

**AMENDED AND RESTATED BYLAWS
OF DIABLO FUTBOL LEAGUE**

ARTICLE 1: AUTHORITIES

1. The Diablo Futbol League (the “Club”) shall be governed by its Bylaws, Rules and Regulations except when these are superseded by CYSA, USYSA and/or USSF.
2. The governing authority of this Club, whose powers shall be designated in the Bylaws, shall be vested with the Board of Directors of this Club.
3. This Club may recognize sub-units for the purpose of coordinating the administration of this Club’s programs.
4. Membership in this Club shall be by registered team.

ARTICLE 2: BOARD OF DIRECTORS

1. The Governing Board, hereinafter to be known as the Board of Directors, shall be composed of the President, Vice-President, Secretary, Treasurer, (collectively, the “Officers”) and such other representatives and/or positions elected by the membership or appointed by the President in accordance with these Bylaws; but in no case will the Board of Directors exceed 10 positions.
2. Members of the Board of Directors may be appointed by the President of the Club for the year 2008 and the term of office for the appointed Board Member shall be for one (1) year. Thereafter, the Board of Directors shall be elected at the annual general meeting. The term of office for each member of the Board of Directors shall be for two (2) years. The initial terms of office may be staggered to allow Board continuity.
 - A. In approximately October of each year, the President shall appoint a nominating committee to make recommendations to the Board of Directors of potential Board member candidates.
 - B. In the event that a Director becomes unable to serve, a new Director shall be appointed by a majority of the Board of Directors. A Board Director may be removed by two-thirds (2/3) vote of the membership at a general meeting.
3. The Board of Directors shall be responsible for and have sole authority for the following:
 - A. Being familiar with, interpreting, enforcing the Bylaws, Rules and Regulations of this Club and all applicable Rules and Regulations of the Associations with which this Club is affiliated.

- B. Approving procedures for information of registered teams.
 - C. Insuring proper registration for all players, coaches and teams.
 - D. Insuring proper accounting of fiscal transactions and accurate reporting to the District Commissioner and/or his/her appointed assistant.
 - E. Sanctioning travel of teams for any administrative rules for all teams registered to the Club.
 - F. Establishing a common set of administrative rules for all teams registered to the Club.
 - G. Establishing a common set of playing rules for Club play.
 - H. Providing levels of competition within the Club for all players.
4. The Board of Directors shall have the right and authority to suspend, bar completely or otherwise discipline any team, player, coach, manager, team assistant, Club official or any other person associated with the operation of this Club from any member team organization.
 5. Other Staff (Paid Independent Contractors) – The duties and responsibilities of the paid independent contractors shall be stated in their contracts. Terms and conditions of their contracts shall be agreed to by the Board of Directors. Unless otherwise specified in their contract, the staff member shall report to the President. They shall not be a voting member of the organization.

ARTICLE 3: OFFICERS

1. The Officers of the Club shall be a President, Vice President, Secretary and Treasurer. The Club may also have, at the discretion of the Board of Directors, a Chairman of the Board, additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of these Bylaws.
2. Officers may be appointed by the President of the Club for the year 2008. Thereafter, the Officers shall be elected at the annual general meeting.
3. The term of office for each Officer shall be for two (2) years, except for any appointed Officers whose terms shall be for one (1) year. The initial terms of office may be staggered to allow Board continuity.

President: The President shall conduct all meetings of the Board of Directors and shall cast a vote only in the case of a tie. The President shall appoint the representatives and/or positions to the Board and appoint the standing committees and/or committee chairpersons.

Vice-President: In the absence of the President, the Vice-President shall preside at meetings of the Board of Directors.

Secretary: The Secretary shall keep an accurate record of all meetings, handle correspondence, give notice of meetings and maintain the files of this Club.

Treasurer: The Treasurer shall give a receipt for all monies which shall be deposited in a recognized bank in the name of this Club. All accounts shall be paid by check and shall bear two (2) signatures: the Treasurer's and/or the President's and or a third designated Board member. The receipt book and vouchers shall be produced when required by the Board of Directors, properly balanced according to the bank book or statement, whichever is up to date. The Treasurer shall be responsible for the preparing of any and all papers pursuant to the Articles of Incorporation and tax exemption status of this Club. At no time shall any related parties be the two (2) signatures on a check, regardless of to whom the check is payable.

ARTICLE 4: STANDING COMMITTEES

The following standing committees and others needed shall be appointed yearly:

- A. Rules and Revisions Committee
- B. Protest and Appeals Committee
- C. Registration
- D. Referee
- E. Coach
- F. Disciplinary
- G. Nominating
- H. Tournament

ARTICLE 5: MEMBERSHIP

1. All member teams, their players, coaches, parents, referees, shall abide by the Bylaws, Rules and Regulations of this Club as set forth by the Board of Directors and all applicable rules and regulations of the associations with which this Club is affiliated.
2. Membership in this Club shall be by registered team.
3. Any applicant for membership in this Club shall submit yearly, with the appropriate fee(s):
 - A. Properly completed registration form for each team, player, coach, prepared in accordance with the current CYSA registration instructions and procedures.
 - B. Submit upon initial registration of each player, proof of date of birth.

ARTICLE 6: ANNUAL MEETING

1. Toward the end of the seasonal year, the President of this Club, with the concurrence of the Board of Directors, shall call a general meeting of the membership, to be held no later than January of the said seasonal year. Written notification to all registered teams shall be sent at least thirty (30) days prior to the said annual general meeting.
2. The order of business at the general meeting shall be as follows:
 - A. Call to order
 - B. Roll Call
 - C. Credentials report.
 - D. Introduction of Guests.
 - E. Acceptance of minutes of the previous AGM
 - F. Report:
 1. President
 2. Treasurer
 3. Secretary
 4. Registrar
 5. Committees.
 - G. Unfinished business
 - H. Proposals for change of Bylaws and/or Rules and Regulations.
 - I. New business
 - J. Election of Board of Directors.
 - K. Adjournment.

3. Each team registered directly with the Club and each member of the Board of Directors of the Club shall be entitled to one (1) full vote. Each team registered with the Club via a Club that the Club has affiliated will be entitled to one fifth (1/5) of a vote. Voting shall be restricted to those teams, which have been registered during the current season.
4. Voting by proxy shall not be allowed and only those members of record in good standing shall be entitled to voting privileges. The President of this Club shall cast a vote only in the situation of a tie.

ARTICLE 7: REGULAR MEETINGS

Regular meetings of the Board of Directors will be held at least bi-monthly on the same designated date. The agenda for regular meetings will be set at least one week prior.

ARTICLE 8: QUORUM

At all meetings of the Board of Directors, fifty percent (50%) of the Board membership shall constitute a quorum for the transaction of business.

ARTICLE 9: SEASONAL YEAR

The seasonal year for membership/registration shall be from August 1 through July 31. Insurance coverage shall be for the same period of time.

ARTICLE 10: PROTESTS AND APPEALS

1. Only violations of the Bylaws, Rules and Regulations of this Club shall be proper subjects to be considered for action.
2. Protests and Appeals are to be in writing and delivered within two (2) calendar days of the action being protested or appealed.
3. In the matter of Protests and Appeals, no person associated with the operation of this Club shall invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organization, including final appeal to the annual general meeting of the USYSA.

ARTICLE 11: PLAYING TIME

All players participating with this Club, at a Class 4 level, shall play a minimum of at least one-half (1/2) of each game that they are in attendance and are physically able to do so. This also includes tournament games. All players participating at a Class 3 level are expected to participate in every game they are physically capable of doing so and are eligible to play.

ARTICLE 12: TEAM FORMATION

Tryouts will be held annually for those players interested in playing at the Class 1, Class 3, Premiership level or Super Y-League.

Class 4 teams will be balanced as completely as possible via a 'blind draw' format in order that there is fair competitive play for everyone. Only the child(ren) of the Coach and one (1) assistant coach shall be pre-assigned to any Class 4 team.

ARTICLE 13: CHANGES

1. Amendments to the Bylaws, Rules and Regulations of this Club shall be made at the annual general meeting of the membership, except in such cases as specified in the Bylaws of this Club.
2. Amendments to the Bylaws, Rules and Regulations to be voted on at the annual general meeting, shall be forwarded in writing to the membership at least thirty (30) days prior to the annual general meeting.
3. An amendment shall be deemed adopted by an affirmative vote of two-thirds (2/3) of the voting members present at the annual general meeting.

ARTICLE 14: GEOGRAPHIC AREA

1. The geographic area that will be under the sphere of influence of the Diablo Futbol League shall be the recognized boundaries of the cities of Concord and Clayton in California.

CERTIFICATE OF SECRETARY

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the Club, that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the Club on January 28, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 28th day of January, 2008.

John Bonilla, Secretary

CERTIFICATE BY SECRETARY OF ADOPTION BY MEMBERSHIP VOTE

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the Club and that the above and foregoing Amended and Restated Bylaws were submitted to the Membership of the Club at the Annual General Meeting and recorded in the minutes thereof, was ratified by the vote of Membership entitled to exercise the majority of the voting power of the Club.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of January, 2008.

John Bonilla, Secretary