

**AMENDED BY LAWS OF  
SACRAMENTO UNITED SOCCER CLUB, INC.**

A California Nonprofit Public Benefit Corporation

ARTICLE I

**RECITALS AND DEFINITIONS**

Section 1. Name of Corporation. The corporation shall be known as Sacramento United Soccer Club, Inc. and shall be referred to herein as "Corporation."

Section 2. Corporation is Nonprofit. This Corporation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation.

Section 3. Specific Purpose. The specific and primary purpose/goal of this Corporation is to:

(a) Develop, administer and promote an organized competitive program for players, coaches, and their families and friends; (b) Provide the best soccer experience available, with an emphasis on promoting players' desire to develop their skills to the highest possible level and to maintain their love of soccer, so that they may successfully compete in high school, college and throughout their lives; and (c) Provide a soccer program which stresses teamwork, sportsmanship, and skills within a competitive atmosphere.

Section 4. Distribution of Assets. This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, a prorated portion of its assets attributable to dues and remaining after payment of or provision for payment of all debts and liabilities of this Corporation shall be distributed to its members, and the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501 (c) of the Internal Revenue Code.

## ARTICLE II

### **PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in Sacramento, California, with operating offices at locations within the state of California as approved by the Board.

## ARTICLE III

### **MEMBERSHIP**

Section 1. Members of the Corporation. The Corporation shall be open to membership without regard to race, creed, sex or national origin to those persons who 1) is a Player on a Sacramento United U9 - U19 team and pay and maintain current any dues assessed by the Corporation or 2) if Player is a minor, then the parent or legal guardian of the Player.

Section 2. Terms of Membership. Each Member shall remain a Member until he or she no longer qualifies as such under Section 1 above.

## ARTICLE IV

### **BOARD OF DIRECTORS, OFFICERS**

Section 1. General Corporation Powers. The business and affairs of the Corporation shall be vested in and exercised by, the Corporation's Board of Directors.

Section 2. Number and Qualification of Directors. The Board of Directors shall consist of the Officers of the Corporation. Board membership shall be limited to adult Members of the Corporation, i.e. current Members in good standing that are 18 years of age and older and/or non-Members who a) either were previously a Member, or b) have been voted in by Membership and/or approved by the Board of Directors.

Section 3. Officers of the Corporation. The Officers of the Corporation shall include President, Vice-President, Director of Finance, Director of Membership, Director of Managers, Registrar, and Secretary. The Officers shall be elected at the corporation's Annual General Meeting ("AGM").

Section 4. Duties of Officers.

(a) President. The President shall preside at meetings of the Board of Directors and the Membership. The President shall also create and appoint committees and supervise the Technical Director/Director of Coaching and any hired staff handling

administrative duties.

(b) Vice-President. The Vice-President shall serve in the absence of the President. The Vice-President shall also help manage the overall functions of the Club.

(c) Director of Finance. The Director of Finance shall serve in the absence of the President and Vice-President. The Director of Finance shall manage the funds on deposit, keep the books and financial records, and report the financial status of the Corporation and the teams to the Board of Directors.

(d) Director of Membership. The Director of Membership shall manage communication with Club Members, teams and the public, and organize membership events.

(f) Registrar. The Registrar shall manage player/staff passes and registration with US Club Soccer, advise coaches and managers as to deadlines and procedures.

(g) Director of Managers. The Director of Managers will be responsible for interfacing with the Team Managers and coaches to ensure proper registration, player rosters, team commitments, etc. Director of Managers will also hold at least 4 meetings per year with the team managers to provide information and guidance.

(h) Secretary. The Secretary shall keep and maintain records of the Corporation, including a record of the minutes of each meeting of the Board of Directors.

Section 5. Elections. The Officers of the Corporation shall be elected at the AGM, by secret ballot. One vote per Member may be cast. Employees of the Corporation who are not Members would also have a single vote in elections.

Officers will be elected in staggered years.

Vice President, Director of Finance, Director of Managers, and Secretary will be elected in one election cycle.

President, Director of Membership, and Registrar will be elected in the subsequent election cycle.

Each Officer will have a term of 2 years. Officers can serve as long as they meet the Qualifications.

Section 8. Resignation of Officers and Directors. Any Officer or Director may resign, which resignation shall be effective upon written notice to the President.

Section 9. Removal of Officers and Directors. The Board of Directors shall have the power and authority to remove an Officer or Director and declare his or her office vacant by a majority vote at a regularly scheduled meeting where the item was placed on the written agenda distributed to the Board of Directors at least three days prior to the meeting.

Section 10. Vacancies. When an Officer vacancy occurs, whether due to removal, resignation or death, the President may nominate a replacement to serve until the next AGM, subject to ratification of the Board of Directors at its next regularly scheduled meeting.

## ARTICLE V

### **TEAM ORGANIZATION**

Coaches selected by the corporation shall be responsible for conducting team activities in accordance with the by-laws. The Head Coach has final authority for decisions affecting and about the team. All teams shall wear uniforms approved by the Board of Directors and bearing the logo of the Corporation.

## ARTICLE VI

### **MISCELLANEOUS**

Section 1. Amendment or Repeal of By-laws. These by-laws may be amended, provided the proposed amendments are distributed to the Members at least 14 days in advance, by a two-thirds vote of the Members present at the AGM.

Section 2. Notice Requirements. Any notice or other document permitted or required to be delivered as provided herein shall be delivered either personally, by first class mail or electronic mail as required by these by-laws.

Section 3. Indemnification of Corporate Agents. Any person who was or is a director, officer, employee or other agent of the Corporation (collectively Agents) may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the Agent's service to or on behalf of the Corporation to the full extent permitted by California law.

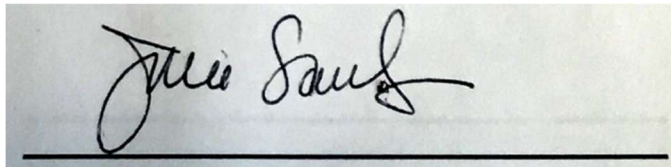
Attested to this 13th day of January 2020, following a unanimous vote of the directors present.

*Chris Churchill*

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Chris Churchill

President

A photograph of a handwritten signature in black ink on a light-colored background. The signature reads "Julie Sauls" in a cursive script. Below the signature is a horizontal line.

Julie Sauls

Vice-President

*Susan Sudmann*

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Susan Sudmann

Director of Membership

*Karina Zepeda*

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Karina Zepeda

Director of Finance

  
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Marie Santsche

Registrar

  
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Briana Leon

Director of Volunteers

  
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Lynn Cervinka

Secretary

**As Amended on January 13, 2020**