

San Francisco Vikings Soccer Club, Inc.
Bylaws
As amended and restated May 4, 2009

The purpose of the San Francisco Vikings Soccer Club, Inc. (hereinafter referred to as the "SFVSC" or the "Club") is to develop, promote and administer the game of soccer. There shall be no discrimination regarding any participation in the SFVSC and equal opportunity shall be afforded to all persons without regard to race, creed, sex, ability or economic advantage.

The SFVSC shall be nonprofit and nonpartisan in its operation. No substantial part of the activities of the SFVSC shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

Article 1 – Members, Fees and Fiscal Year

1. Regular Members. Regular Membership of the SFVSC shall consist of (1) registered players age 18 or older; (2) parents and guardians of registered players over 8 and under 18 years old (one parent or guardian per player); (3) team managers; (4) team coaches; and (5) Club Officers and Directors
2. Honorary Members. Persons who have served the SFVSC in an exceptional or distinguished manner may be appointed Honorary Members by the President of the Club and shall be afforded such rights as determined by the Board.
3. Program Participants. Program Participants in the microsoccer program, development academy, summer camp or other programs sponsored by the SFVSC are not considered Regular Members of the SFVSC.
4. Exclusions. The Board of Directors may exclude from Regular Membership, any player, coach, manager or other Club affiliated individual who has exhibited conduct contrary to the SFVSC policies and practices.
5. Program Year. Regular Membership shall be for a period of one year, concurrent with the seasonal year as determined by CYSA, currently September 1 through August 31.
6. Fees. Each player on a Club soccer team shall be required to pay a membership fee determined by the Board of Directors. Fees are non-refundable.
7. Good Standing. Regular Members must remain in good standing with regard to payment of fees in order to maintain their membership status.

8. Fiscal Year. The fiscal year of the SFVSC shall be from July 1 through June 30.

Article 2 – Directors and Officers

1. Board of Directors. The Board of Directors is responsible for overall policy and direction of the SFVSC, as well as its rules and procedures, and shall have not less than 3 nor more than 11 members, the exact number to be fixed by the Board. Any vacancies arising during the year may be filled by appointment by the Board for the balance of the term.

2. Members of the Board of Directors. Members of the Board of Directors (“Directors”) of the SFVSC shall be its President, Secretary, Treasurer and at-large members. A majority of the Directors shall be independent.

3. Officers. The Officers of the SFVSC shall be its President, one or more Vice Presidents, its Secretary and its Treasurer. An individual may hold more than one office. Other positions established by the Club shall be appointed by the President of the Club.

4. Election and Terms of Office.

- a. Directors are elected for one-year terms or until their successors are elected.
- b. Officers are elected annually by the Board of Directors at the regular meeting immediately following the Club’s Annual General Meeting (“AGM”). Officers may also be Directors.

5. Duties:

The President shall convene regularly scheduled Board meetings and general meetings, shall have general supervision of the affairs of the SFVSC, shall sign and countersign all certificates, contracts and other instruments of the SFVSC as authorized by the Board of Directors, shall make reports to the Board and shall perform all such other duties as are incident to this office. In the absence or disability of the President, the Board shall appoint an officer to carry out all of the President’s functions during such absence or disability.

The Secretary shall keep minutes of all meetings, shall have charge of the SFVSC minute books, shall sign with the President such instruments as require such signatures, and perform all such other duties as are incident to and properly required of this office.

The Treasurer shall have the custody of all moneys and securities of the SFVSC and shall keep books of account and balance the same every month. The Treasurer shall sign or countersign such instruments as require signature and perform all such other duties as are incident to this office and are properly required of this office. If it is deemed necessary, a

bond for the faithful performance of such duties in such sum and with such securities may be required by the Board of Directors.

The Vice President(s) shall have such duties as established by the Board of Directors.

6. Attendance. Directors shall be expected to attend all board meetings. Any Director who does not attend three or more consecutive board meetings without a valid excuse may be removed by the Board by a majority vote of the remaining Directors

Article 3 - Committees

1. Nominating Committee. The Nominating Committee of the Board shall consist of not less than 3 members of the Board and shall confer and make recommendations as to director nominees to the Board not less than one month prior to the AGM.

2. The Board of Directors may form such other committees as it deems appropriate.

Article 4 –Voting

1. Membership Voting. Only Regular Members of the SFVSC have voting rights and each Regular Member shall have only one vote.

Article 5 - Meetings and Elections

1. Annual General Meeting. The AGM of the SFVSC shall be held each year, generally in June, or at such other time as the Board of Directors shall determine. The purpose shall be to elect members of the Board of Directors, and to conduct such other business as may properly be brought before the meeting.

2. Regular Meetings of the Board. The Board of Directors shall hold regular meetings throughout the year, which shall be open to Regular Members, Program Participants and invited guests. The Board may hold executive sessions at any time, which sessions are closed.

3. Special Meetings. Special meetings may be called by the President as deemed necessary or as demanded by two-thirds of the Board or the Club Regular Membership.

4. Quorum. A quorum is required at all meetings and to conduct business. For Board meetings, a majority of current Directors shall constitute a quorum. For the AGM or Special Meeting of the Membership, those members present at the meeting, but not less than 40 shall constitute a quorum for the purposes of conducting the business of the meeting.

5. Required Vote. Except for amendments to these Bylaws (see Amendments), the vote of a majority of the Directors present is required to conduct business. In the case of the election of Directors at the AGM, nominees receiving the highest number of affirmative

votes cast are elected. Each Regular Member may cast affirmative votes for up to the fixed number of Board Members but may only cast one vote per nominee. In the case of a Special Meeting, the vote of a majority of those Regular Members present is required to conduct business, except for amendments to these Bylaws (see Amendments).

6. Meeting Notices. The dates of all Board meetings will be posted on the SFVSC website not less than one week in advance of such meetings. The date and agenda of the AGM and Special Meetings of the Membership will be posted on the SFVSC website not less than one month in advance. These postings will constitute notice to all members. Meeting notices may also be delivered telephonically, electronically or by mail.

Article 6 - Authorities

The SFVSC shall be governed by its Articles of Incorporation, its Bylaws, and any specific Rules and Procedures adopted by the Board of Directors.

The Membership and Board of the Club may from time to time adopt, amend and repeal the Club's Bylaws as provided herein.

Article 7 – Insurance

In addition to other insurance required by CYSA, the Club shall maintain a general liability insurance policy in an amount sufficient under the provisions of California Corporations Code Section 5047.5 to invoke its protections for the benefit of noncompensated directors and officers of the Club.

Article 8 - Amendments

These Bylaws may be amended by the Board of Directors. They may also be amended by a two-thirds vote of the Regular Members, provided that the proposed amendment has been presented to the membership in writing at least 30 days prior to the AGM or Special Meeting.

Notwithstanding any provision herein to the contrary, changes to the Articles of Incorporation, Bylaws, Rules and Procedures of the Club necessary to maintain the tax-exempt status of the Club may be made by Board action and without the consent of the Regular Members.