

Bylaws

Of

SAN LUIS OBISPO WOMEN'S SOCCER, INC.

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PART 1 - GENERAL

ARTICLE 1.1 NAME

Section 1.1.1 Corporate Name

The name of this organization is San Luis Obispo Women's Soccer, Inc., hereinafter referred to as SLOWS or the League.

ARTICLE 1.2 GEOGRAPHY OF OPERATIONS

Section 1.2.1 Location

SLOWS shall conduct business within the boundaries of San Luis Obispo County.

ARTICLE 1.3 PURPOSES

Section 1.3.1 Non-Profit Purpose

SLOWS is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law ("California Nonprofit Corporation Law") and is not organized for the private gain of any person.

Section 1.3.2 Specific Purpose

The specific objectives and purpose of the SLOWS organization is to provide organized soccer play for women eighteen (18) years of age and over.

ARTICLE 1.4 OFFICES

Section 1.4.1 Mailing Address

The mailing address of SLOWS shall be PO Box 227, Atascadero, CA 93423.

Section 1.4.2 Change of Office

The officers shall have full power and authority to change the mailing from one location to another within the State of California. Any such change shall be noted by the Secretary in Section 1.4.1 Mailing Address. All other binding documents shall be appropriately changed to reflect the new address.

Section 1.4.3 Other Offices

The Board of Directors may at any time establish offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE 1.5 LIMITATIONS

Section 1.5.1 Political Activities

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 1.5.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE 1.6 DEDICATION OF ASSETS

Section 1.6.1 Private Benefit Prohibited

No part of the net income or assets of this organization shall inure to the benefit of any director, officer or private person.

Section 1.6.2 Distribution of Assets Upon Dissolution

Upon dissolution of SLOWS, the distribution of the assets shall be decided on at time of dissolution by majority vote of the Board of Directors.

ARTICLE 1.7 ROBERT'S RULES OF ORDER

Section 1.7.1 Meetings

Except as otherwise provided in these bylaws, all meetings of the corporation shall be conducted in accordance with the current authorized edition of *Robert's Rules of Order Newly Revised*.

Part 2 - MEMBERSHIP & CONDUCTING BUSINESS

ARTICLE 2.1 MEMBERSHIP

Section 2.1.1 Membership Requirements

Membership is open to women aged 18 years of age and older, without discrimination on the basis of race, color, religion, or national origin, participating on a soccer team in the SLOWS league ("League Team"). League Teams must apply for participation for each league season; participation may be granted after completion of the official registration process and receipt of required documents by the SLOWS Registrar and acceptance of the League Team by vote of the Board.

Section 2.1.2 Team Representatives

Each League Team shall designate a Team Representative to represent the League Team in matters related to SLOWS and to cast any votes to which the League Team is entitled.

ARTICLE 2.2 RIGHTS OF MEMBERSHIP

Section 2.2.1 Voting Power

All League Teams in Good Standing shall have the right to vote, as set forth in these Bylaws, on the election of Directors, and any other matters presented at Member Meetings. In addition, League Team in Good Standing shall enjoy full rights, privileges, and benefits provided to them in accordance with the SLOWS Bylaws, Rules and Regulations, and any other policies.

Section 2.2.2 Number of Votes

Each League Team, provided it is in good standing, shall have one (1) vote in all matters where a vote is necessary, which vote shall be cast by the Team Representative.

ARTICLE 2.3 TEAMS IN GOOD STANDING

Section 2.3.1 Good Standing Requirements

To be in good standing, a League Team must meet all the following requirements:

- A. All current dues, fees, and assessments due SLOWS must be paid in full prior to or on date set by the Board of Directors.
- B. All players (Members) and League Teams must be properly registered and the teams must provide the Board of Directors with names, e-mails, and telephone numbers of the team leadership, including the Team Representative.

ARTICLE 2.4 REMOVAL OF A LEAGUE TEAM

Section 2.4.1 Resignation of a League Team

A League Team may resign from the league at any time; provided, however, that resignation shall not relieve the resigning League Team from any obligation for dues, charges incurred, responsibilities, documents, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning League Team to any refund of dues, fees or charges previously paid.

Section 2.4.2 Suspension of a League Team

A League Team may be suspended from participation at any time by a majority vote of the Board of Directors pending the outcome of a Disciplinary Committee hearing and determination for conduct by the League Team pursuant Section 2.4.3(D).

Section 2.4.3 Termination of a League Team

A League Team's membership shall terminate on the occurrence of any of the following events:

- A. If a League Team is Not in Good Standing for a period of three (3) consecutive months or six (6) months in any period of twelve (12) months;
- B. The League Team's failure to pay dues, fees or assessments as set by the Board within the period specified by the Board after they are due and payable;
- C. Any event that renders the League Team ineligible for participation, or failure to satisfy League Team qualifications;
- D. A good faith determination by the Disciplinary Committee (Article 4.3) that a League Team has failed in a material and serious degree to observe the Rules and Procedures, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 2.4.4 Replacement of Team Representative by League Team

A League Team may replace its Team Representative at any time by notification to the Board of Directors of the new Team Representative.

Section 2.4.5 Removal of Team Representative by SLOWS

Upon request by the Board of Directors, a League Team shall replace its Team Representative with another individual. If the League Team refuses to replace such Team Representative or the Team Representative objects to being replaced, the Board of Directors shall follow the procedures set forth in Article 2.5.

Section 2.4.6 Status of Members of Removed League Teams

Players (Members) of a League Team that is removed from the League may apply to another League Team.

Section 2.4.7 Termination of Membership by SLOWS

A Player (Member) may be removed from Membership in SLOWS by the Board of Directors pursuant to the procedures set forth in Article 2.5.

ARTICLE 2.5 PROCEDURES FOR TERMINATION AND SUSPENSION OF MEMBERSHIP

Section 2.5.1 Power

The Board of Directors shall have the right to terminate or suspend a League Team, Team Representative and/or Member as set forth in these bylaws.

Section 2.5.1 Procedure

The following procedure for termination or suspension of a League Team, Team Representative and/or Member (the "Defaulting Party") shall be followed:

- A. The Board of Directors shall refer the matter to the Disciplinary Committee.
- B. The Disciplinary Committee shall provide the Defaulting Party no less than fifteen (15) days' prior notice of the suspension or termination. Notice shall be given by any method

reasonably calculated to provide actual notice to the Defaulting Party. In case of a Member or Team Representative, the respective League Team of such Defaulting Party shall be sent a copy of such notice.

- C. The Defaulting Party shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Disciplinary Committee to determine whether the suspension or termination should occur.
- D. The Disciplinary Committee shall make a written recommendation to the Board whether the Defaulting Party should be terminated, expelled, sanctioned, or suspended in any way.
- E. The Board shall make a final determination and announce it in writing to the persons concerned. The decision of the Board shall be final.
- F. Any action challenging a suspension or termination, expulsion or suspension of a Defaulting Party, or a sanction, must be commenced within one (1) year after the date of the suspension or termination, expulsion, suspension, or sanction.
- G. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a Defaulting Party's participation in the League if such Member violates any rule adopted by the Board for the proper operation of SLOWS. Following such suspension, the Board shall comply with the notice and hearing provisions of this Section.

MEMBER MEETINGS

ARTICLE 2.6 ATTENDANCE

Section 2.6.1 Representation

Member Meetings shall be attended by the Team Representatives of each League Team.

ARTICLE 2.7 DATE AND PLACE OF MEETING

Section 2.7.1 Date of Member Meeting

The dates and times of Regular Member Meetings shall be set annually by the Board and distributed to the Team Representatives.

Section 2.7.2 Place of Member Meetings

Regular and special Member meetings may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

ARTICLE 2.8 SPECIAL MEETINGS

Section 2.8.1 Call for Special Meetings

A special meeting may be called by petition of a majority of the Team Representatives in writing to the President. Notice of a special meeting shall be given within 14 days of the call.

ARTICLE 2.9 NOTICE OF MEETINGS

Section 2.9.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Member by one of the following methods:

- A. Personal delivery of oral or written notice;
- B. First-class mail, postage paid;
- C. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

D. Electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Member’s address, phone number, or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Member or to a person who would reasonably be expected to promptly communicate such notice to the Member. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Section 2.9.2 Time Requirements

Notices sent by first-class mail shall be deposited into the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

Section 2.9.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

ARTICLE 2.10 QUORUM FOR MEETINGS

Section 2.10.1 Quorum for Meetings

A majority of Team Representatives shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 2.12.1.

ARTICLE 2.11 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

Section 2.11.1 Waiver of Notice

The transactions of any meeting of the Members, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Members who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

ARTICLE 2.12 ADJOURNMENT

Section 2.12.1 Requirement

A majority of the Team Representatives present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

ARTICLE 2.13 CONDUCT OF BUSINESS

Section 2.13.1 Order of Business

The Order of Business for each Member Meeting shall be as follows:

1. Call to order
2. Approval of Minutes
3. Financial Report
4. Officer’s Reports
 - a. President
 - b. Vice President
 - c. Secretary

- d. Treasurer
- e. Publicity Coordinator
- f. League Coordinator
- g. Registrar
- 5. New Business
- 6. Open Forum/Announcements
- 7. Announcement of next meeting
- 8. Adjournment

ARTICLE 2.14 VOTING

Section 2.14.1 Member Votes

Each League Team must have a Team Representative present to cast their vote. An alternate representative of the League Team may be sent in place of the Team Representative. If a quorum is present, the affirmative vote of the majority of the Team Representatives at the meeting, entitled to vote and voting on any matter, shall be the act of the members.

Part 3 - BOARD OF DIRECTORS AND OFFICERS

ARTICLE 3.1 GENERAL POWERS AND DUTIES

Section 3.1.1 General Powers

The affairs of the SLOWS Organization shall be self-administering and managed by its Board of Directors.

Section 3.1.2 Duties

It shall be the duty of the Board of Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, and/ or by these Bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- C. Meet at such times and places as required by these Bylaws; and
- D. Register their phone numbers, and e-mail addresses with the Secretary. Notices of meetings delivered, telephoned or telegraphed to them at such addresses shall be valid notices thereof.

ARTICLE 3.2 REQUIREMENTS AND QUALIFICATIONS

Section 3.2.1 Requirements

It is the obligation of each Director to perform her duties in good faith, in a manner such Director believes to be in the best interests of SLOWS, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a Director may serve.

Section 3.2.2 Confidentiality

Officers shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information can reasonably be expected to benefit the Corporation. Officers shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

Section 3.2.2 Qualifications

Any person who has been a player (Member) in good standing within the prior two (2) years is eligible to serve on the Board.

In order to be eligible to be elected for the position of President or League Coordinator, the member should be a current member of the SLOWS Board of Directors.

Section 3.2.4 Compensation

The officers shall serve without compensation, although they shall be allowed reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.5.

Officers may be compensated for rendering services to the Corporation in any capacity other than Officer only if such other compensation is reasonable, allowable and has been authorized under the provisions of Article 3.15.

ARTICLE 3.3 COMPOSITION OF THE BOARD OF DIRECTORS

Section 3.3.1 Offices

The Board of Directors shall consist of the following offices:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Publicity Coordinator
6. League Coordinator
7. Registrar

Section 3.3.2 Arrangement

No more than two persons from any one League Team can serve on the Board of Directors, except when approved by the Members.

Section 3.3.3 Terms of Office

The length of service for any board position, said to equal a term, shall be three (3) consecutive years. An officer may not exceed two consecutive terms in the same position unless approved by the Board. Any officer while in office may run for re-election.

Section 3.3.4 Staggered Terms

The following terms of offices shall be voted on every three years.

- A. President and Treasurer
- B. Vice President, Secretary and Registrar
- C. League Coordinator and Publicity Coordinator

Section 3.3.5 Election

At the April Member Meeting, the Vice President shall distribute, digitally or in person, a job description for each of the offices up for election. At the May Member Meeting, the Vice President shall take nominations for all offices up for election, and the officers shall be elected by majority vote of the Members pursuant to the requirements for Member meetings set forth in these Bylaws.

ARTICLE 3.4 VACANCY

Section 3.4.1 Events Causing Vacancy

A vacancy, or vacancies, of a Director due to disqualification, resignation, removal, death, or any other cause shall be filled as prescribed in these Bylaws as soon as practicable after the vacancy occurs.

Section 3.4.2 Removal Of Officers

The Board of Directors may by resolution declare an office of a Director vacant who has:

- A. failed to attend three (3) or more meetings in a calendar year.

- B. been convicted of a felony.
- C. been declared of unsound mind by an order of the court.
- D. found by a final order or judgement of any court to have breached a duty under California Nonprofit Corporation Law.

Section 3.4.3 Resignations

A Director may resign during their time in office if they feel they can no longer fulfill their duties. The Director must submit a letter of resignation to the President, or Vice-President if the President is resigning, indicating the date the resignation is to become effective, which shall not extend more than fourteen (14) calendar days from the date of the letter. The vacancy shall be filled according to Section 3.4.5 Filling Vacancies in Offices.

Section 3.4.4 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 3.4.5 Filling Vacancies In Offices

In the event of a vacancy on the Board in any office other than the President, the position shall be filled by appointment by the President until the election at the next May Member meeting. Should the President's position become vacant, the Vice-President shall assume the position of President and a new Vice-President shall be appointed by the new President, each to serve until the election at the next May Member meeting. Election to fill vacancies shall be for the remainder of the vacated term of such office.

ARTICLE 3.5 BOARD OF DIRECTORS OFFICE DUTIES

Section 3.5.1 President

- A. Shall serve as the chair of all Executive Board and Executive Committee meetings of the SLOWS Organization and make certain that Robert's Rules of Order are observed.
- B. Shall ensure that the Constitution, Bylaws and Rules and Regulations are observed in all league affairs.
- C. Shall communicate with Team Representatives in the event that they violate SLOWS Rules and Regulations ARTICLE III. PLAYER REGULATIONS.
- D. Shall serve as the representative of the SLOWS Organization in all manners.
- E. Shall coordinate new team activities, clinics and initiates any other activity she may find desirable.
- F. Shall communicate all submitted concerns to the Referee Liaison.
- G. Shall designate the location and time of all Executive Board and Executive Committee meeting.
- H. Shall vote at Executive Committee meeting only in the event of a deadlock.
- I. Shall carry out the decisions of the Executive Committee.
- J. Shall have the authority to make the final decision on issues not covered by the Constitution, Bylaws and Rules and Regulations.
- K. Shall establish committees and appoint committee chairpersons in order to manage the organization.
- L. Shall be an active member of all standing committees.
- M. Shall sign checks as an alternate for the Treasurer.
- N. May appoint assistants as needed.

Section 3.5.2 Vice-President

- A. Shall carry out all powers of the President in her absence.
- B. Shall assume the office of the President upon her resignation.
- C. Shall maintain a record of all league yellow and red cards.

- D. Shall distribute and collect signed Code of Conduct from each Team Representative as part of the Season Registration.
- E. Shall direct the nomination and election of Board Officers.
- F. May serve as a member on any standing committee.
- G. May appoint assistants as needed.

Section 3.5.3 Secretary

- A. Shall record and maintain the minutes of all proceedings of the Executive Board and Executive Committee meetings.
- B. Shall maintain a record of decisions and actions of all Executive Board and Executive Committee meetings.
- C. Shall issue the roster of the Executive Board and Team Representatives each season.
- D. Shall issue approved agenda, meeting minutes and approved amendments to the Executive Board and Team Representatives prior to Executive Committee meetings.
- E. Shall issue approved agenda and meeting minutes to the Executive Board prior to Executive Board meetings.
- F. Shall maintain the Bylaws, Constitution, and Rules and Regulations.
- G. May serve as a member on any standing committee.
- H. May appoint assistants as needed.

Section 3.5.4 Treasurer

- A. Shall be responsible for maintaining an accurate record of the Organization's account transactions.
- B. Shall provide a Treasurer's Report at each Executive Board and Executive Committee meeting.
- C. Shall provide bank statements to the Executive Board for review upon request.
- D. Shall operate the SLOWS bank accounts and ensure that the current President is a co-signer on the account.
- E. Shall partner with an insurance agency to maintain a current liability insurance policy for the league.
- F. Shall ensure that all outstanding invoices are paid in a timely manner.
- G. Shall collect season and forfeiture fees from all teams.
- H. Shall issue reimbursement checks in a timely manner.
 - a. When provided a valid receipt for an authorized purchase.
 - b. When approved by the Executive Board for reimbursement.
- I. Shall ensure that state and federal taxes are filed correctly and on time.
- J. May serve as a member on any standing committee.
- K. May appoint assistants as needed.

Section 3.5.5 League Coordinator

- A. Shall coordinate the scheduling of all games and fields.
- B. Shall be responsible for contacting and providing referees for all games.
- C. Shall issue SLOWS Rules and Regulations and Game Schedule to the Executive Board, Team Representatives and Referee Liaison.
- D. Shall notify referees of any forfeits immediately upon notification from Team Representative.
- E. Shall coordinate with the Treasurer to ensure payment of referees and fields are dispersed on time.
- F. Shall maintain a log of forfeits for each season and provide the league Treasurer an updated balance at the end of the season for referee's payment.
- G. Shall coordinate with the Field Manager and communicate the canceling of games due to weather, poor field conditions, or any other unforeseen circumstance and immediately notify the Executive Board, Team Representatives and Referees of any changes.
- H. May serve as a member on any standing committee.
- I. May appoint assistants as needed.

Section 3.5.6 Registrar

- A. Shall manage and coordinate player registration through individual team folders on Google Drive.
- B. Shall ensure each team has access to the following documents in their Drives:
 - a. Yearly Master Calendar
 - b. Season Add/Drop Slip
 - c. Season Roster Waiver
 - d. IFAB Laws of The Game
 - e. Player Card Template
 - f. SLOWS Officer and Team Representative List
 - g. SLOWS Free Agent List
 - h. SLOWS Bylaws and Rules and Regulations
- C. Shall keep current Roster/Waivers and Add/Drop slips of each Team and photo IDs of all players, both active and inactive.
- D. Shall cross check line up cards to corresponding rosters/add slips and Player IDs and notify the President of any discrepancies.
- E. Shall distribute a sufficient number of season line-up cards to each Team Representative.
- F. Shall collect game line-up cards from referees and/or other Executive Board Members and scan/file digital copies.
- G. Shall monitor and maintain the Free Agent List.
- H. Shall respond to email inquiries regarding new members joining the league.
- I. Shall update the record of weekly game results in a timely manner.
- J. May serve as a member on any standing committee.
- K. May appoint assistants as needed.

Section 3.5.7 Publicity Coordinator

- A. Shall coordinate all advertisements and marketing for the league.
- B. Shall maintain the organization's website with current events, league schedule and information pertinent to the league.
- C. Shall update weekly results on the website in a timely manner.
- D. Shall coordinate with a merchandise company to provide apparel for members to purchase.
- E. May serve as a member on any standing committee.
- F. May appoint assistants as needed.

BOARD OF DIRECTORS MEETINGS

ARTICLE 3.6 ATTENDANCE

Section 3.6.1 Board of Directors Meeting Attendance

The Board of Directors shall meet regularly to conduct the business of the corporation. Directors are required to not miss three or more meetings in any calendar year.

ARTICLE 3.7 DATE AND PLACE OF MEETING

Section 3.7.1 Date and Place of Meetings

Regular and special meetings of the Board may be held at any place that has been designated in the notice of the meeting.

ARTICLE 3.8 SPECIAL MEETINGS

Section 3.8.1 Call for Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President, or by any two (2) Directors.

ARTICLE 3.9 NOTICE OF MEETINGS

Section 3.9.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by ARTICLE 3.7), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- A. Personal delivery of oral or written notice;
- B. First-class mail, postage paid;
- C. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- D. Electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Section 3.9.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

Section 3.9.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

ARTICLE 3.10 QUORUM FOR MEETINGS

Section 3.10.1 Quorum for Meetings

A majority of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.12.1.

ARTICLE 3.11 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

Section 3.11.1 Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

ARTICLE 3.12 ADJOURNMENT

Section 3.12.1 Requirement

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

ARTICLE 3.13 CONDUCT OF BUSINESS

Section 3.13.1 Order of Business

The Order of Business for each Board of Director Meeting shall be as follows:

Call to order

Approval of Minutes

Financial Report

Officer's Reports

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Publicity Coordinator
- f. League Coordinator
- g. Registrar

New Business

Open Forum/Announcements

Announcement of next meeting

Adjournment

Section 3.13.2 Executive Decision

An Executive Decision is a decision made without prior approval by the Board of Directors or Members about an urgent matter affecting the SLOWS organization. The President is the only Director/Member empowered with the right to make Executive Decisions. All Executive Decisions are subject to review by the Board.

ARTICLE 3.14 ACTION WITHOUT MEETING

Section 3.14.1 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing or electronic transmission to such action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an Interested Person shall not be required for approval of that transaction. 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.

Written consent may be made via:

- (i) E-mail when such transmission is directed by each Director's official SLOWS e-mail address, or
- (ii) Posting on an electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting; or
- (iii) Other means of electronic communication which the Corporation has placed in effect reasonable measures to verify that the sender is the Director purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

ARTICLE 3.15 TRANSACTIONS BETWEEN SLOWS AND DIRECTORS

Section 3.15.1 Interested Party Transactions

Except as described in Section 3.15.2, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

Section 3.15.2 Requirements to Authorize Interested Party Transactions

The Corporation shall not be a party to any transaction described in 3.15.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 3.15.2.

Part 4 - COMMITTEES

ARTICLE 4.1 DESIGNATION AND AUTHORITY

Section 4.1.1 Designation

The Board of Directors may establish committees as needed. The President shall appoint all committee chairs and serve an active, non-voting role on each committee.

Section 4.1.2 Meeting and Action of Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of **Article 3** concerning meetings of Directors, with such changes in the context of **Article 3** as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board of Directors, and special meetings of Committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board of Directors may require. The Board of Directors may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 4.1.3 Quorum Rules for Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4.1.4 Revocation of Delegated Authority

The Board of Directors may, at any time, revoke or modify any or all of the authority that the Board of Directors has delegated to a Committee, increase or decrease (but not below two) the

number of members of the Committee, and fill vacancies in a Committee from the members of the Board of Directors.

ARTICLE 4.2 DISCIPLINARY COMMITTEE

Section 4.3.1 Members

The Disciplinary Committee will be comprised of the Board of Directors and three (3) Team Representatives. Any member of the committee who is a party to the dispute shall be excused from the Disciplinary Committee for that particular item and shall, or shall not as determined by the President, be replaced by another Director appointed by the President. The President chairs the Disciplinary Committee unless they are involved in the dispute then the Vice-President chairs the committee. The Los Padres League Referee Liaison shall serve as an advisor on the committee without voting power.

Section 4.3.2 Authority

This group will determine the action to be taken with respect to any filed game incident reports, red cards, or other filed complaints regarding players, as well as any motion to suspend or terminate a League Team, Team Representative, or player (Member) pursuant to Article 2.5. Any action that results in a suspension for longer than 2 games or which arises from off-field conduct must follow the procedures set out in Article 2.5.

ARTICLE 4.4 ADVISORY COMMITTEES

Section 4.4.1 Members

The Board of Directors may create one or more Advisory Committees to meet the needs of the Board of Directors. Nominations shall be appointed and discharged to such Advisory Committees and such members may, or may not, be Directors.

Section 4.4.2 Authority

All recommendations and actions of the Advisory Committee shall be passed by the Board before instituted.

Part 5 - ADMINISTRATIVE

ARTICLE 5.1 AMENDMENTS

Section 5.1.1 Amendments by Directors

The Articles or Bylaws may be amended by the affirmative vote of a majority of the Members and of the Board, provided that specific written notice of the proposed amendment setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director and each Team Representative at least three days in advance of a meeting of the Members and Board for such purpose if delivered personally or by e-mail or at least five days if delivered by mail. These Bylaws replace in their entirety the Constitution and Bylaws of San Luis Obispo Women's Soccer as an unincorporated association.

Section 5.1.2 Rules and Regulations


The Board may adopt Rules and Regulations for the conduct of the League as it deems necessary or appropriate. Such Rules and Regulations shall be binding on all Members, Team Representatives, and League Teams.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting secretary of San Luis Obispo Women's Soccer, Inc., a California nonprofit mutual benefit corporation.
2. The Bylaws to which this certificate is attached, consisting of fourteen (14) pages, are the Bylaws of this Corporation as adopted on November 14, 2021.
3. The attached Bylaws are full and complete and contain all amendments to the date hereof.

IN WITNESS WHEREOF, I have subscribed my name this fourteenth day of November 2021.



Lauren Hongo, Secretary