Corporation

ARTICLE I - AFFILIATIONS

The VISTA SOCCER CLUB shall be affiliated with the California Youth Soccer Association-South (CYSA-S), United States Youth Soccer Association (USYSA), United States Soccer Federation (USSF), and International Federation of Football Association (FIFA). It shall also affiliate with such CYSA-S leagues and/or clubs as the Board of Directors may from time to time determine.

ARTICLE II - OFFICES

The principal office of the corporation for its transaction of business shall be at such place as determined from time to time by the Board of Directors. The designation of a principal, or change thereof by the Board of Directors shall be appended to these by-laws by the Secretary, but shall not be considered an amendment of these by-laws. In the absence of a designation of the principal office of the corporation by an incumbent Board of Directors, the residence address of the Presidents shall be deemed the principal office of the corporation.

ARTICLE III - MEMBERS

SECTION 1 Classification of Members

The corporation shall have one class of members only, and each member shall have equal voting and other rights.

SECTION 2 Eligibility for and Admission to Membership

The following persons shall be deemed automatic members in the VISTA SOCCER CLUB: parents of registered players, coaches, assistant coaches, directors, offices, committee members, and players ages 15 and older (during the current calendar year), for the preceding or current soccer year. 11/16

SECTION 3 Assessments

Membership shall be nonassessable.

SECTION 4 Members

There shall be no limit on the number of members the corporation may admit.

SECTION 5 Membership Directory 11/16

The corporation shall keep in any form capable of being converted into written form a membership book containing the name and address of each member. The directory shall also contain fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the corporation or such other place as the Board of Directors shall designate and it shall be subject to the rights of inspection as hereinafter set forth. The directory shall be presented by the Registrar at the Annual General Meeting and will become a part of the Annual General Meeting Minutes. 11/16

SECTION 6 Nonliability of Members

A member of the corporation shall not solely because of membership, be personally liable for the debts, obligation, or liabilities of the corporation.

SECTION 7 Termination of Membership

Death, resignation, or relocation outside San Diego County automatically terminates a person's membership in the corporation.

SECTION 8 Termination by the Board of Directors

Membership in the corporation may be terminated by the Board of Directors, as set forth in the Sections 3.09 to 3.13 below.

SECTION 9 Disciplinary Procedures

All members of the corporation are subject to and shall abide by these by-laws, the Rules and Regulations of VISTA SOCCER CLUB, as promulgated from time to time by the Board of Directors, and the rules and procedures of CYSAS-S.

SECTION 10 Detrimental Conduct

The Board of Directors may discipline a member whose conduct is found to be detrimental to the best interest of the corporation or to any purpose for which it has been formed.

SECTION 11 Fair Hearing

Members subject to discipline shall be entitled to a fair hearing upon proper notice and an opportunity to be heard and to present evidence before a disciplinary committee. The President shall designate a Director who shall serve as President of the Committee and preside over the hearing. 12/11

SECTION 12 Duties of Hearing President 12/11

During the hearing, the President shall perform the following duties:

1. Read the charges against the subject member;
2. Require that the charges be verified by the testimony of the person or persons making them;
3. Hear any other witnesses against the subject member;

4. Allow the subject member to cross-examine each witness following the testimony of that witness;
5. Allow the subject member to make a statement in his or her own behalf;
6. Allow the subject member to call witnesses in her or her own behalf;
7. Allow the members of the committee to question the witnesses after the subject member has questioned them.

The committee shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that a proposed termination or membership not take place. The recommendations of the committee for discipline shall be presented to the Board of Directors for final determination. The disciplinary hearing shall otherwise comply with the provisions of Section 5341 of the Corporations Code of the Sate of California.

SECTION 13 Imposition of Discipline

Discipline which may be imposed includes, but is not limited to, termination of membership, removal from office, suspension, and probation.

ARTCILE IV - MEETINGS OF MEMBERS

SECTION 1 Annual General Meeting

The Annual General Meeting of members shall be held on the second Tuesday of November of each year at a place and time to be publicized at least two weeks in advance on the corporation's website as well as electronic mailing to the complete current membership.3/03 and 11/16

SECTION 2 Order of Business

The order in which business normally shall be conducted during each Annual General Meeting of members shall be as follows:

1. Call to order
2. Minutes of previous Annual General Meeting
3. Reports
 - a. President
 - b. Treasurer
 - c. Registrar
 - d. Director of Coaching
4. Old Business
5. Proposals for amendments to the Articles of Incorporation, by-laws, and/or Rules and Regulations
6. New business
7. Good of the game and general comments from members
8. Adjournment

3/03 and 11/16

SECTION 3 Special Meetings

The Board of Directors may call special meetings of the members for any purpose at any time. Notice of the time and place shall be given in the same manner as for the Annual General Meeting.

SECTION 4 Quorum

The quorum at any meeting of members shall consist of a majority of the members present and entitled to vote.

SECTION 5 Voting of Membership

Each member is entitled to one vote on each matter submitted to a vote of the members. There shall be no voting by proxy.

SECTION 6 Conduct of Meetings

In the absence of the President, a Director designated by the Board of Directors shall preside at meetings of members. The Secretary of the corporation shall act as Secretary at all meetings of members. Robert's Rules of Order shall govern meetings of members. 11/16

SECTION 7 Election of Directors

The Annual Election of Directors shall be held on the second Tuesday of October each year at a place and time to be publicized at least two weeks in advance on the corporation's website as well as electronic mailing to the complete current membership. 11/16

ARTICLE V - DIRECTORS

SECTION 1 Number

As per Article IV of the Articles of Incorporation, shall have not less than six and no more than ten Directors. 12/11

SECTION 2 Election and Qualification 12/11 and 11/16

1. Officers shall be elected at the 2nd Tuesday of October by voting official members;
2. The President, Secretary, and Director of Competitive shall serve for a period of two years and can be re-elected for a maximum of three terms and will be elected on EVEN calendar years;
3. The Vice-President, Treasurer, and Director of Recreation Coaches shall serve for a period of two years and can be re-elected for a maximum of two terms and they shall be elected on ODD calendar years;
4. The Registrar shall be appointed by the Board of Directors and shall have no limit of service;
5. Vacancies will be filled by appointment by the President and affirmed by a majority vote of the Board of Directors;
6. Elected officers may be removed from office for cause by a unanimous vote of the remaining Board members.
7. No more than one member per family shall be allowed to serve in a voting position (officer or director).

The term of office shall commence January 1st following the Annual General Meeting. Nominations for Directors may be made by recommendation of a committee or from an active member of the club which is duly seconded. Any person wishing to be elected President or Treasurer of the VISTA SOCCER CLUB must have been a member of the Board of Directors for at least one year during the three preceding years. 5/98

SECTION 3 Officers as Board Members

At the election of the Board of Directors, one Directorship shall be designated to be each of the following positions and the person elected to the respective Directorship shall automatically serve as the official so designated: President, Vice-President, Secretary, Treasurer, Director of Recreation Coaches, and Director of Competitive. 11/16

SECTION 4 COMPENSATION

The Directors shall serve without compensation. Compensation shall include, but not be limited to, scholarships and discounted registration fees. 11/16

SECTION 5 Vacancies

Vacancies in the authorized number of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until the successor is elected on the 2nd Tuesday of October's general election of members of this corporation or at a special meeting called for that purpose. A vacancy or vacancies shall be deemed to exist in the case of a death, resignation, removal, or disqualification or any Director, or in the case an authorized directorship is not filled at the Annual General Meeting of members. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation shall become effective. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office. 12/11

SECTION 6 FIRST MEETING

The first meeting of the Board of Directors shall be held the second Tuesday of January of the following year. 3/03

SECTION 7 Regular Meetings

The Board of Directors shall hold open, regular, monthly meetings on the second Tuesday of each month at 337 Olive Avenue, Vista, CA. 3/03

SECTION 8 Order of Business - Monthly Meetings

The order in which business shall normally be conducted during each monthly Board of Directors meeting shall be as follows:

1. Call to order
2. Introduction of visitors

3. Comments from members
4. Minutes of the previous meeting
5. Agenda
 - a. Addition or deletion of agenda items
 - b. Determination of the priorities of agenda items
6. Reports from Officers
7. Old Business
8. New Business
9. Adjournment

SECTION 9 Special Meetings and Notices of Changes

Special meetings of the Board of Directors may be called by the President or, in his or her absence, by the Vice-President, or in their absence, by any two Directors. Special meetings shall be held on four days' notice by electronic mail, postage prepaid or on forty-eight (48) hours notice delivered personally or by telephone. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings. 11/16

SECTION 10 Minutes of Meetings

The Secretary shall, within two weeks after each meeting, post minutes on VISTA SOCCER CLUB's project management system, on the corporation's website and file a hard copy at the VISTA SOCCER CLUB's place of business. 12/11 and 11/16

SECTION 11 Change of Regular Meeting

Changed in the time and place of the regular monthly meeting may be made in the same manner as special meetings.

SECTION 12 Quorum

A majority of the Board of Directors present in person at a meeting shall constitute a quorum, which, in all cases must exceed two in number. A quorum as so defined is required for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by Section 5.05 of these by-laws. If, however, such a quorum shall not be present at any meeting of the Board of Directors, the Board members present and entitled to vote there at, shall have the power to adjourn the meeting from time to time until the requisite amount of Board members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 13 Resignation Consideration

The Board of Directors will consider the resignation of any Board member absent from three consecutive Board meetings without a valid excuse. Any director may resign effective upon giving

written notice to the President, the Secretary or the Board of Directors. The resignation shall be effective immediately and does not require acceptance by the Board of Directors. 11/16

ARTICLE VI - OFFICERS

SECTION 1 NUMBER AND TITLES

The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer (chief Financial Officer). The positions of President and Treasurer may not be held by the same person. The corporation may also have, at the discretion of the Board of Directors, such other officers may be appointed in accordance with the provisions of the following Section.

SECTION 2 Appointment of Other Officers

The Board of Directors may appoint such other officers, as the business of the corporation may require, each of whom shall hold a designated office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine, or the Rules and Regulations may provide. Any subordinate officer shall serve at the pleasure of the Board of Directors.

SECTION 3 President 12/11

The President shall:

1. Be the Chief Executive Officer of the Club;
2. Subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Club;
3. Preside at all meetings of the members of the Club and at all meetings of the Board of Directors;
4. Be an ex-officio member of all committees of the Club;
5. Appoint special ad hoc committees as necessary subject to confirmation by the Board of Directors;
6. Promote the best interests of the Club and its members.

SECTION 4 Vice-President 12/11

The Vice-President shall

1. In the absence or disability of the President, perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President;
2. Have such powers and perform such other duties as, from time to time, may be prescribed for the Vice-President by the Board of Directors or by the by-laws.

SECTION 5 Secretary 12/11

The Secretary shall:

1. Keep or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order of all meetings of the Board of the Directors and members of the

Club, with the time and place of holding, whether regular or special, and if special, how authorized and notice thereof given, and the name of those present at the Board of Directors' meeting and proceedings thereof;

2. Give or cause to be given, notice of all meetings of the members of the Club and the Board of Directors required by the by-laws or by law to be given;
3. Prepare or cause to be prepared the agenda for all meetings of the Board of Directors or the Club;
4. Prepare or cause to be prepared such communications on behalf of the Club as the Board of Directors may direct;
5. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.

SECTION 6 Treasurer 12/11

The Treasurer shall:

1. Be responsible for all monies of the Club, reporting receipts and expenditures, and for payment and receipt of Club funds in a manner as authorized by the Board of Directors;
2. Co-sign for all disbursements made in the name of the Club unless unable and delegated to the President and Vice President;
3. Deposit or cause the deposit of all monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board of Directors;
4. Present a monthly financial statement of the Club at the regular meetings of the Board of Directors or when otherwise requested by the Board of Directors and present an annual financial statement of the Club at the annual meeting of the members of the Club;
5. Be responsible for preparation, review, and continuous monitoring of the Club budget;
6. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.

SECTION 7 Registrar 12/11

The Registrar shall:

1. Be a paid, non-voting, appointed position;
2. Be responsible for player registration prior to each season of Club play;
3. Be responsible for determining and maintaining eligibility of all players, coaches, and administrators;
4. Be responsible for maintaining a roster of all players, trainers, coaches, managers, and administrators of the Club;
5. Be responsible for preparing or causing the preparation and submission of all team, player, trainer, coach, manager, and administrator forms, applications, and rosters to appropriate gaming leagues, organizations and associations;
6. Submit a report on the status of registration fees collected and owed to the Club;
7. Be responsible for the scholarship program in the Club;
8. Be responsible for the risk management program in the Club;
9. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.
10. Provide a Membership Directory at the Annual General Meeting.

SECTION 8 Director of Recreation Coaches 12/11 and 11/16

The Director of Recreation Coaches shall:

1. Oversee the activities of any coaches or trainers of the Club and providing services to the recreational soccer program;
2. Coordinate the Club's overall soccer operations with the Director of Competitive;
3. Oversee training and educational activities for recreation players and coaches;
4. Preside at all meetings of the recreational cadre;
5. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws

SECTION 9 Director of Recreation 12/11

The Director of Recreation shall:

1. Oversee and coordinate the operations and activities of the Club's recreational soccer program;
2. Represent the Club at meetings of gaming leagues in which recreational teams of the Club participate;
3. Coordinate Junior Referee program;
4. Coordinate trophy committee for the recreational soccer program;
5. Coordinate all field coordinators for the recreational soccer program;
6. Coordinate opening day ceremonies;
7. Coordinate playoff and all-star tournaments for the recreational soccer program;
8. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.

SECTION 10 Director of Competitive 12/11 and 11/16

The Director of Competitive shall:

1. Oversee and coordinate the operations and activities of the Club's competitive soccer program;
2. Oversee the activities of any professional coaches or trainers retained by the Club and providing services to the Club's competitive soccer program;
3. Represent the Club at meetings of gaming leagues in which competitive teams of the Club participate;
4. Oversee and coordinate tryouts for the Club's competitive soccer teams;
5. Coordinate the Club's overall soccer operations with the Director of Recreation;
6. Oversee training and educational activities for competitive players, trainers and coaches;
7. Preside at meetings of the competitive cadre;
8. Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.

SECTION 11 Director of Fundraising 12/11 and 11/16

The Director of Fundraising shall:

1. Direct and lead all fundraising initiatives, including: solicit sponsorships and donations, maintain database of donations and contacts, develop plans and strategies for fundraising;
2. Plan and oversee the club's fundraising events;
3. Develop sponsorship plans for the club, recreational and competitive teams;
4. Oversee all fundraising events held by recreational and competitive teams.
- 5.

SECTION 12 Director of Communications 12/11 and 11/16

The Director of Communications shall:

1. Develop and maintain Club website and optimize web presence and drive traffic to site;
2. Maintain domain and web site hosting accounts;
3. Update website on a weekly basis, posting relevant information;
4. Oversee production of the monthly electronic newsletter. Identify potential news stories by establishing and maintaining regular contact with key Vista board members, coaches, and team managers;
5. Design, implement, and oversee the marketing and communication strategy for the Club,, to include social media;
6. Promote the reputation of the Club in the community;
7. Oversee all internal and external communications for the Club.
- 8.

SECTION 13 Director of Assignments 12/11

The Director of Assignments shall:

1. Be responsible for all assignments;
2. Be responsible for all game schedules;
3. Coordinate recreation playoff and all-star selection nights.

SECTION 14 Director of Special Events and Merchandising 11/16

1. Oversee club events;
2. Oversee the concession stand at the Vista Sports Park (fall season only) and concession stands at other fields;
3. Order and manage merchandise. Keep an itemized inventory and sales report. Have products for sale at all concession stands;
4. Develop new avenues to generate club income with merchandising.

ARTICLE VII - CORPORATION RECORDS AND REPORTS

SECTION 1 Maintenance of Records

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. 3/03

SECTION 2 Inspection of By-Laws

The original or a copy of these by-laws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the corporation, as provided in the Corporation Code of California.

SECTION 3 Endorsement

All checks, drafts or other orders of payments, notes, or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by the Board of Directors. All persons having authority to sign checks shall be bonded in an amount to be determined by the Board of Directors.

11/16

SECTION 4 Authorization of Authority

The Board of Directors, except as in the by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no agent officer or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose of to any amount.

SECTION 5 Annual Report

The Board of Directors shall cause an annual report to be prepared and appended to the minutes of a Board Meeting not later than ninety (90) days after the close of the corporation's fiscal year. The report shall contain all information required by Section 6321(a) of the California Corporations Code and shall be accompanied by any report of independent accountants, or if there is not such report, a certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. The annual report shall be furnished to all Directors and shall become a permanent part of the records of this corporation. At each Annual General Members Meeting, the members present shall be notified of their right to receive a copy of the annual report.

SECTION 6 Corporate Seal

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation and the date of its incorporation.

ARTICLE VIII - AMENDMENT TO BY-LAWS

SECTION 1

The by-laws may be amended or repealed at the Annual General Meeting of the members or at any other meeting of the members called for that purpose, by a two-thirds vote of the members present.

Proposed additions or amendments to the by-laws (including those to rescind or repeal) must be submitted in writing to the Secretary of the Corporation, at least 30 days prior to the Annual General

Meeting, or any other official meeting of the members. The Secretary shall immediately post the proposal(s) on the Corporation's website as a means of providing notice to all members. Only those proposals properly and timely submitted to the Secretary may be brought before the membership for vote. 9/03

SECTION 2

Subject to the right of the members to amend or repeal the by-laws, the Board of Directors may adopt, amend, or repeal any of these by-laws, other than a by-law changing the authorized number of Directors or changing the required notice of meeting by a vote of two-thirds of the Directors present at two consecutive meetings. The right of the Board of Directors to amend or repeal these by-laws shall be subject to the restrictions of Sections 5150(a), 5151(b), 5613(3), and 5150(b) of the Corporations Code of California.

ARTICLE IX - ADDITIONAL RULES AND PROCEDURES

SECTION 1

Coaches and players from our Recreational Program, who wish to participate in any tournament not sponsored by the VISTA SOCCER CLUB, must first obtain permission from the VSC Board of Directors.
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