

**BYLAWS
OF ATLÉTICO SANTA ROSA,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation is Atlético Santa Rosa (“Corporation”).

**ARTICLE II
PURPOSES**

Section 1. Non-Profit Purpose. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2. Specific Purpose. The specific purpose of this Corporation is to provide an organized educational soccer program for the youth of the City of Santa Rosa and the surrounding communities, which provides instruction of soccer skills, fair play, sportsmanship, self-discipline, positive reinforcement and responsibility.

Section 3. Section 501(c)(3) of the Internal Revenue Code. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code. 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
OFFICE**

The principal office for the transaction of the activities and affairs of this Corporation is located at 210 Mountain View, Santa Rosa, CA 95407. The board of directors of this Corporation (“Board”) may change the principal office from one location to another from time to time.

**ARTICLE IV
NO MEMBERS; PARTICIPANTS; PARENT ADVISORY COMMITTEE**

Section 1. No Members; Participants. This Corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law. Members of the public, i.e., youth and their parents, may join the activities provided by this Corporation as participants under the rules and regulations, including payment terms for such activities, as are prescribed from time to time pursuant to policies established by the Board. Under no circumstances shall such participants hold any of the rights and privileges, including voting rights, ascribed to members within the meaning of the California Nonprofit Corporation Law.

Section 2. Parent Advisory Committee. The parents of active youth participants shall be afforded the opportunity to participate in a parent advisory committee (“Parent Advisory Committee”). Meetings of the Parent Advisory Committee shall be called from time to time at the discretion of the Board. The Parent Advisory Committee shall serve only an advisory role and shall have no authority to make management decisions. All parents shall be invited to attend such meetings of the Parent Advisory Committee and shall receive notice of the issues to be discussed at such meetings. If parents are invited to vote on any issue, only one parent per active youth participant shall be entitled to vote thereon. The vote of the majority of the parents entitled to vote at any meeting of the Parent Advisory Committee shall be the decision of the Parent Advisory Committee on such issue. Decisions of the Parent Advisory Committee shall serve only an advisory purpose, and the Board may, but shall not be under any obligation to, make management decisions consistent with any such advice or vote so given.

ARTICLE V BOARD

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board.

Section 2. Number, Tenure and Qualifications. The number of directors on the Board (each, a “Director”) shall be not less than one (1) and not more than ten (10). Initially, the exact number shall be one (1) and shall be Adolfo Mendoza (“Initial Director”). The exact number may be changed by resolution of the Board from time to time. The term of office of each Director, other than the Initial Director who may hold office by designation herein until his resignation there from, shall be two (2) years. Directors, other than the Initial Director, shall be elected at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office, and each shall continue in office until a successor shall have been elected and qualified or until the earlier death, resignation or removal of the Director. Any Director may be removed at any time for cause by the affirmative vote of a majority of the Directors then in office.

Section 3. Annual and Regular Meetings. The annual meeting of the Board shall be held at the principal office of the Corporation or at such other place as the Board shall designate not more than six months after the end of the Corporation’s most recent fiscal year as determined by the Chair. The Board may provide by resolution for the holding of additional regular meetings of the Board.

Section 4. Notice of Annual and Regular Meetings. Notice of the time, place and purposes of such annual meeting shall be given by the Secretary by written notice delivered personally or sent by mail, email or telefax to each Director at his or her address as shown by the records of the Corporation delivered not less than ten (10) nor more than fifty (50) days before such annual meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid or if emailed or telefaxed, when receipt of the email or telefax is confirmed electronically. 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. If the Board provides by resolution the time and place for the holding of additional regular meetings of the Board, no notice other than such resolution shall be required.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair of the Board or by one-third (1/3rd) of the Directors. Unless approved by the Chair for an alternative location, the place will be the office of the Corporation.

Section 6. Notice of Special Meetings. Notice of any special meeting of the Board shall be delivered at least five (5) days previously thereto by written notice delivered personally or sent by mail, email or telefax to each Director at his or her address as shown by the records of the Corporation. If mailed such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid or if emailed or telefaxed, when receipt of the email or telefax is confirmed electronically. 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.

Section 7. Quorum. A majority of the Directors holding office from time to time shall constitute a quorum.

Section 8. Manner of Acting; Action Without a Meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these bylaws. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Any such written consent or consents shall be filed with the minutes of the proceedings of the Board. The Board is expressly authorized to conduct any business by telephone and make decisions related thereto, provided that all Directors participating in the meeting can hear each other and that the Corporation has verified that the persons voting are the Directors.

Section 9. Proxies. Any Director may at any time nominate and appoint an attorney-in-fact to vote as his or her proxy at any meeting of the Board, and such proxy shall have all the powers and privileges that the Director would have had if present at such meeting. Such appointment of proxy shall be in writing and subscribed by the Director and shall be presented at the meeting for which each such proxy is appointed and held and preserved by the Secretary. A facsimile or email to this effect which purports to have been sent by a Director may be accepted as a sufficiently written and executed proxy.

Section 10. Vacancies. Any vacancy occurring in the Board and any Directorship to be filled by reason of an increase in the number of Directors or otherwise shall be filled by a majority of the remaining Directors, or by a sole remaining Director. A Director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

Section 11. Compensation. Directors shall not receive any salaries or expenses for their services.

Section 12. No Interest in Assets. No Director shall possess any property right in or to the property of the Corporation. In the event the Corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Directors shall dispose of the remaining property in accordance with Article V of this Corporation's articles of incorporation.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President and Chair of the Board, a Vice-President, a Secretary and a Chief Financial Officer and such other officers as may be elected to offices created by the Board.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been elected.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. President and Chair. The President and Chair of the Board shall be the principal executive officer and shall in general supervise and control all of the business and affairs of the Corporation. He or she may delegate any and all authority for the day-to-day operations of the Corporation to any appropriate officer of the Corporation.

Section 5. Vice-President. In the absence, recusal or disability of the President and Chair, the Vice President shall perform all of the duties of the President and Chair, and in so acting, shall have all the powers of the President and Chair. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 6. Chief Financial Officer. The Chief Financial Officer shall receive and safely keep or cause to be received and safely kept all funds of the Corporation and deposit the same in such bank or banks as may be designated by the Board. Such funds shall be paid out only on the check of the Corporation signed as provided in **Section 2 of Article VII**. The Chief Financial Officer shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

Section 7. Secretary. The Secretary shall serve such notices as may be necessary or proper, shall supervise the keeping of the books of the Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, of the Corporation, other than the elected President and Chair who already has authorization, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be

signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by any two (2) officers of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board and shall keep at the principal office a record giving the names and addresses of all Directors and Associates. All books and records of the Corporation may be inspected by any voting Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX DUES

Section 1. Annual Dues. The Board may determine from time to time the annual dues, if any, payable to the Corporation by Directors, participating “members” described in **Section 1 of Article IV** and any other supporters or other categories of persons providing support to the Corporation.

Section 2. Payment of Dues. The Board may provide for payment of said dues on an annual or semi-annual basis, or otherwise.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER CORPORATE AGENTS

Section 1. Indemnification of Agents. This Corporation shall, and hereby exercises its power to, indemnify and hold harmless each “agent” of the Corporation, as the term “agent” is defined in Section 5238(a) of the California Corporation Code (the “CCC”) including, but not

limited to, Directors and officers, from and against any loss, costs, liability, judgment, fine, settlement payment, or other amount, and any “expenses” (as defined in Section 5238(a) of the CCC) incurred in connection with any “proceeding” (as defined in said Section 5238(a)) by such agent to the full extent permitted by applicable law. The Corporation shall have the power to purchase insurance for any or all of its agents against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such and such insurance coverage may extend beyond the agent’s right to indemnity hereunder, and the Corporation shall have the power to advance to its agents “expenses” (as defined above) at any time and from time to time prior to the final disposition of any proceeding to the full extent permitted by applicable law. To the extent not prohibited by then applicable law, any indemnification shall be made in a particular case by the Corporation on determination that the requirements for indemnification have been met which determination shall be made (1) by the members of the Corporation acting in such matter in any manner permitted by then applicable law, or (2) if the members are unable to act in such manner or elect to request such opinion, by independent legal counsel in a written opinion.

This section shall create a right of indemnification for each person referred to in this section, whether or not the proceeding to which the indemnification relates arose in whole or in part prior to adoption of this section and in the event of death such right shall extend to such person’s legal representatives. The right of indemnification hereby given shall not be exclusive of any other rights such person may have whether by law or under any agreement, vote of Directors or stockholders or otherwise.

Section 2. Approval of Indemnification. On written request to the Board by any person seeking indemnification under Section 5238(b) of the CCC, the Board shall promptly determine under 5238(e) of the CCC whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under **Sections 1 and 2** of this **Article XI** of these bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE XII AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by the affirmative vote of a majority of the Directors present at a regular or special meeting of the Board at which a quorum is present. A copy of the proposed amendment or new bylaw shall be included in the notice of meeting given to each Director.

CERTIFICATE OF INCORPORATOR

I certify that I am the incorporator of Atlético Santa Rosa, a California nonprofit mutual benefit Corporation, that the above bylaws are the bylaws of this Corporation as adopted by on November 22, 2006 and that they have not been amended or modified since that date.

Executed on November 22, 2006, in Oakland, California.

Richard P. Waxman
Incorporator