

PRESIDIO SOCCER LEAGUE BYLAWS

(Ratified November 21, 2007)

ARTICLE I. NAME

This organization shall be known as the Presidio Soccer League, a California not-for-profit corporation, herein referred to as "Presidio".

ARTICLE II. PURPOSE

Presidio's purpose is to provide interplay of teams that are affiliated with Member Leagues (as defined below). Presidio shall schedule and administer gaming circuits and shall establish and enforce rules and regulations pursuant to its purpose.

ARTICLE III. AFFILIATION

Presidio shall affiliate and comply with the authority of the California Youth Soccer Association - South ("Cal South"), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation ("USSF").

ARTICLE IV. ADMINISTRATION; MEMBER LEAGUES AND BOARD OF DIRECTORS

1. Definitions:

A **league** is an individual league or club organized for operation as an amateur youth soccer organization in any Cal South District.

The **Board of Directors** shall consist of the **Officers** and **Circuit Directors** that are each elected or appointed in accordance with these bylaws. The Officers shall be a President, Vice President, Secretary and Treasurer. The Circuit Directors shall include Directors of Premier, AAA, North, South, and Assistant Directors of North and South.

A **Member League** is any individual league or club that is

- organized for operation as an amateur youth soccer organization in Cal South and is classified as a League Member in the Cal South bylaws
- in good standing with Cal South
- accepted by Presidio Membership by two-thirds vote of the Voting Members
- has agreed to abide by the rules and regulations of Presidio, and
- is in good standing with Presidio

A **Voting Member League** is a Member League that has four or more of its teams successfully complete the prior season of play in Presidio.

Each voting Member League and each member on the Board of Directors is a **Voting Member**.

Member League Representative, hereinafter referred to as Presidio Representative, is a person duly appointed by a Member League to represent the Member League in all Presidio matters. A President or other officer of a Member League may be appointed as Presidio Representative but the Presidio Representative is not required to be an officer of the Member League. One person may act as a Presidio Representative for one or more Member Leagues, but is entitled to vote for no more than one league or Board of Directors position.

2. Presidio Representatives

Presidio Representatives shall have exclusive authority to accept or reject Member Leagues and shall establish such rules and regulations as are necessary from time to time for accepting applications for membership. Any league desiring to become a Member League of Presidio shall submit a written application. Once the membership application of such league is accepted by Presidio Representatives, the league shall agree to be bound by the Articles of Incorporation, these bylaws and any and all duly adopted rules and regulations of Presidio.

All leagues shall be required to make themselves familiar with these bylaws and the Rules and Regulations of Presidio. In any matter of proceeding, a claim of ignorance of these bylaws and any Rules and Regulations shall not excuse the league's obligation hereunder.

Presidio Representatives of Member Leagues must be registered members in good standing with Cal-South. The Member League must be in good standing with Cal-South.

Should Presidio determine that the conduct of a Member League is adverse to the best interests of Presidio or the purpose for which Presidio has been formed, or the Member League has not complied with the requirements of its Presidio membership, Presidio may suspend, fine, terminate or any combination thereof, the membership of said Member League. Presidio shall act only after a hearing and shall provide reasonable notice to the Member League of the time and place of said hearing. Presidio shall provide reasonable opportunity for Member League to present evidence in support of the Member League's position. A Member League may have its membership terminated by two-thirds vote of all voting members.

Each voting Member League will be entitled to one voting representative duly selected by the voting Member League to attend meetings and to vote in any meetings in which a voting membership vote is taken.

At all meetings of Presidio, all questions shall be decided by a majority vote of the voting members present, except as otherwise provided in these bylaws, the Articles of Incorporation of Presidio or under applicable law.

General meetings of Presidio shall be held on the third Tuesday of the month in January, May, and monthly from July through December at a suitable place selected by the Board of Directors. All meetings of Presidio Representatives shall be conducted in accordance with Robert's Rules of Order.

A quorum at Presidio general meetings shall consist of all voting members present, provided at least ten Presidio Representatives from different voting Member Leagues are present. For voting purposes, Member Leagues must have an official Presidio Representative physically present at meetings when votes are taken. Telephonic, electronic media and Proxy voting is not allowed.

Presidio shall call for a special meeting of Member Leagues whenever it determines that an issue affecting Presidio not specifically entrusted to the Board of Directors should be voted upon by all members. The notice of any special meeting shall state the time, place and purpose of such meeting and be directed via e-mail to league Presidents and Presidio Representatives. No business shall be transacted at a special meeting except as stated in the notice.

The Secretary of Presidio shall cause notice to be posted for each annual, regular, or special meeting, stating the purpose as well as the time and place where it is to be held, on the Presidio website, not less than fourteen (14) days prior to such meeting.

Each league shall inform the Presidio Secretary of the league's President, Treasurer, Registrar and Presidio Representative within thirty (30) days of election or appointment. This information is to be mailed or e-mailed to the Presidio Secretary as well as posted to the Member League's Contact Page on the Presidio online software system.

All Presidio Representatives and Board of Directors must be members in good standing with Cal-South.

In order to retain voting privileges, each Member League must be in good standing with Presidio and Cal South.

Any voting member missing three (3) consecutive regularly scheduled meetings without notification to the Secretary and without just cause shall have their voting rights suspended. Voting rights shall be restored only after the member attends two consecutive regularly scheduled meetings. Members who are suspended are not eligible to participate on seeding committees.

Member Leagues failing to pay any amounts due Presidio shall be provided written or e-mail notice of the delinquency. Member Leagues with delinquent fees over thirty (30) days from the notice date of delinquency will be subject to suspension. Unless otherwise provided by Presidio, the membership of leagues are subject to termination automatically if said league fails to pay said fees within ninety (90) days of the date specified in the notice of delinquency. The Member League President shall be notified in writing via certified mail with return receipt of the suspension and the date on which membership shall be terminated if the fees remain unpaid. Presidio will forward similar notice via e-mail to Member League contacts as listed in the Member Leagues Contact Page.

Presidio shall have the full authority to act on matters not fully described within these bylaws. This authority may include but not be limited to fines, suspensions, and/or termination from Presidio.

An action by the Board of Directors may be overturned by a two-thirds vote of all voting members at any general or special meeting.

Presidio may employ an executive administrator, who shall be recruited, interviewed, and recommended by the Board of Directors to the Presidio Representatives for their approval. The executive administrator shall report directly to the President and attend all premier and general board meetings. The executive administrator shall attend Board of Directors meetings upon request of the Presidio President. The executive administrator shall have no vote in Presidio. No person holding office, employed by or under contract with a Member League shall be appointed as the executive administrator. The executive administrator may not be a member of the Presidio Board of Directors. The executive director shall be responsible for maintaining the office of the Association during specific days and operating hours as defined by the Board of Directors. The

executive administrator shall fulfill management responsibilities as defined by the Board of Directors. A written job description shall be created by the Board of Directors and modified as necessary.

3. Board of Directors:

The affairs of Presidio shall be administered by the Board of Directors.

The Board of Directors shall be comprised of not less than four (4) persons, nor more than ten (10) persons, as established by these bylaws.

Members of the Presidio Board of Directors need not be members of a Member League.

Regular meetings of the Board of Directors shall be held on the third Tuesday of every month.

All Board of Director meetings of shall be conducted in accordance with Robert's Rules of Order.

Members of the Board of Directors shall be elected to two-year terms. The President, Treasurer, AAA Director, Director-South and Assistant Director-North shall be elected in November of odd numbered years. The Vice President, Secretary, Premier Director, and Director-North and Assistant Director-South shall be elected in November in even numbered years. Nominations may be made in writing to the Board of Directors or be made from the floor during the October or November general meeting. Voting by secret ballot shall be used in all contested elections. Terms of office shall commence January 1, following the elections. There shall be no maximum limit in regards to time in office served by any Board of Directors member.

Any vacancy on the Board of Directors may be temporarily filled by the President of Presidio. A special election shall be held within forty-five (45) days for the purpose of filling the position.

Members of the Board of Directors may be removed from office with or without cause by a two-thirds vote of the Board of Directors or the voting members present at any general meeting.

Each member of the Board of Directors must be, or become within sixty (60) days of election a member in good standing with Cal-South. Failure to do so shall result in the automatic and immediate termination of said Board Member.

Members of the Board of Directors may hold more than one position. However, no Board of Director may hold more than one (1) Officer position.

Board of Directors serve without compensation unless otherwise approved by the voting members. Each Board of Director is entitled to compensation of reasonable Presidio expenses.

The Board of Directors shall maintain the Rules and Regulations governing the interplay Member League teams, including the procedures for scheduling and administering gaming circuits. The Board of Directors shall have the full authority to establish policies and procedures to enforce said Rules and Regulations.

Circuit Directors shall have operational authority over their circuits subject to Presidio bylaws, procedures, and policies adopted by the Board of Directors. In the absence or inability of a Circuit Director to perform his/her duties, the authority over the circuits shall be with the Assistant Director or another member of the Board of Directors as appointed by the President. The decisions of Directors with respect to the circuits are subject to Board of Directors review and may be overturned by a two-thirds vote of the Board of Directors.

ARTICLE V. DUTIES OF THE BOARD OF DIRECTORS

President:

- Shall direct the overall operations of Presidio Soccer League
- Shall conduct and control all Presidio meetings
- Shall act as chairman at Board of Directors meetings (non-voting except in the event of a tie)
- Shall approve payment of Presidio debts
- Shall appoint the chair of the seeding committee of the Board of Directors
- Shall have one vote at general Presidio meetings
- Shall handle all other duties as necessary

Vice President:

- Shall assume the duties of President in his/her absence
- Shall Act as the Presidio Trial Board Chairman
- Shall have one (1) vote at Presidio Board of Directors meetings
- Shall have one (1) vote at general and special Presidio meetings
- Shall handle all other duties as assigned

Secretary:

- Shall keep complete minutes of all meetings
- Shall have preliminary general meeting minutes published to the website within two (2) weeks after held meetings
- Shall make available at regularly scheduled general board meetings, minutes of the general board meetings and special meetings for the prior two (2) years
- Shall keep copies of Presidio correspondence
- Shall have one (1) vote at Presidio Board of Directors meetings
- Shall have one (1) vote at general and special Presidio meetings
- Shall keep a listing of authorized Member League Presidio Representatives
- Shall handle all other duties as assigned

Treasurer:

- Shall keep up-to-date accounting records of all funds and balances in accordance with Generally Accepted Accounting Principles
- Shall contract an annual audit by an accredited Certified Public Accountant
- Shall collect all funds due Presidio
- Shall disburse all approved Presidio obligations
- Shall have one (1) vote at Presidio Board of Directors meetings
- Shall have one (1) vote at general and special Presidio meetings
- Shall handle all other duties as assigned

Circuit Directors (North, South, Premier, AAA):

- Shall be, responsible for the successful operation of their assigned divisions
- Shall appoint other administrative aides as necessary
- Shall administer the Penalty Code in their divisions
- Shall adjudicate game protests within their divisions
- Shall have one (1) vote at Presidio Board of Directors meetings
- Shall have one (1) vote at general and special Presidio Meetings
- Shall handle all other duties as assigned

Assistant Circuit Directors (North and South):

- Shall assist the Director as necessary
- Shall assume the duties of the Director for which they are an assistant to in the Director's absence
- Shall act as a liaison with authority to resolve game scheduling conflicts
- Report to their Director as required
- If no Assistant Director is designated, the Director shall fulfill the functions of this position
- Shall have responsibilities as delegated by the Director
- Shall have one (1) vote at Presidio Board of Directors meetings
- Shall have one (1) vote at general and special Presidio Meetings
- Shall handle all other duties as assigned

ARTICLE V. TRIAL BOARD

The Trial Board shall consist of the Presidio Vice President (Chairman), the Director or Assistant Director with operational authority over the divisions in which of the parties charged are affiliated, and one, two or three other persons selected by the Chairman, in his/her discretion. No one whose home club/league is involved in the complaint shall sit on the Trial Board.

The Trial Board Chairman shall review all misconduct reports.

A Trial Board may be convened to review any ejection, report of misconduct, or similar significant event for which action may be necessary. The Trial Board may impose penalties, including game bans, suspensions, fines, etc., as it deems appropriate.

The Board of Directors, by majority vote, may elect to initiate action and sit as the Trial Board on any matter.

All procedures shall be in accordance with Cal-South procedures. Notification shall be by Certified or Registered U.S. Mail with return receipt requested.

Trial Board action may deny any individual, Member League Presidio Representative or Board of Directors member from serving in any official capacity with Presidio.

Trial Board decisions may be appealed per Cal-South procedures.

ARTICLE VI. COMMITTEES

Unless otherwise stated herein, the Presidio President shall appoint all committee chairpersons. Non-members of the Presidio Soccer League may serve on Board Committees. All committee chairpersons shall report to the Board of Directors, which shall have authority to approve all committee recommendations.

ARTICLE VII. AMENDMENTS

The following types of changes to these bylaws will require approval of two-thirds of Presidio voting members present at a Presidio general or special meeting when the proposed changes have been submitted in writing and distributed to the membership for review via mail or e-mail not less than thirty (30) days in advance of the meeting:

- number of directors
- membership approval proportion
- terms of the Board of Directors members
- proxy rights
- voting rights
- membership classifications and rights
- any item which may materially and adversely affect the rights of the members

The Board of Directors, with a two-third majority vote, may make modifications to the remainder of these bylaws provided that such changes are approved by a majority vote of Presidio Representatives voting members present at the next general or special meeting.

ARTICLE VIII. CONFLICT OF INTEREST

A conflict of interest will exist when an issue arises which may affect a Member League or any other organization which the Presidio member or a Board of Directors member is affiliated or engaged.

No Presidio member or Board of Directors member may vote on any issue that specifically and directly involves his/her individual Member League or any of its teams. No Presidio member or Board of Directors member may act on issues that have a direct impact on teams playing within his/her individual league.

Members of the Presidio Board voting on issues in which a conflict of interest exists for them are subject to immediate removal from the Board of Directors as specified within these bylaws.