

Kern County Soccer Foundation

By-Laws

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**BY-LAWS
OF
Kern County Soccer Foundation
A Non-Profit Public Benefit Corporation**

ARTICLE I

Name and Location of Office

The name of this corporation is **Kern County Soccer Foundation** (the "Foundation"). The principal office of the Foundation in the State of California shall be set annually, at the Annual General Meeting in January, by the Board of Directors.

The principal offices must be within the County of Kern, State of California, and unless stated otherwise by the Board of Directors, shall be the address of the Secretary, work or residence. Subsidiary offices may be established by the Board of Directors if deemed necessary at any place or places, within the County of Kern, State of California.

ARTICLE II

Objectives and Dedication.

The Foundation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law of the State of California for public and charitable purposes. The specific public purposes of the corporation are to foster amateur sports competition and to develop, promote and provide facilities for soccer playing youths under eighteen years of age.

Except to an insubstantial degree, the Foundation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Foundation, and the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue laws.

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

ARTICLE III

Membership

Section 1. Members.

There will be two (2) classes of members. Any qualifying Soccer organization or person, within the County of Kern, is eligible to apply for membership. Qualifications for membership shall apply to all soccer organizations except those Organizations that were a part of the Chartering of the Foundation and specifically mentioned in the Articles of Incorporation. Those organizations or persons, that do not meet the requirements for voting membership may be granted associate status, and may be invited to participate on Special Committees and as a non-voting member of the Board of Directors.

Section 2. Qualification

The following requirements must be met for an organization to be granted a voting membership in the Foundation;

- a. Operational guidelines that are their own. A subsidiary organization will be deemed to have membership through its parent Organization, if they follow or are unable to modify these guidelines to show they operate independently.
- b. The organization must be able to provide the current level of Liability Insurance required of any user of the facilities operated, by the Foundation.
- c. Organizational documents must support this Foundation's purpose.

Section 3 Membership List

A list of all members shall be kept by the Secretary, this list will contain the name of each Organization, it's Representative, mailing address, phone number, email address, voting status, active proxies, date membership was granted and where applicable date membership ceased and reason for discontinuance. Any change in League Representative, must be given in writing to the Secretary, so an accurate membership list is maintained.

Section 4 Changes to Membership Qualifications

When membership qualifications are changed, by an amendment to these by-laws, all organizations previously granted a voting membership shall maintain their current level of membership. Member organizations may however be removed if it is determined that the actions of the organization are in direct conflict with the purpose and objectives of the Foundation, such removal must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors.

ARTICLE IV Board of Directors

Section 1. Number, Tenure and Disqualification.

Directors shall be elected by the Board of Directors at the annual meeting of Directors in January. Each officer elected at the annual meeting of the Board of Directors shall take office on February first. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The number of Directors of the Foundation shall be at least seven (7) and no more than thirty (30). Each Director shall hold office for a term of two (2) years from the date of election. Each director, including a director elected/appointed to fill a vacancy, shall hold office until the expiration of the term for which elected/appointed and until a successor has been elected. The terms of the Directors shall be staggered so that one-half (1/2) of the Board is elected at each annual meeting of the Directors. The following Directors shall be elected in odd-numbered years: President, Treasurer, Directors of Scheduling, Publicity, Volunteers and Officials. The following Directors shall be elected in even-numbered years: Vice-President, Secretary, Directors of Park Operations, Fundraising/Marketing, Adult Leagues, and Tournaments.

Section 2. Management.

The Board of Directors shall manage the business of the Foundation. In the management and control of the property, business, and affairs of the Foundation, the Board of Directors is hereby vested with all the powers possessed by the Foundation itself, in so far as this delegation of authority is not inconsistent with laws of the State of California, the Code, the Articles of Incorporation of the Foundation, or with these By-Laws.

Section 3. Resignations and Vacancies.

Any Director may resign by giving written notice to the Secretary of the Foundation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Foundation if no date of resignation is specified. Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of any increase in the number of directors, may be filled by the Directors, with the exception of League Representative, who shall be appointed by the league they represent. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 4. Compensation.

The Directors shall not receive compensation for their services as Directors, but the Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors on behalf of the Foundation.

ARTICLE V Meetings of the Board of Directors

Section 1. Regular Meetings.

The regular meetings of the Board of Directors shall be held without other notice than these By-laws on the third Wednesday of each, at 6:00 p.m. at the same place as the annual meeting of Directors. If there is no business to be conducted at a regular meeting of the Board of Directors, the President of the Foundation may cancel the regular meeting by giving at least 24-hours prior telephonic, or electronic notice of such Cancellation to each of the Directors. The Board of Directors may provide, by resolution, the time and place, for the holding of regular meetings without other notice than such resolution, all meetings must be held within the County of Kern, State of California. Changes to the date and or location of a regularly scheduled board meeting shall be noticed to the entire board no less than 30 days from the date of the meeting. Meetings of the Executive Committee will be held 10 days prior to the third Wednesday of each month, unless cancelled.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of any officer, or at least two Board members. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the County of Kern, State of California, as the place for holding any special meeting of the Board of Director as called by them.

Section 3. Annual Meeting.

The annual meeting of the Directors shall be held on the third Wednesday in January of each year for the purpose of electing new directors and officers and the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. In the event that such annual meeting is omitted by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any election or business transacted at such meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 4. Notice.

Notice of any special meeting of the Directors shall be given at least ten (10) days previously thereto by written notice delivered personally, by mail or e-mailed to each Director at the Director's address in a sealed envelope with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum.

At any meeting of the Board of Directors of the Foundation, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business, but a lesser number (not less than two (2)) may adjourn any meeting and the meeting may be held as adjourned without further notice.

Section 6. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the full Board of Directors, except as provided by law or by these By-Laws.

Section 7. Action By Consent.

Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting. This includes the use of e-mail reply's from each Director and officer.

Section 8. Participation by Telephone/E-Mail.

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Electronic meetings may be held provided that all directors individual email addresses are listed in the address section to show all directors were contacted regarding the actions being requested as a result of the electronic meeting. Electronic conferencing also constitutes an official meeting, so long as a log of attendees can be documented.

Section 9. Interested Directors.

No contract or transaction between the Foundation and one or more of its directors or officers, or between the Foundation and any other Foundation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for the reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if the material facts as to the Director's or Directors' relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested directors, even though the disinterested directors be less than a quorum. At no time shall more than 49% of the directors be considered "Interested".

Section 10 Proxies

Any member may authorize another person or persons to act by proxy with respect to such membership. To be considered a valid proxy, the proxy must be in writing, signed by the member, and specifically authorizing, by name, another to act in his place and filed with the secretary of the Foundation at least ten (10) days prior to the date set for the meeting at which the proxy will first be exercised. The proxy must contain, the name of the person authorized to act for the named Director or Officer as well as a date the proxy will terminate, no proxy may be issued for a term longer than the term of the issuing member. The proxy issued by a League Representative will cease to be in force if that Representative is replaced by the League. A Director or Officer appearing in person may cast their own vote without repeal of the proxy, however the proxy holder may in such case not vote. Proxies may be issued for action on a single item or excepting the following, blanket action by the holder.

Anything to the contrary notwithstanding, any proxy covering matters requiring a vote of the members pursuant to California Corporations Code Sections 5222 (Removal of Directors and Designation of Successors), 5224 (Filling Vacancy on Board of Directors), 5613 (e) (Amending these By-Laws to Repeal, Restrict, Create or Expand Proxy Rights), 5911 (a) (2) (Disposition of Substantially All of the Foundation's Assets), 6012 (Merger), 6015 (a) (Amendment to Merger Agreement), and 6610 (Election of Voluntary Dissolution) is not valid unless it sets forth the general nature of the matter to be voted on, or, in the event of a vote pursuant to Section 5220, unless the proxy lists those nominated at the time the notice of the vote is given to the members.

No amendment to the Articles of Incorporation or these By-Laws repealing, restricting, creating or expanding proxy rights may be adopted without the affirmative vote of a majority of the members represented and voting at a duly held meeting at which a quorum of members is present or by the affirmative vote of a majority of members casting votes by written ballot.

Section 11 Voting

Each Officer, Director or League Representative shall have no more than one vote per individual, on each matter requiring a vote. League Representatives and Officers holding more than one position, will not have more than one individual vote on any single matter, presented for a vote.

Section 12 Record Date

The date fixed for determining the members entitled to vote on any matter will be those members on record or added as of the end of the previously called regular meeting.

ARTICLE VI

Committees of the Board of Directors

Section 1. Executive Committee.

The Executive Committee shall be comprised of all of the officers of the Foundation, said officers being the President, Vice President, Secretary and Treasurer; and all elected directors. Between meetings of the Board of Directors, the Executive Committee shall have the power of and exercise the authority of the Board of Directors in the management of the Foundation, except as to the election or removal of Officers or Directors of the Foundation, the amendment or repeal of these By-Laws, setting of fees, determination of or changes to the annual budget, or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of the Foundation or these By-Laws to act. The Executive Committee shall advise the Board of Directors on all significant matters pertaining to the affairs of the Foundation and shall have and may exercise such specific power and perform such specific duties as prescribed by these By-Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. The Executive Committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors. All meetings of the Executive Committee excepting those related to employment issues are open to all.

Section 2. Other Committees.

Other committees may be appointed by the President with the concurrence of the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Foundation. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to review by the Board of Directors. Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board of Directors. Any such committee may act by a majority of its members present at a meeting or by writing or writings signed by all of its members. Changes requested by the Executive Board to any committee recommendation, may be offered to the board of directors as any alternative.

Section 3. Chair.

One member of each committee shall be appointed chair by the President.

ARTICLE VII

Officers

Section 1. Number.

The officers of the Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article who shall be members of the Board of Directors. The Board of Directors, by resolution, may create the offices of one or more Assistant Treasurers and Assistant Secretaries, all of whom shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the Foundation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer elected at the annual meeting of the Board of Directors shall take office immediately upon the adjournment of the meeting at which the election was held. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided Any officer may succeed himself or herself.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board of Director's judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Removal of a League Representative, does not remove the league from membership in the Foundation. The Foundation may not dictate the process any league uses for determining their Representative.

Section 4. Vacancies.

A vacancy in any office, except League Representative, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 Nominating and Election Process

Not less than 90 days prior to the Annual General Meeting, the President will assemble and charge the nominating committee with assembling a list of those persons showing interest in being nominated for positions on the Board of Directors, such list will be provided to the Directors no later than 30 days prior to the date of the Annual General Meeting. Nominations from the floor may be accepted provided a second is made to the nomination by a member of the Board of Directors.

Voting at the Annual General Meeting for the Board of Directors will be done in writing and monitored by a 3 person panel appointed by the Executive Board prior to the election. Such panel will verify the validity of any proxies, maintain an accurate count of the votes and a list of those voting, as well as performing the official count of the ballots. Any protest to an annual election, must be done in writing within 30 days of the election, stating specific reasons for such protests. Only protests that can show procedure was not followed or impropriety by the panel will be considered.

Section 6. President.

The President shall be the chief executive officer of the Foundation. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign, or delegate to other officers of the Foundation the power to sign, all deeds, mortgages, and extension agreements, modification of mortgage agreements, leases, and contracts of the Foundation. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate. The President shall be an exofficio member of all committees and shall preside at all meetings of the Board of Directors.

Section 7. Vice-President.

Except as specially limited by vote of the Board of Directors, the Vice President shall perform the duties and have the powers of the President and in the absence or disability of the President, shall have the power to sign all deeds, and contracts of the Foundation during the absence or disability of the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors shall designate.

Section 8. Treasurer.

The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, employee permanent records, and any other finance-related documents of the Foundation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of the Foundation in such bank or banks as the Board of Directors shall designate. The Treasurer may endorse for deposit or collection all checks and notes payable to the Foundation or to its order, may accept drafts on behalf of the Foundation. The Treasurer shall keep accurate books of account of the Foundation's transactions which shall be the property of the Foundation, and shall be subject at all times to the inspection and control of the Board of Directors.

Section 9. Secretary.

The Secretary shall keep accurate minutes of all meetings of the Board of Directors, and shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In the Secretary's absence at any meeting an Assistant Secretary or a Secretary Pro Tempore shall perform such duties. The Secretary will maintain the official list of recognized leagues, with a copy of the minutes adding or deleting a league to or from the records, and if adopted the Secretary will keep the corporate seal. Official copies of the By-Laws, Articles of Incorporation and any other non-financial papers not specifically listed elsewhere in these By-Laws.

Section 10. Assistant Treasurers and Assistant Secretaries.

The Board of Directors may appoint or may authorize Assistant Treasurers and Assistant Secretaries to perform such duties as shall be assigned to them by the Board of Directors or by the President.

Section 11. Director of Park Operations

The Director of Park Operations is responsible for the implementation of directives of the Board to construct and develop any soccer park projects current or future, and to supervise all activities at the Park directed by the Board to include, but not limited to: park maintenance; security; hiring, firing and supervision of employees; and shall supervise and implement all phases of park operations, held at any Soccer Foundation Park, according to policies established by the Board and to actively promote park usage. All recommendations for hiring and firing of employees must fall within legal limits and be ratified by the Board. The Director of Park Operations shall be vested with the authority, pending Board review, to expel any person or persons from the park who interfere with any soccer official or otherwise act in a manner detrimental to the health, safety or peaceful enjoyment of the Park by others. The Director of Park Operations shall report directly to the Board and shall present a report to the Board at each Board meeting summarizing all park activities and areas of responsibility. Member of the Tournament and Scheduling Committees.

Section 12. Director of Tournaments

The Director of Tournaments will organize, promote and manage all tournaments held at any Kern County Soccer Foundation facility and will report to the Board of Directors and publish a quarterly update of tournament activities. The Director of Tournaments will chair the Tournament Committee whose members are appointed jointly by the President and Director of Tournaments and will also serve on the Fund Raising and Scheduling Committees.

Section 13. Director of Volunteers

The Director of Volunteers shall organize and manage all Volunteer personnel not members of the Board of Directors or under the specific direction of a standing committee. Volunteer needs must be submitted in writing to the Director of Volunteers at least two (2) weeks prior to need. Requests for volunteers may be submitted by any member of the Board, excluding League Representatives who do not hold another office on the Board. The Director of Volunteers shall report to the Board of Directors and will serve on the Tournament Committee.

Section 14. Director of Officials

The Director of Officials shall be a liaison between the Board of Directors and those scheduling officials for games on any facilities managed by the Foundation, fostering cooperation among the Officials. As the peaceful enjoyment of the Park requires experienced, skilled officials and as the Kern County Soccer Foundation is directly responsible to the County of Kern for Park activities, the Director of Officials is vested with the authority to develop and manage a U.S.S.F. chapter directly associated with the Kern County Soccer Foundation and/or to interact with other soccer officiating agencies to ensure high quality officiating, park safety and security. The Director of Officials may, pending Board review, expel any person or persons from the Park who interfere with any soccer official or otherwise act in a manner detrimental to the health, safety or peaceful enjoyment of the Park, by others. The Director of Officials shall report to the Board of Directors and will serve on the Scheduling and Tournament Committees.

Section 15. Director of Adult Leagues

The Director of Adult Leagues shall organize, promote and manage adult (21 and over) league activities including held at the Kern County Soccer any facilities managed by the Foundation. The Director of Adult Leagues shall report directly to the Board and publish a quarterly update of Adult activities and will also serve on the Tournament and Scheduling Committees.

Section 16. League Representatives

League Representatives are appointed directly from their affiliated soccer organization, with one (1) representative recognized per league. League representatives shall each have one (1) vote on the Board of Directors and shall serve on such committees as deemed appropriate by the President. Any League Representative may hold another Foundation office but will only exercise one (1) vote, if a League Representative is becomes and elected Officer or Director, the representative league may appoint a replacement Representative.

Section 17 Director of Scheduling

The Director of Scheduling is responsible for scheduling all activities at the Park. The Director of Scheduling will chair the scheduling committee, whose members are appointed by the President and will report to the Board of Directors and publish a monthly update of all scheduled activities.

Section 18. Director of Fund Raising/Marketing

The Director of Fund Raising and marketing is responsible for all fund raising activities prior to, during and subsequent to the development of any Kern County Soccer Foundation facility. They shall be responsible to publicize and promote all activities of the Kern County Soccer Foundation and Kern County Soccer Park, at the direction of the Board of Directors. The Director shall communicate with the Directors of Tournaments, Fund Raising, Scheduling, Adult Leagues and the Director of Park Operations regularly to ensure appropriate media coverage of all activities. The Director shall assist the Director of Scheduling where necessary, to publicize the schedule of events monthly and shall work closely with the Director of Park Operations in all promotional activities and shall report to the Board of Directors.

Section 19 Director of Publicity

The Director of Publicity shall be responsible to publicize and promote all activities of the Kern County Soccer Foundation and Kern County Soccer Park, at the direction of the Board of Directors. The Director of Publicity shall communicate with the Directors of Tournaments, Fund Raising, Scheduling, Adult Leagues and the Director of Park Operations regularly to ensure appropriate media coverage of all activities. The Director of Publicity shall assist the Director of Scheduling where necessary, to publicize the schedule of events monthly and shall work closely with the Director of Park Operations in all promotional activities and shall report to the Board of Directors.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Financial Instruments..

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by at least two (2) officers of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. There shall be at all times four (4) authorized signors on all accounts, two (2) of which will be the President and the Treasurer.

Section 4 Fees

Fees at an amount set annually by the Board of Directors, in June of each year, will be charged for all use of any facilities operated by the Foundation, beginning 12 months after the fees are set. All fees for single use events will be due at least 7 days prior to the first game. Fees for seasonal use will be due with no grace period no later than September 15 of each year.

Section 5 Other Sources of Income

An accurate record of all Donations and Sponsorships will be made available by the Treasurer to any member on request but at least annually to the entire Board. A copy of any contracts for Concessions of any kind will be maintained by the Director of Fund Raising, with a copy in the official corporate records maintained by the Secretary and a working copy for collection purposes with the Treasurer.

ARTICLE IX

Fiscal Year

The fiscal year of the Foundation shall be the period beginning on August 1 and ending on July 31 of each year.

ARTICLE X

Corporate Seal

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Foundation.

ARTICLE XI

Dissolution

The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Foundation shall, ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed to a nonprofit fund, foundation or Foundation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

Notices

Section 1. Notices.

Whenever written notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, such notice may be given by mail, addressed to such director or member of a committee, at such person's address as it appears on the records of the Foundation, with postage thereon prepaid, and such notice shall be deemed to be given three (3) days after the time when the same shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery, electronic notice may also be sent to the address listed on the official records of the Foundation.

Section 2. Waivers of Notice.

Whenever any notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIII

Indemnification of Officers and Directors

Section 1. Power to Indemnify in Actions, Suits or Proceedings.

The Foundation shall indemnify a person who was or is a party or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that such person is or was a director or officer of the Foundation, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the extent provided by the provisions of the California Corporations Code Section 5233, as such act shall be amended from time to time.

Section 2. Insurance.

The Foundation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Foundation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power or the obligation to indemnify him against such liability under the provisions of this Article XIV.

ARTICLE XIV

Buildings, Structures, Maintenance and Permits

Section 1 Buildings and Structures

All permanent structures and buildings located within any park managed by the Foundation, will be maintained in such a manner as to reduce or eliminate hazards. Such maintenance will be performed by the Foundation. If maintenance is due to neglect of a user or vandalism the party responsible shall be billed for repairs.

Section 2 Maintenance and Permits

Maintenance for any permits, recurring or otherwise required by the County of Kern, State of California, or U.S. Government, that are required on a permanent building or structure will be performed under the direction of the park. Use of any facilities for Concessions requiring a Health permit, the concessionaire will be responsible for the activities of the concession and any requirements for running said concession. No modifications to any building without prior approval of the Foundation and in the case of concessions the County Health Department.

ARTICLE XV

Dispute Resolution

Section 1 General Policy

It is the policy of the Foundation to resolve all disputes involving persons involved in Foundation in amicable way. Compromise should be emphasized whenever possible, and personality conflicts should be avoided when disciplinary action is found to be necessary, it is the Foundation's policy to take only the minimum action necessary. All means available should be taken to avoid legal action. Voluntary resignation is preferable to a suspension or removal procedure.

Section 2 General Due Process Procedures

If it is determined that it is necessary that a person involved needs to be disciplined, or that their involvement in the Foundation should be limited or terminated, and then the President or designee shall give notice in writing to such person of such intention. Such notice shall specify the action to be taken and the reason. Such notices shall further notify such person that he or she, upon request, will be given a reasonable opportunity to explain why such action should not be taken. Such opportunity to respond may be in person at a hearing, by telephone, or in writing. The President may appoint a disinterested Committee of neutral persons to consider such discipline. After such opportunity to respond has been given, the Due Process Committee shall make its determination and announce it in writing to all persons concerned.

Section 3 Suspension

The President may suspend a person involved with the Foundation from further involvement in notice (by telephone, fax, email, writing, or in person). If there is found to be an imminent danger to the Foundation by his or her continued involvement, or if crime has been alleged to be committed by such participant then suspension must be followed by a disciplinary hearing described in paragraph two, above. A suspension will be considered to be temporary in nature, and such suspension may be removed or set aside by a special vote of the Executive Committee at any time.

Section 4 Removal

The President may remove a person (whether or not suspended); who is involved with the Foundation including a Board or staff member, from further involvement in the program. Such removal may incur upon prior notice and after a determination is made that removal is appropriate, as the result of the hearing described in paragraph two, above. Such removal is only permitted when there is a foundation and proof of a violation of these Bylaws or of the rules, regulations, policies, or for an action which disrupts the Foundation's activities or programs.

Section 5 The Hearing

The disciplinary hearing shall be held at a neutral location, when possible. The hearing procedures shall be communicated and understood by all parties prior to the commencement of such hearing. All interested parties are to be informed of the date, time, and location of such hearing in advance with a minimum of 48 hour's notice.

At the hearing, the Committee shall listen to the facts of the situation from all interested parties, and then adjourn to a private session where the decision will be reached. Under no circumstances shall the committee deliberate in the presence of the parties involved in the dispute. The Committee will then decide the issue raised pursuant to these By-Laws and other operating regulations of the Foundation ,based on the evidence provided and by a simple majority vote to determine the appropriate action including whether no action should be taken against the individual accused or whether such person should be given a warning or caution, or if the person should be given a written reprimand, or whether such person should be suspended or removed from involvement with the Foundation. All interested parties shall be promptly notified of such decision in the case of removal, and where deemed appropriate, such individual is given an opportunity to resign.

ARTICLE XVI
Amendments

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the Board of Directors of the Foundation, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors then in office at a duly noticed regular or special meeting of the Board of Directors. Portions of these By-laws required by Internal Revenue Code, California Corporation Code, or other related legal codes, may not be amended or deleted unless a change to the afore mentioned codes or laws require such amendment.

ADOPTED as of this _____ day of _____, **year.**
Kern County Soccer Foundation

By: _____
It's President

ATTEST:

It's Secretary
CERTIFICATE OF SECRETARY

The undersigned Secretary of **Kern County Soccer Foundation** hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Board of Directors of the Foundation at a duly noticed meeting.

Secretary

Appendices