

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION AND BYLAWS
OF THE MONTCLAIR SOCCER CLUB**

ARTICLE 1

NAME AND PRINCIPAL OFFICE

1.1 Name. The name of the organization shall be the Montclair Soccer Club (hereafter referred to in these Bylaws as "MSC").

1.2 Principal Office. Unless changed by vote of the Board as provided in Section 1.3 below, the principal office of MSC for its transaction of business shall be located at the residence address in the County of Alameda of the President of MSC, as such President may be elected from time to time, and each election of the President pursuant to Article 4 shall be deemed to be a consent to change the principal business office to the newly-elected president's then current residence address, effective as of the commencement of the President's term of office. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

1.3 Change in Principal Office. The Board of Directors is hereby granted full power and authority to change the principal office to another location in Alameda County, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2

PURPOSE

2.1 Purpose. The purpose of MSC is to provide children and youth in Oakland with a high-quality, team sports experience that will provide lifelong benefits in terms of positive self-esteem, positive relationships with peers and adults, and a healthy commitment to physical exercise. To this end MSC will develop, teach, foster, and administer the game of soccer for children and youth (up to 19 years of age) in the City of Oakland. MSC will participate in the programs of the Jack London Youth Soccer League (referred to hereafter in these Bylaws as "JLYSL") within District 4 of the California Youth Soccer Association (CYSA). MSC will endeavor to develop and maintain coaches and assistant coaches having an adequate understanding and knowledge of soccer, who are trained in fundamental skills of positive coaching and committed to principles of good sportsmanship and fair play. Learning to win through competitive spirit, with good sportsmanship, will be the basic goal. Winning will be secondary to protecting the best interests of the players as a whole.

2.2 Non-Profit Standards. MSC is an unincorporated association intended to be operated in a manner consistent with entities formed under the California Nonprofit Public Benefit Corporation law and exclusively for the charitable and educational purposes described above. The

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property of MSC is irrevocably dedicated to charitable purposes meeting the requirements of section 214 of the California Revenue and Taxation Code and no part of the income or assets of this organization will inure to the benefit of any private persons. Upon dissolution of MSC, any assets remaining after payment or provision for payment of all debts and liabilities of MSC shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. MSC shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 2.1 above. No part of the earnings of MSC shall inure to the benefit of, or be distributable to, its members, Board of Directors or officers, or any other private persons, except that MSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 above. No substantial part of the activities of MSC shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and MSC shall not participate or intervene in (including the publication or distribution of statements or materials) any political campaign on behalf of or in opposition to any candidate for public office or for or against any cause or measure being submitted to the public for a vote. Notwithstanding any other provision of these Articles, MSC shall not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any successor or future federal tax code.

2.3 Dissolution. Upon dissolution of MSC, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any successor or future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of Alameda County, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3

GENERAL MEMBERSHIP

3.1 Membership Eligibility. Membership shall be opened to any person residing within or with ties to the City of Oakland. Each person who registers to play on, coach or referee for an MSC team, the player's family, MSC officers and other registered volunteers shall be deemed a "member" of MSC for purposes of the provisions of these Bylaws.

3.2 Registration Fees. MSC shall charge such registration and other fees for participation in its program as shall be established by the Board of Directors.

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a. Registration fees shall be established by the vote of a majority of the Board of Directors present at a regular or duly noticed meeting prior to general player registration for the succeeding year.

b. Registration fees may be waived for any adult who voluntarily provides time for services to MSC as a coach, referee, officer or other volunteer, provided that the Board of Directors shall determine and approve a uniform standard and basis for any such waiver annually at the time the registration fee is determined, and no waiver will be effective unless so approved.

c. Registration fees may be reduced or waived for any player by the Registrar, based on limited ability of the player's family to pay, subject to appeal to the Board of Directors.

d. Registration fees shall be due and payable at the time of registration and shall be delinquent 30 days thereafter.

3.3 Votes. Each registered player or player's family, and each registered coach, referee, officer or other volunteer shall be entitled to one vote on each matter presented for a vote at a membership meeting, provided, however, that:

a. A family having more than one player shall be entitled to the same number of votes as it has registered players;

b. No family member may cast votes greater than the number of family members in attendance at the meeting at which the vote is taken; and

c. There shall be no proxy voting.

3.4 Membership Rights. The rights of membership for players and non-players shall be to elect the officers of the MSC and to vote at its annual, regular or special meetings.

ARTICLE 4

ELECTION OF OFFICERS

4.1 Officers. The Officers of MSC shall consist of the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President, the six Board Members At Large, as provided in Section 6.1 and such other officers (the "Additional Officers") as the membership shall determine useful and shall elect at any regular or duly noticed meeting.

4.2 Election of Officers. The officers shall be elected at the annual meeting or other

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meeting of the membership; upon demand by any member, elections shall be by secret ballot.

4.3 Tenure of Officers. Tenure of office for any elected officer shall begin at the conclusion of the meeting at which such officer is elected and continue through the next succeeding annual meeting or until a successor to such officer is elected or appointed.

4.4 Election Procedure. The nomination and election procedure will be as follows:

a. No less than one month nor more than three months prior to the general election, the President shall appoint a nominating committee consisting of five (5) persons representing a broad cross section of the membership, and including both parents and coaches, which shall draw up a slate of candidates for each office.

b. If available, the Immediate Past President shall chair the nominating committee.

c. No person's name shall be submitted as a candidate at an election without first having obtained his consent.

d. The nominating committee shall make its report at the annual meeting of the membership

e. If no nominating committee is appointed, or if it is unable to present a full report at the annual meeting of the membership, or in addition to its nominees, nominations may be presented from the floor of the annual meeting or any other scheduled or duly noticed meeting of the membership.

f. The election shall be by majority vote of the membership present and entitled to vote. If, on the first ballot, no one receives the vote of a majority of those present and voting, a runoff shall be held between the two nominees who received the highest number of votes. The nominee receiving the majority of the votes cast in the runoff election shall be declared elected.

4.5 Vacancies. A vacancy occurring in any office shall be filled by a vote of the majority of the membership attending the next meeting following the meeting wherein such resignation or vacancy occurs; provided, however, the Board of Directors, shall give members notice that the membership meeting has the purpose of filling the vacancy, and the procedure for general elections shall then be followed with respect to the nomination of candidates.

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ARTICLE 5

DUTIES OF CERTAIN OFFICERS

5.1 President.

a. All meetings of MSC and the Board of Directors shall be called to order and presided over by the President or, in his absence, by the Vice-President, or in the absence of both the President and Vice-President, by the Secretary, or in the absence of all previously named, by the Treasurer of MSC.

b. The President shall, as soon as possible after his election and with the advice of the other elected officers, determine if additional officers should be elected to serve the purposes of MSC or if additional volunteers should be appointed. The President shall also be an ex-officio member of all committees except the Nominating Committee. The President shall have the power and duty to appoint, dissolve, or dissolve and appoint such other committees as may be necessary.

c. The President shall arrange the order of business for the Annual Meeting and shall perform such other duties as normally pertain to the office of President.

5.2 Vice President. The Vice President shall act as an aide to the President, and in the absence of the President, perform the duties of the President.

5.3 The Secretary. The Secretary shall keep an accurate record of the proceedings of all annual, regular and special meetings of MSC as well as all meetings of the Board of Directors; prepare the minutes of each meeting; keep a record of all policy decisions of the Board of Directors; conduct necessary correspondence of MSC; notify all Board members of the regular Board meetings and special Board meetings; and maintain a public calendar of all regular and special meetings of the members.

5.4 The Treasurer. The Treasurer shall receive all money for MSC and deposit such funds in a bank approved by the Board for the account of MSC; pay out all sums in accordance with the approved budget as authorized by the Board; keep an accurate record of all receipts and disbursements; present a statement of account at every meeting of MSC and its Board; develop procedures to encourage the fiscal responsibility of MSC; and make a full report thereof at the annual meeting.

5.5 Immediate Past President. The Immediate Past President shall sit on the Board of Directors, undertake any special assignments requested by the President, and shall chair the Nominating Committee.

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5.6 Additional Officers. From time to time, upon recommendation by the Nominating Committee, the Board of Directors or an individual member, the Board may elect such Additional Officers as are necessary to the organization of MSC. Initially there shall be Additional Officers as listed in Appendix A dated as of the date hereof.

ARTICLE 6

COMPOSITION AND DUTIES OF BOARD OF DIRECTORS

6.1 Board Composition. The President, Vice President, Secretary, Treasurer, the Immediate Past President, and six additional Board Members At Large, as elected under Article 4, shall constitute the Board of Directors of MSC. The President shall be the chairman of the Board of Directors.

6.2 Meeting of Board of Directors. The Board shall meet at the call of the chairman or at such time and places designated by it. The Board shall generally meet once a month. A quorum shall consist of five members present at a regular or duly noticed meeting.

6.3 Open Meeting. Meetings of the Board of Directors shall be open to the membership but the Board may consider items in closed session if the chair rules them to be confidential, the disclosure of which is detrimental to the welfare of MSC or any of its members.

6.4 Business of the Board.

a. The Board of Directors shall attend to such matters as may be referred to it. It shall be responsible to the membership for the conduct of MSC programs in a manner consistent with these Bylaws and policies established by the membership at the annual, regular or special meetings of the membership. It shall operate MSC in a manner consistent with sound business practice and economy.

b. The Board of Directors shall establish such membership and/or registration fees, as it believes to be appropriate.

c. The Board may, by a vote of no less than two-thirds (67%) of its members, recall any elected officer for inefficiency, disability, neglect of duty or unsatisfactory conduct, provided it shall first give the officer involved the opportunity of an impartial hearing before the Board. In addition, the Board shall, upon presentation of a petition signed by one-third of the total eligible membership (counting one "member" vote per registered player, coach, referee and MSC officer or other volunteer) consider the recall of any elected officer. In the event of a petition to remove an officer who is a member of the Board, the Board shall act to remove an elected officer on the basis of a vote of a majority of the other members of the Board.

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d. The Board of Directors may appoint officers and assign duties to any of the members willing to so serve. Appendix A includes a list of Additional Officers appointed by the Board and currently serving.

ARTICLE 7

MEMBERSHIP MEETINGS

7.1 Annual Meeting. The Annual meeting of the membership of MSC shall be held in Spring at a place as shall be selected by the Board of Directors. Other meetings of the membership may be called by the Board at any time, and shall be called promptly upon the petition of one-third of the total eligible membership (counting one "member" vote per registered player, coach, assistant coach and MSC officer or other volunteer).

7.2 Notice of Meeting. Notice of each membership meeting, including the Annual meeting, shall be mailed or emailed not less than fifteen (15) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at the meeting. Notwithstanding the foregoing, the President may, at the time of the Annual meeting, or with fifteen days prior notice to the membership posted on the MSC web site, establish a regular membership meeting at a specified time, place and date, and no further notice of such regular meeting shall be required.

7.3 Membership Quorum. No quorum shall be required for any action to be taken at a duly noticed membership meeting. Unless a greater vote is otherwise expressly required for any action under these Bylaws, any action may be taken by a majority of the members (or such greater percentage as may be required by any provision of these Bylaws) present at any duly noticed membership meeting, and such action will be effective and binding on MSC.

ARTICLE 8

PARLIAMENTARY AUTHORITY

8.1 Robert's Rules of Order. In all matters of procedure not otherwise covered by the Bylaws, the most recent edition of "Robert's Rules of Order" shall govern.

ARTICLE 9

AMENDMENTS TO THE BYLAWS

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9.1 Notice and Vote Requirements. Amendments to the Bylaws shall require a two-thirds vote of those eligible members present and voting at a membership meeting. These Amended and Restated Bylaws shall not be further amended at any meeting unless an appropriate notice of the meeting, stating that amendments to the Bylaws may be a subject of the meeting, is circulated to the membership.

9.2 Prohibited Amendments. Notwithstanding the foregoing, no amendment may be effected to these Bylaws, which would alter the primary purpose of MSC, or which would alter its status as a non-profit and tax exempt entity under applicable California and federal tax law. Furthermore, and notwithstanding the requirements of Section 9.1 above, any amendment to these Bylaws reasonably deemed by the Board of Directors to be necessary or desirable to assure the status of MSC as a non-profit and tax-exempt entity under such laws may be effected by a vote or written consent of a majority of the Board of Directors without a membership meeting, and any such amendment will be announced at the next regular membership meeting.

IN WITNESS WHEREOF, the undersigned, consisting of all of the duly elected members of the Board of Directors of MSC as of June 3, 2003, do hereby execute these Amended and Restated Bylaws of the Montclair Soccer Club, as approved by the membership by the affirmative vote of in excess of two-thirds of the members present and eligible to vote at its special meeting held on June 3, 2003.

Gregg Morris
President

Karolyn Ragsdale
Secretary

Paul Derenthal
Treasurer

Roy Gorman
Immediate Past President