



BYLAWS

ARTICLE I ORGANIZATION

Section 1.1 Name

The registered name of the corporation is SIERRA NEVADA FC (hereinafter referred to as "SNFC").

Section 1.2 Purpose

SNFC shall be a nonprofit corporation organized pursuant to Nevada Revised Statutes Chapter 82 (§82.006 through §82.546) and operating within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The purpose is to initiate, educate, develop, sponsor, promote, and implement plans, policies, and activities that will promote youth soccer in the Reno/Sparks, Nevada area. The bylaws and policies of SNFC shall comply with all rules and regulations of US Club Soccer, the Nevada Youth Soccer Association, United States Youth Soccer Association, and any affiliated leagues, as deemed appropriate by the majority of the Board of Trustees.

Section 1.3 Earnings

No part of the net earnings of SNFC shall inure to the benefit of, or be distributable to the Trustees or Officers of SNFC except that SNFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above when authorized by a majority of the Trustees.

ARTICLE II MEMBERSHIP

Section 2.1 Eligibility

The Members of SNFC shall be comprised of the players on the rosters of SNFC soccer teams, each represented by one (1) parent or guardian (collectively referred to herein as the "Membership").

Section 2.2 Dues

Members shall be required to pay dues as set forth from time to time by a majority of the Trustees. The Board may waive dues or allocate scholarship funds for any Member by a majority vote of the Trustees.

Section 2.3 Removal of a Member

The Board may take such action as it deems reasonable and appropriate, including, but not limited to suspension or termination of membership, by a majority vote of the Board, if the Board deems the conduct of any Member detrimental to the best interests of soccer and/or SNFC.

Section 2.4 Voting Rights

Each Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

Section 2.5 Meetings

Annual meetings of the Membership are not required. The Board may call a Special Meeting of the Membership at any time deemed necessary by the Board. The Board shall determine the date, time, and place of the meeting. Written notice of the meeting must be issued no less than ten (10) days before any such meeting and the notice must identify the business to be conducted. Ten percent (10%) of the number of Members must be present to constitute a quorum for the transaction of business at any meeting of the Membership, but business is limited to the items identified in the notice of meeting. Action of the Membership shall be by majority vote of those present, unless otherwise provided by these Bylaws.

ARTICLE III BOARD OF TRUSTEES

Section 3.1 Powers and Duties

All activities, affairs, and property of SNFC shall be exclusively managed, directed, controlled and its powers exercised by and vested in its governing body, the Board of Trustees (the "Board"). The Board shall have the power and duties necessary for the administration of the affairs of SNFC and may perform all such acts and actions not prohibited by law, the Articles of Incorporation, or these Bylaws, including, but not limited to: (a) select and remove all officers, agents, and employees of SNFC, and prescribe the powers and duties for them consistent with law, the Articles of Incorporation, and these Bylaws; (b) change the location of the principal executive office or principle office in the State of Nevada; and (c) adopt, make, use, or alter a corporate seal.

Section 3.2 Number, Qualifications, and Tenure

The initial Board shall consist of three (3) Trustees who shall serve a two (2) year term. Subsequently, the members of the Board shall be elected as provided in Section 3.9. The number of Trustees shall not be less than three (3) and not more than seven (7) and may be changed by a duly adopted amendment to these Bylaws. Any Trustee subsequently elected shall be for a two (2) year term. Any person over the age of eighteen (18) years is eligible to be elected as a Trustee. No Trustee shall serve more than four (4) consecutive terms. After the service of four (4) consecutive terms, a one (1) year leave of absence is required before eligibility for membership on the Board is reestablished.

Section 3.3 Removal, Vacancies, and Successors

Any Trustee may be removed from the Board at any meeting of the Trustees at which a quorum is present, upon the unanimous vote of the Trustees present, in person or by proxy, who are entitled to vote at such meeting. Notice of the intent to remove a Trustee must be sent to the Trustee via certified mail, return receipt requested. Vacancies in the Board shall be filled by the majority vote of the remaining Trustees. The term of any Trustee selected to fill such a vacancy shall end upon completion of the term.

Section 3.4 Compensation

No Trustee shall receive compensation for serving as a Trustee. A Trustee may, however, be reimbursed for reasonable expenses incurred in the performance of the Trustee's duties, as deemed appropriate by the majority of the Trustees.

Section 3.5 Annual Meeting

An annual meeting of the Board shall be held in June. The Board shall determine the date, time and place for the annual meeting. Written notice of the annual meeting must be issued no less than ten (10) days before the meeting. Any Member of SNFC may attend any meeting of the Board. Meetings shall follow Robert's Rules of Order.

Section 3.6 Special Meetings

Special meetings of the Board shall be held when called by the President of SNFC or by any two (2) Trustees, after not less than three (3) days written

notice to each Trustee. Unless specified otherwise in said notice, any and all business may be transacted at a special meeting.

Section 3.7 Quorum

A majority of the number of Trustees shall constitute a quorum for transaction of business. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board unless specified otherwise in the Articles of Incorporation, these Bylaws, or by law.

Section 3.8 Action Taken Without a Meeting

The Board shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 3.9 Election

Successor Trustees shall be elected by the Members within sixty (60) days of the expiration of a term of a Trustee, or as the Board may otherwise designate. The Board shall provide notice of all Trustee elections to the Members and prepare, distribute, and collect ballots for all elections. The candidates receiving the highest number of votes up to the number of Trustee vacancies shall be elected.

**ARTICLE IV
OFFICERS**

Section 4.1 Enumeration of Officers

The officers of SNFC shall be President, Vice President, Secretary, and Treasurer (the "Officers").

Section 4.2 Election of Officers

The election of Officers shall take place at the first meeting of the Board following each annual meeting of SNFC or as provided in Section 3.8.

Section 4.3 Term

The Officers of SNFC shall be elected annually by the Board and shall hold office for one (1) year (or until the election of a successor) unless an officer shall resign sooner, be removed, or otherwise be disqualified to serve.

Section 4.4 Resignation and Removal

Any officer may resign at any time by giving written notice to the Board or the President. Such resignation shall take effect on the date of receipt of such notice unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective. The Board may remove an officer from office for cause. "Cause" shall include, but not be limited to, willful violation of the Articles of Incorporation, Bylaws, or polices set forth by the Board, or conduct which may impair the tax exempt or charitable status of SNFC.

Section 4.5 Vacancies

A vacancy in an office shall be filled by a majority of the Board for the unexpired portion of the term until the next annual meeting of the Board.

Section 4.5 Multiple Offices

A person is allowed to simultaneously hold more than one office.

Section 4.6 Duties

The duties of the Officers are as follows:

- a. President. The President shall be responsible for the day-to-day management of SNFC. The president shall also preside at all meetings of the Board and Membership and see that orders of the Board are fulfilled. The President shall perform such other duties as may be prescribed by the Board from time to time.
- b. Vice President. In the absence of the President, the Vice President shall perform the duties of the President and shall have all the powers of the President. The Vice President shall perform such other duties as may be assigned by the President or prescribed by the Board from time to time.
- c. Secretary. The Secretary shall be responsible for taking minutes at all meetings of the Board and Membership and shall maintain the records of SNFC in accordance with Nevada Revised Statutes §82.181. The Secretary shall have all other duties as the Board may assign from time to time.
- d. Treasurer. The Treasurer shall be responsible for all financial business of SNFC, including developing and tracking budgets, financial report

preparation, income tax preparation, bank account management, and other such duties as the Board may assign from time to time. The Treasurer shall prepare a report for the Annual Meeting of the Board (or more often if requested by the Board) consisting of a balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year.

**ARTICLE V
COMMITTEES**

Section 5.1 Creation of Committees

The Board, by resolution, may from time to time designate such advisory and other committees as it shall desire, and may establish purposes and powers of each such committee created. The resolution designating and establishing the committee shall: (a) provide for the appointment of its members, as well as a chairman; (b) state the purpose of the committee; and (c) provide for reports, termination, and other administrative matters as deemed appropriate by the Board.

**ARTICLE VI
AMENDMENT**

Section 6.1 Amendment

These Bylaws, except as otherwise provided herein, may be altered, amended or repealed and new Bylaws may be adopted by two-thirds vote of the Board. Written notice of any proposed amendment(s) to the Bylaws must be issued to the Board and Membership no less than ten (10) days before any meeting to discuss the proposed amendment(s).

**ARTICLE VII
INDEMNIFICATION**

Section 7.1 Indemnification of Trustees and Officers

Trustees and Officers shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such Officer or Trustee was acting in good faith and within the scope of his or her official capacity unless such damage or injury was caused by the willful and wanton or grossly negligent conduct of such Officer or Trustee. The personal liability of any Officer or Trustee of SNFC

to SNFC or its Members or to other persons for monetary damages for breach of fiduciary duties as an Officer or Trustee is hereby eliminated to the fullest extent allowed under the Nevada Revised Statutes, as amended from time to time; provided, however, that this Article VII shall not eliminate or limit the liability of an Officer or Trustee for (a) any breach of the Officer's or Trustee's duty of loyalty to SNFC or its Members; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) any transaction from which the Officer or Trustee derived an improper personal benefit; or (d) any violation of Nevada Revised Statutes §78.140 (Officer and Trustee Conflicts of Interest). SNFC shall indemnify, to the maximum extent permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, Trustee, Officer, employee, or agent of SNFC. This indemnification shall be mandatory in all circumstances in which indemnifications are permitted by law. To the extent permitted by law, SNFC may purchase such policies of insurance as the Board determines, in its sole discretion, are necessary to carry out the purposes of this Article VII

ARTICLE VIII MISCELLANEOUS

Section 8.1 Fiscal Year

The fiscal year shall end on June 30.

Section 8.2 Notices

Any notice permitted or required in these Bylaws shall be in writing and may be delivered personally or by mail, facsimile, or electronic mail. Any notice to SNFC may be delivered personally to any member of the Board, or sent by mail to such address as shall be fixed by the Board from time to time and circulated to all Members.

Section 8.3 Dissolution

In the event the Board decides by majority vote to dissolve SNFC, the Trustees are responsible for the correct and complete liquidation and distribution of SNFC's assets, after payment of all of SNFC's debts. All remaining assets of SNFC are to be transferred to a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code engaged in activities substantially similar to those of SNFC.