

SANTA BARBARA WOMEN’S SOCCER ORGANIZATION

BY LAWS

(1/1/16)

ARTICLE I – NAME

The name of this organization is Santa Barbara Women’s Soccer Organization, herein after referred to as SBWSO, a California Non-profit Mutual Benefit Corporation, and also a Federal Tax Exempt 501(c)(4) organization.

This organization shall be the Santa Barbara Women’s Soccer Organization (SBWSO.) The official website of the league shall be www.sbwsso.com.

ARTICLE II - PURPOSE

The purpose of this organization is to teach, promote, develop, and organize the game of soccer for women, disregarding race, age, lifestyle and/or religious beliefs, by providing friendly competition and recreational playing opportunities for them in the County of Santa Barbara.

ARTICLE III - AMENDMENTS AND REVISIONS

1. Proposed amendments or revisions to the Bylaws shall be submitted in writing to the Board of Directors who shall review all submitted by law changes as to content.

2. The Board of Directors (Executive Board,) shall submit proposed By Law changes to the Team Representatives for review. Voting may occur as a written ballot at an Annual Meeting, a semiannual meeting, or if elected by the Board, via an electronic submission of an email or survey ballot. If an electronic vote occurs, all ballot submissions must be submitted within seventy-two, (72) hours after the initial email or survey is sent out. If the ballot/vote is submitted after this time, the vote may not be accepted.

3. Approved changes shall become effective within thirty (30) days.

ARTICLE IV - PRINCIPAL OFFICE

The principal office for the transaction of the activities of the corporation shall be fixed and located at such a place as the League Director shall determine. The League Director is hereby granted full power and authority to change the principal office from one location to another.

ARTICLE V –MEMBERS

Members of this organization shall be the registered players of teams registered in the SBWSO.

ARTICLE VI – GOVERNING STRUCTURE

The governing structure of SBWSO shall consist of a Board of Directors, comprised of Officers of the Organization, and Team Managers/Representatives (1 representative per each team only.) All members of the governing structure shall be members (player) in good standing of a team registered with SBWSO.

A. BOARD OF DIRECTORS POWERS

1. General Corporate Powers. The Board shall be subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws. The Board shall also be subject to any limitations in these by laws relating to actions requiring General Membership or Team Representative approval and subject to the duties of its Board members as prescribed by these By Laws.

2. The business and affairs of SBWSO shall be managed, and all SBWSO powers shall be exercised by or under the direction of the Board. Without prejudice to these general powers, but subject to the same limitations, it is declared that the Board shall have the following powers:

(a) Appoint and remove at the pleasure of the Board all the corporation's agents, committees and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these By Laws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Manage all funds and property received, acquired, or earned by SBWSO, and to distribute or dispense the same in a manner beneficial to SBWSO.

(c) 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 evidences of debt and securities.

(i) The above to include expense of league funds by each director according to their specifically stated responsibilities, consistent with the Budget approved by majority decision of the Board of Directors.

(ii) Specific expenses not stated within the budget up to the amount of One Thousand Dollars (\$1,000) will be approved by the League Director; amounts above One Thousand Dollars (\$1,000) must be approved by the Board of Directors.

(d) Develop, maintain and amend the Policies and Procedures of the League including but not limited to rules of play, designation of divisions within the league and assignment of teams to divisions.

B. TEAM REPRESENTATIVES

1. The purpose of the Team Representative shall be to assist the Executive Board, to act as coordinators and liaisons to each team and to vote on issues presented for approval.
2. Each team duly registered with this corporation shall be entitled to designate a Team Representative and an optional alternate representative. Voting shall be limited to one (1) representative per team.
3. A Board member can serve as a Team Representative, but only one vote will count.
4. Only SBWSO registered players shall serve as a Team Representatives, as an officer on the Board of Directors.

ARTICLE VII – LEAGUE BOARD

A. League Board Members:

1. Executive Board Members - the Executive Board officers shall consist of the League Director, Treasurer, Secretary, and Discipline Committee Chair (if one exists)
2. The Additional Board Members shall include the Team Managers/Representatives.
3. Team managers are expected to represent their teams at Board Meetings and in the process of making decisions.
4. A Disciplinary Committee shall consist of a volunteer membership and headed by the Disciplinary Chair, or the League Director if a DC is absent. (See **SBWSO Policies** for specific disciplinary procedures.)

5. A Protest Committee shall consist of a volunteer membership (defined in **SBWSO Policies**, see also for specific procedures)

B. Each Board member will be required to:

1. Miss not more than two (1) Board meeting per year (January through November).
2. Stay current with Board responsibilities.
3. Candidates for League Director must have previously served as a Board member for a minimum of one (1) full year, or have had previous experience as a board member of another non-profit corporation or league, and must be a player on a registered team of the organization. It is preferred that the candidate be a league team manager, but not mandatory.

C. The Positions and Responsibilities of the Board shall be as follows:

1. **League Director**

Subject to control of the Board, the League Director shall be the general manager of the organization and shall supervise, direct, and control the corporation's activities, affairs, and Directors. The League Director shall preside at all Board and League meetings, and be a member of all League committees. The League Director shall have such other powers and duties as the Board or by laws may prescribe. The League Director shall vote at Board, League, and Committee meetings ONLY in the event of a tie. The League Director shall be responsible for scheduling fields, scheduling games, managing equipment, coordinating referees, player registration, eligible player lists, and website/social media updates, unless the League Director appoints additional non-voting board members to help with some of these tasks (see below.)

2. **Treasurer**

(a) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, an adequate and correct books and accounts of the organization's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required by law, by these by laws or by the Board to be given. The books of account shall be open to inspection by any Board Member at all reasonable times.

(b) Deposit and Disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the League Director, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c) Treasurer shall maintain the nonprofit status of the organization in coordination with the League Director.

(d) Treasurer shall prepare or cause to be prepared all appropriate taxes related to the Corporation or 990 e-postcards that may be required.

3. **Secretary**

Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular or special, the notice given, the names of those present at Board and Committee meetings. The Secretary shall keep or cause to be kept, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of

the Board required by these bylaws to be given. The Secretary shall keep the corporate seal (if any) in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

4. Discipline Committee Chair

An elected league member shall chair the Disciplinary Committee and the Discipline Committee Chair shall preside over all Discipline Committee meetings and hearings, shall attend Board meetings, and bring to the board a report on any incidents that the Discipline Committee has been having to deal with and present the Board with items to be considered and voted upon in regards to any changes they suggest should be made to the League Rules, and Disciplinary actions they have decided on.

OPTIONAL BOARD (NON VOTING) MEMBERS (May be appointed by the League Director to help with duties of the League Director, **but will not be required**)

5. Scheduler

Scheduler shall be responsible for obtaining referees for all games and scheduling games for the League as well as maintaining any subsequent changes in schedule. Scheduler is also responsible for the communication of said changes to Board, affected teams and referees. Scheduler shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

6. Equipment Manager

Equipment Manager shall be responsible for the oversight and maintenance of all equipment owned, leased or borrowed by the league. Equipment Manager shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

7. Field Coordinator

Field Coordinator shall be responsible for obtaining playing fields, managing required permits and any other necessary accommodations for each field. She shall also be responsible for representing, or causing the league to be represented at all recreation council meetings or other field related meetings at which representation is required to maintain SBWSO's use of said fields. Field Coordinator shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

8. Statistician

Statistician shall prepare the stats of each individual team by division based on the outcome of games played. She monitors referee issues and reports same to appointed referee representative(s). Statistician also tracks player violations and team forfeits. She shall report forfeits and referee attendance to Treasurer, and League Director. Statistician shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

9. Registrar

Registrar shall maintain player registrations regularly and update managers and the league director of any players who have outstanding balances, who have not completed registration, and a list of eligible and ineligible team players for each team. The registrar is also responsible for maintaining and monitoring the part time player list and game sheets to make sure players are adhering to League guidelines.

In the absence or disability of the League Director, the Board shall appoint an interim acting League Director who shall perform all duties of the League Director. When so acting, said interim Director shall have all the powers of and be subject to all restrictions on the League Director.

Further responsibilities and duties of Board Members will be detailed in the League Policies.

D. ELECTION OF OFFICERS

1. Nominations for Officers shall be opened at the Team Representative Meeting prior to the Annual Meeting and be closed three (3) days before the Annual Meeting. Nomination of candidates can be made by any registered member of the League. Said nominations can be verbal, written, emailed, faxed or phoned to any current Board Officer.
2. Voting may occur as a written ballot at an Annual Meeting, or if elected by the Board an electronic submission via email or survey submission of ballot. If an electronic vote occurs, all ballot submissions must be submitted within seventy-two, (72) hours after the initial email or survey is sent out. If the ballot/vote is submitted after this time, the vote may not be accepted. Should the initial vote result in a tie, a second (2nd) vote shall take place involving the candidates who tied. If a tie exists after the second (2nd) vote, the League Director shall exercise her voting option.
3. Candidates for the Executive Board shall be elected by a majority vote of the Team Representatives with a quorum of 70% of the Team Representatives.
4. Resignation of an Officer. Any Executive Officer may resign at any time by giving written notice to the Board. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is party.
5. Any Officer who cannot or does not fulfill the basic requirements of their duties may be removed by a majority vote of the Board at the Board's discretion.
6. The Executive Board, at any time, may fill a vacant Board position with a selected candidate. However, this candidate will not officially hold the position until confirmed by a majority vote of the Team Representatives.

E. TERM OF OFFICE

The Board Officers shall serve for one year periods and terms shall not have a cap. Voting shall take place at some point in November of the current year and the term periods shall be January through December.

ARTICLE VIII – MEETINGS

A. BOARD MEMBER MEETINGS

1. Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
2. Meetings by Telephone. Any Board meeting may be held by conference telephone or similar communication equipment as long as all Board Members participating in the meeting can hear one another. Any meeting may also be held by electronic mail (email) or online conference as long as all Board Members can receive and review all comments. All Board Members shall be deemed to be present in person at such a meeting.
3. Annual and Quarterly Meetings. The Board shall hold a regular meeting for purposes of organization and the transaction of other business within the first two weeks of November of each year or at another time by consent of the Board. 14 days written Notice of this meeting should be sent out by the Secretary. 30 days is encouraged but is not required.
4. Other Executive Board Regular Meetings. Other regular meetings of the Board may be held without

notice at such time and place as the Board may fix from time to time.

5. Special Meetings of the Board for any purpose may be called at any time by the League Director, or the Secretary and any additional Board Member.

6. Notice

(a) Manner of giving notice. Notice of the time and place of special meetings shall be given to each Board Member by one of the following methods:

(i) By personal delivery of written notice

(ii) By first-class mail, postage prepaid

(iii) By telephone, either directly to the Board Member or to a person at the Board Member's office who would reasonable be expected to communicate that notice promptly to the Board Member

(iv) By FAX; or by email

All such notices shall be given or sent to the Board Member's address, email, or telephone number as shown on the records of the corporation.

(b) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, FAX or email shall be delivered, telephoned, sent by FAX or emailed at least forty-eight (48) hours before the time set for the meeting.

(c) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

7. Quorum.

A majority of the authorized number of Board members shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions between the corporation and one or more Board Members or between the Corporation and any entity in which a Board Member has a material financial interest, (ii) creation of and appointments to committees of the Board, and (iii) indemnification of Board Members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Board Members, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8. Waiver of Notice.

Notice of a meeting need not be given to any Board Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

9. Adjournment

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

10. Action without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

B. LEAGUE MEETINGS

1. League Manager Meetings will be attended by the Executive Board, Team Representatives and are open to other members and associates of the League.
2. SBWSO will hold an Annual League Meeting in November or at date appointed by Board, which will be deemed mandatory for Team Representatives, as determined by the Board, for purposes of:
 - (a) Electing Board Members to open positions on the Board
 - (b) Other organizational issues and transaction of other business as needed.
3. Monthly meetings of the League may be held as determined by the Board.
4. Notice will be given of League meetings via email to Board Members and Team Representatives and posting on the SBWSO website and the League's Facebook page.

ARTICLE IX - INDEMNIFICATION.

A. Right of Indemnity.

To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

B. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237© of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237© has been met and, if so, the Board shall authorize indemnification.

ARTICLE X - INSURANCE.

The organization shall purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer", Director", employee", or agent" status as such.

ARTICLE X - RECORDS AND REPORTS.

A. Maintenance of Organizational Records. The corporation shall keep:

1. Adequate and correct books and records of account
2. Written minutes of the proceedings of its members, Board, and committees of the Board; and
3. A record of each Board Member's name and address.

B. Inspection by Directors.

Every Board Member shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. Annual statement of Certain Transactions and Indemnification.

The corporation shall annually prepare and furnish to its Board Members a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

(1) Any transaction

- (i) to which the corporation, its parent, or its subsidiary was a party,
- (ii) which involved more than \$1,000.00 or was of a number of such transactions with the same person involving, in the aggregate, more than \$1,000.00, and
- (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

- (a) Any Director or Officer of the corporation, its parent, or its subsidiary;
- (b) Any holder of more than ten (10%) percent of the voting power of the corporation, its parent, or its subsidiary.