

**AMENDED AND RESTATED
BYLAWS
of
UNION SACRAMENTO FC,
a California Nonprofit Public Benefit Corporation**



As of July 7, 2022

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is Union Sacramento FC (the “Club”).

**ARTICLE II
OFFICES**

Section 2.01. Principal Office. The principal office for the transaction of the business of the Club is located at 3435 American River Drive, Suite A, Sacramento, California 95864 (the “principal office”). The board of directors of the Club (the “Board of Directors” or the “Board”) may change the principal office from one location to another, and this Section shall be amended accordingly.

Section 2.02. Other Offices. The Board of Directors may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Club.

**ARTICLE III
PURPOSES AND LIMITATIONS**

Section 3.01. Purposes. The Club is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Club has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in its Articles of Incorporation (as the same may be amended from time to time, the “Articles of Incorporation”), including, without limitation, to promote and sponsor the development of youth soccer players in the Sacramento region by providing an opportunity for all talented players to participate in higher level leagues and tournaments, so long as the activities and programs undertaken, supported or initiated by the Club are otherwise charitable, educational or scientific in nature within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3.02. Limitations.

(a) No Activities Not in Furtherance of the Purposes of the Club. Notwithstanding any other provision of these bylaws of the Club (these “Bylaws”), the Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Club, and the Club shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal tax income under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(b) No Political Activities. No substantial part of the activities of the Club shall consist of lobbying or carrying on of propaganda or otherwise attempting to influence federal, state or local legislation of any type. The Club shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

(c) Dedication of Assets. All properties and assets of the Club are irrevocably dedicated to public benefit and/or charitable purposes, including the specific purposes set forth in this Article. No part of the net earnings, properties or assets of the Club, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of the Club, except that the Club 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 this Article. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Club shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV CORPORATION WITHOUT MEMBERS

The Club shall not have voting members within the meaning of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Corporation Law, any action which would otherwise require approval by a majority of all “members” or approval by the “members” shall require only approval of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Powers.

(a) General Corporation Powers. The business and affairs of the Club shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to their general powers, and in addition to other powers set forth in these Bylaws, the members of the Board of Directors (individually, a “Director” and collectively, the “Directors”) shall have the power to:

i. Select and remove the Officers (as hereinafter defined) and any employees and agents of the Club (including attorneys and accountants); prescribe any powers and duties for any of the foregoing that are consistent with the law, with the Articles of Incorporation and with these Bylaws; and fix their compensation, if any;

ii. Adopt, make and use a corporate seal and alter the form of the seal;

iii. Open bank accounts on behalf of the Club and designate the signatories to such bank accounts;

iv. Prepare budgets and maintain a full set of books and records showing the financial condition of the Club in a manner consistent with generally accepted accounting principles;

v. Borrow money and incur indebtedness on behalf of the Club and cause to be executed and delivered for the Club's purposes, in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt;

vi. Accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes of the Club;

vii. Solicit donations from the general public for purposes of financial and other support for the activities of the Club;

viii. Adopt and establish rules and regulations governing the affairs and activities of the Club; and

ix. Bring and defend actions on behalf of the Club.

Section 5.02. Number of Directors; Limitation on Interested Persons.

(a) *Number of Directors.* The authorized number of Directors shall not be less than five (5), with the exact authorized number of Directors to be determined by the Board from time to time.

(b) *Limitation on Interested Persons Serving as Directors.* Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An "interested person" is (i) any person compensated by the Club for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor or otherwise; (ii) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Club within the previous twelve (12) months; and (iii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person described in (i) or (ii) of this subsection. Any violation of the provisions of this subsection shall not, however, affect the validity or enforceability of any transaction entered into by the Club.

Section 5.03. Election of Directors. The Directors shall be elected by a majority vote of the Board at each Annual Meeting (as hereinafter defined), including the vote(s) of any Director whose term of office expires with that meeting; *provided, however,* that vacancies on the Board may be filled prior to the Annual Meeting as provided in Section 5.05.

Section 5.04. Term of Office. The term of office of all Directors shall be two (2) years. There shall be no limitation upon the number of consecutive terms to which a Director may be re-elected. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or until that Director's earlier resignation or removal in accordance with these Bylaws.

Section 5.05. Vacancies on the Board.

(a) *Events Causing Vacancy.* A vacancy on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- i. The death, resignation or removal of a Director;
- ii. The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Section 5231 of the California Corporations Code and following of the California Nonprofit Corporation Law;
- iii. The failure of the Board, at any meeting of the Board at which any Director or Directors are to be elected, to elect the full authorized number of Directors; or
- iv. The increase of the authorized number of Directors.

(b) *Resignation.* Except as provided in this subsection, any Director may resign, which resignation shall be effective upon receipt of written notice by the President (as hereinafter defined) or the Secretary (as hereinafter defined), unless the notice specifies a later effective date for the resignation. No Director may resign when the Club would then be left without a duly elected Director or Directors in charge of its affairs.

(c) *Removal.* Any Director may be removed, with or without cause, by the vote of the majority of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal is given as provided in Section 6.02. Any vacancy caused by the removal of a Director shall be filled as provided in Section 5.05(d).

(d) *Filling of Vacancies.* If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing a successor Director as soon as practicable after the vacancy occurs by the vote of a majority of a quorum of the Board or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held according to the notice or waivers of notice complying with Section 5211 of the California Corporations Code, or (iii) by the sole remaining Director.

Section 5.06. Compensation of Directors. Directors shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section shall not be construed to preclude any Director from serving the Club in any other capacity, such as an employee, agent or otherwise, and receiving reasonable compensation for those services.

Section 5.07. Non-Liability of Directors. To the fullest extent permitted by law, the Directors shall not be personally liable for the debts, liabilities or other obligations of the Club.

ARTICLE VI
BOARD MEETINGS

Section 6.01. Meetings; Meetings by Electronic Means.

(a) *Regular Meetings.* Regular meetings of the Board of Directors shall be held at such time and place as may be fixed by the Board. Notice of a regular meeting shall be in accordance with Section 6.02.

(b) *Annual Meeting.* The Board of Directors shall hold a meeting at least annually (each an “*Annual Meeting*”) during the month of January, at a time and place designated by the Board of Directors, for purposes of electing Directors and Officers and transacting regular business. Notice of an Annual Meeting shall be in accordance with Section 6.02.

(c) *Special Meetings.* Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Vice President (as hereinafter defined) or any two (2) Directors, and shall be held at any place within or outside the State of California as designated in the notice of the meeting. Notice of special meeting shall be in accordance with Section 6.02.

(d) *Meetings by Electric Means.* Directors may participate in any meeting of the Board through the use of conference telephone, electronic video screen communication or similar communication equipment, so long as all of the following apply: (i) each Director participating in the meeting can communicate with all the other Directors concurrently; (ii) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Club; and (iii) the Club adopts and implements means of verifying that a person communicating by conference telephone, electronic video screen communication or similar communication equipment is a Director entitled to participate in the Board meeting and all statements, questions, actions or votes were made by that Director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 6.02. Notice of Meetings. Notice of any meeting of the Board of Directors shall be given to all Directors at least four (4) days in advance if given by first-class mail or at least forty-eight (48) hours in advance if given by notice delivered personally, by telephone or by electronic transmission in compliance with Section 10.07; *provided, however,* that such notice may be waived by any Director as set forth in Section 6.03, and *provided, further,* that 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. Notice shall not be given by electronic transmission if the Club is unable to deliver two (2) consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

Section 6.03. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or

after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting or an approval of the minutes. The waiver of notice or consent need not 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. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or after its commencement about lack of adequate notice.

Section 6.04. Quorum Requirements. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.05. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for that meeting.

Section 6.05. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 6.03.

Section 6.06. Conduct of Meetings. Meetings of the Board shall be presided over by the President or, if there is no President or the President is absent, by the Vice President, or in the absence of each of these persons, by a chairperson of the meeting chosen by a majority of the Directors present at the meeting. The Secretary shall act or appoint someone to act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, the Articles of Incorporation or any provision of law applicable to the Club.

Section 6.07. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to Section 5224(a) of the California Corporations Code, the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII COMMITTEES

Section 7.01. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two (2) or more Directors, and only of Directors, to serve at the pleasure of the Board. Any member of any committee may be removed, without or without cause, at any time by the Board.

Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Amend or repeal the Articles of Incorporation or these Bylaws or adopt new bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committee of the Board or appoint the members of any committee; or
- (e) Approve any transaction (i) to which the Club is a party and as to which one or more Directors has a material financial interest, or (ii) between the Club and one or more of the Directors or between the Club and any corporation or firm in which one or more of the Directors has a material financial interest.

Section 7.02. Executive Committee. The executive committee (the “*Executive Committee*”) shall be a standing committee of the Board comprised of the President, the Vice President, the Treasurer (as hereinafter defined) and the Secretary. The President shall serve as chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Club between meetings of the Board; *provided, however*, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 7.01.

Section 7.03. Advisory Committees. The Board may establish one or more advisory committees (each an “*Advisory Committee*”) to the Board. The members of any Advisory Committee may consist of Directors and/or nondirectors. An Advisory Committee may not exercise the authority of the Board to make decisions on behalf of the Club, but shall be limited to making recommendations to the Board or to the Board’s authorized representatives and to implementing Board decisions and policies. All Advisory Committees shall be subject to the supervision and control of the Board.

Section 7.04. Meetings and Actions of Committees. The Board of Directors may adopt rules for governing any committee not inconsistent with the provisions of these Bylaws.

Section 7.05. Compensation of Members of Committees. Members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section shall not be construed to preclude any member of a committee from serving the Club in any other capacity, such as an employee, agent or otherwise, and receiving reasonable compensation for those services.

Section 7.06. Non-Liability of Members of Committees. To the fullest extent permitted by law, members of committees shall not be personally liable for the debts, liabilities or other obligations of the Club.

ARTICLE VIII OFFICERS

Section 8.01. Officers. The officers of the Club (individually, an “*Officer*” and collectively, the “*Officers*”) shall include the president (the “*President*”), up to two (2) vice presidents (whether one or two, the “*Vice President*”), secretary (the “*Secretary*”) and treasurer (the “*Treasurer*”). The Board shall have the power to designate additional Officers by resolution and appointment pursuant to Section 8.03, with such duties, powers, titles and privileges as the Board may fix. Other than the President, the Vice President, the Secretary and the Treasurer, the Officers may, but need not be, selected from among the Directors. One person may hold two (2) or more Officer-positions, except no person serving as the Secretary or the Treasurer may serve concurrently as the President.

Section 8.02. Election of Officers. The Officers, except those appointed in accordance with the provisions of Section 8.03 and Section 8.06, shall be elected by the Board of Directors at the Annual Meeting for a term of one (1) year, and each shall serve at the pleasure of the Board until his or her successor shall be elected or his or her earlier resignation or removal.

Section 8.03. Subordinate Officers. The Board of Directors may appoint, and may authorize the President to appoint, any other Officers that the business of the Club may require, each of whom shall have the title, hold office for the period, have the authority and perform such duties specified by these Bylaws or determined from time to time by the Board of Directors or the President (if so authorized).

Section 8.04. Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Club under any contract to which the Officer is a party.

Section 8.05. Removal of Officers. Any Officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

Section 8.06. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any officer other than the President or one appointed in accordance with Section 8.03, such vacancy shall be filled temporarily by appointment of the President, and the appointee shall remain in office for sixty

(60) days, or until the next meeting of the Board, whichever occurs first. Thereafter, the position can be filled only by action of the Board.

Section 8.07. Responsibilities of Certain Officers.

(a) President. The President shall be a Director and shall be the chief executive officer of the Club. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Club's business and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for or otherwise present the Club between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) Vice President. The Vice President shall be a Director and shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board. It shall be the policy of the Club that the person appointed to serve as the Vice President is a Director that has expressed a commitment to continue as an Officer in the capacity of the President upon expiration of the incumbent President's term of office or upon the President's earlier resignation or removal.

(c) Secretary. The Secretary shall be a Director and shall keep or cause to be kept at the principal office, or such other place as the Board may order, a book of minutes of all meetings and actions of the Board of Directors, with the time and place of the holding of regular and special meetings, and if special, how authorized, the notice thereof given, the names of those present at such meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

(d) Treasurer. The Treasurer shall be a Director and shall be the chief financial officer of the Club. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Club with such depositories as may be designated by the Board. He or she shall disburse the funds of the Club as may be ordered by the Board and shall render to the President and the Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Club. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. If required by the Board, the Treasurer shall give the Club a bond in the amount and with the surety specified by the Board for faithful performance of the duties

of his or her office and for restoration to the Club of all its books, papers, vouchers, money and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement or removal from office.

Section 8.08. Compensation of Officers. Officers shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This Section shall not be construed to preclude any Officer from serving the Club in any other capacity, such as an employee, agent or otherwise, and receiving reasonable compensation for those services.

Section 8.09. Non-Liability of Officers. To the fullest extent permitted by law, the Officers shall not be personally liable for the debts, liabilities or other obligations of the Club.

ARTICLE IX RECORDS AND REPORTS

Section 9.01. Maintenance of Articles of Incorporation and Bylaws. The Club shall keep at the principal office the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date.

Section 9.02. Maintenance of Other Corporate Records. The accounting books, records and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 9.03. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Club. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 9.04. Annual Report. Within one-hundred twenty (120) days after the end of the Club's fiscal year, the President shall furnish, or cause to be furnished, a written report to all Directors containing the following information:

- (a) The assets and liabilities, including the trust funds, of the Club as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Club, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Club, for both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) in which the Club was a party and in which any Director or Officer has a direct or indirect financial interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than fifty-thousand dollars (\$50,000). For each transaction, the report must disclose the names of the interested persons involved in such transaction and state such person's relationship to the Club, the nature of such person's interest in the transaction and, where practicable, the value of such interest; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Director or Officer pursuant to Section 10.01, unless such indemnification has already been approved pursuant to Section 10.01(a).

The report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized Officer that such statements were prepared without an audit from the books and records of the Club. Such report may be furnished to the Directors by electronic transmission in accordance with Section 10.07.

Section 9.05. Financial Audit. The Club shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars (\$2,000,000) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Club, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Club's principal office during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Club's website.

ARTICLE X MISCELLANEOUS

Section 10.01. Indemnification of Directors and Officers.

(a) *Right to Indemnification.* The Club shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture or other enterprise, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of the Club under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Corporations Code has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds (2/3rds) of the total number

of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(b) *Insurance.* The Club shall have the power and may purchase and maintain insurance on behalf of any Director, Officer or agent of the Club against any liability asserted against or incurred by the Director, Officer or agent in any such capacity or arising out of the Director's, Officer's or agent's status as such, whether or not the Club would have the power to indemnify the agent against such liability under Section 10.01(a); *provided, however*, that the Club shall have no power to purchase and maintain such insurance to indemnify any Director, Officer or agent of the Club for any self-dealing transaction, as described in Section 5233 of the California Corporations Code.

Section 10.02. Contracts and Loans with Directors and Officers.

(a) *Contracts with Directors and Officers.*

i. No Director or Officer, nor any other corporation, firm, association or other entity in which one or more of the Club's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with the Club, unless (A) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Directors prior to consideration by the Board of such contract or transaction; (B) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (C) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Club could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (D) the Club enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Club at the time the transaction is entered into.

ii. The provisions of this subsection do not apply to a transaction which is part of an educational or charitable program of the Club if it: (A) is approved or authorized by the Club in good faith and without unjustified favoritism; and (B) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Club.

(b) *Loans to Directors and Officers.* The Club shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; *provided, however*, that the Club may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such

advance such Director or Officer would be entitled to be reimbursed for such expenses by the Club.

Section 10.03. Fiscal Year. The fiscal year of the Club shall end on December 31.

Section 10.04. Corporate Seal. The Club shall have a seal in a circular or other form having within its circumference the words “Union Sacramento FC.”

Section 10.05. Amendments to or Repeal of Bylaws. These Bylaws may be adopted, amended or repealed by a majority vote of the entire Board of Directors; *provided, however*, that amendment or repeal of Section 5.03, Section 5.04, Section 5.05 or this Section shall require the unanimous approval of the Board of Directors.

Section 10.06. Private Foundation Restrictions. In any period in which the Club is a private foundation, as defined in Section 509 of the Internal Revenue Code, the Club shall make distributions at such time and in such manner as not to subject the Club to tax under Section 4942 of the Internal Revenue Code, and the Club shall not (a) engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code; (b) retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code; (c) make any investments in such manner as to subject the Club to tax under Section 4944 of the Internal Revenue Code; or (d) make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

Section 10.07. Electronic Transmission. Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile, e-mail or text, provided (a) for electronic transmissions from the Club, the Club has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to the Club, the Club has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed and rendered into clearly legible tangible form.

Section 10.08. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular.

[*End of Bylaws.*]

CERTIFICATE OF SECRETARY

I, the undersigned, as the duly elected Secretary of Union Sacramento FC, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Amended and Restated Bylaws consisting of fourteen (14) pages (including the cover page but not this Certificate) were adopted as the bylaws of Union Sacramento FC by the Board of Directors on the 7th day of July, 2022, and the same do now constitute the bylaws of Union Sacramento FC.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the date set forth above.

By: 

Name: Joshua L. Baker

Title: Secretary