

ARTICLES OF INCORPORATION
OF
CELTIC SOCCER LEAGUE

ONE: The name of this corporation is CELTIC SOCCER LEAGUE

TWO: 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 charitable purposes. The public purposes for which the corporation is organized include providing support and direction for the sport of soccer, encouragement and training of youth respecting the sport of soccer, providing an opportunity to engage in healthy outdoor recreation, and encouraging youth sportsmanship and good manners.

THREE: The name and address in this state of the incorporation's initial agent for service of process is Kenneth H. Shinedling, PO Box 31, Upland, California, 91786.

FOUR:(a) The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established and maintained its tax-exempt status under paragraph 501(c) of the Internal Revenue Code.

FIVE: (a) This corporation is organized exclusively for charitable purposes within the meaning of paragraph 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under paragraph 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under paragraph 170(c)(2) of the Internal Revenue Code of 1954.

(b) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for political office.

Dated: August 1st, 1990

I declare that I am the person who executed the above Articles of Incorporation,
and that this instrument is my act and deed.

KENNETH H. SHINEDLING

Matthew F. McDonagh

CELTIC SOCCER LEAGUE

BY LAWS

ARTICLE I, NAME AND OBJECT

- A. The name of the organization shall be the CELTIC SOCCER LEAGUE, hereinafter known as CELTIC.
- B. The purpose of CELTIC is to achieve excellence in youth soccer through:
 - 1. Providing players an opportunity to participate at the highest level of youth soccer competition.
 - 2. Providing the challenge for each player to develop his or her skills to the best of their abilities.
 - 3. Fostering the development of pride, self esteem and sportsmanship both on and off the field.
 - 4. Providing recognition for players who consistently perform to the best of their ability while displaying qualities which are consistent with the values held by CELTIC.
 - 5. Encouraging an environment of understanding and mutual respect among players, coaches and parents, while having fun.
- C. CELTIC shall be a non-profit, education, recreation organization and shall have no salaries paid to its officers, committee members or Board of Directors for the performance of their duties.
- D. The assets of CELTIC in the case of dissolution shall be turned over to the member teams at the time of dissolution.

ARTICLE II, ADMINISTRATION

- A. The affairs of CELTIC shall be administered by the Board of Directors, hereinafter called the BOD.
- B. All league matters shall be resolved by the members of the BOD.
- C. The BOD shall be responsible to the members for its actions.

ARTICLE III, MEMBERSHIP, DRESS CODE, BEHAVIOR

A. General Membership

Membership: Membership consists of BOD, all active players, team administrators and the parents or legal guardians of all active players.

- B. Dress Code: Coach's and managers shall be held responsible for uniform dress code. CELTIC uniforms are the legal property of CELTIC albeit purchased by each individual player. Uniform shall be returned to the coach upon any player departure; uniform return refusal may result in immediate bad standing. Uniform numbers shall be #1 GK and #2 through #18 only for all field players. Divisions (11) and (1) shall have additional numbers exactly to the number of players on each team.
- C. Behavior: Coaches and managers are responsible for teaching sideline supporters the art and science of good soccer and good manners; coach's respect shall be determined by sideline decorum. Referee reports causing grief, forwarded immediately with the facts clearly stated. . .
- D. Accommodating and protecting players and coaches rights annually is a CELTIC priority; consequently, every player is technically recognized, by CELTIC, as a free agent at the end of any Cal-South State Cup or NTL Cup tournament, every Spring, in each specific age group (participation not required). Coaches may select and legally recruit players of their choosing for the new season immediately thereafter.

A. Executive Membership

The officers of CELTIC shall consist of: A president, 1st vice-president, 2nd vice-president, secretary, registrar, tournament director, and such other members as directed by the BOD.

C. Board of Directors

1. The members of the BOD shall consist of the Executive Membership and the coach, or the designated representative, from each member team of CELTIC.
2. No member of the BOD shall hold more than one office concurrently and no more than two officers shall be associated with the same member team. An exception to this rule shall be the position of team representative. In the case a team shall have two members currently serving in other positions, there shall be a team representative appointed to the BOD, however, the affected team shall have no more than two votes on any issue presented to the BOD.
3. The immediate past president, if not reelected, shall function as an ex-officio member of the board, to provide administrative continuity, and will hold full rights and privileges accorded any other board member.

ARTICLE IV, DUTIES OF THE OFFICERS

A. The president shall:

1. Preside at all meetings of the board and general meetings of the organization, and at any special meetings.
2. Appoint committee heads as necessary, with the approval of the BOD.
3. Serve as an ex-facto member of all committees except that of the nominating committee.
4. Call a special meeting when necessary.
5. Be responsible for the recruitment of coaches and assist in the recruitment of players for the creation of new member teams.
6. Facilitate meetings regarding team, player and coaching issues and has the authority to make any decisions that are in the best interest of the team and club. This includes removal and replacement of registered team officials.
7. Act as chairperson of all BOD, membership, special, and annual general meetings.
8. The president shall be responsible for coordinating activities for CELTIC, promoting youth soccer as a whole and performing general administration duties concerning CELTIC.
9. The president shall cast the deciding vote at BOD, membership, special, and annual general meetings in case of tie voting and shall have one vote at the election of officers.
10. The president shall recommend programs, etc. for the BOD and membership initiation and shall effect their successful completion.
11. The president may initiate motions before the BOD or membership.
12. The president shall represent the league in all Cal-So and extra-league activities pertaining to CELTIC and relate such activities to the BOD and membership.
13. The president's responsibilities include purchases and sales
14. The president may appoint delegates to represent his office.

B. The 1st vice-president

1. The vice-president shall assist the president in league matters and assume the duties of the president in the absence of the president. In case of resignation of the president or his inability to conduct the duties of the office, the vice-president shall assume the presidency, subject to the approval of the general membership at the earliest possible general meeting or special membership meeting.
2. Perform such duties as assigned by the president.

C. The 2nd vice-president

1. The duties of the 2nd vice-president shall be the same as above in the absence of the 1st vice-president.
2. Coordinate general league fund raising and assist individual teams in their independent fund raising activities.
3. Be the league representative in all insurance matters, including, but not limited to, Medical liability insurance
4. CELTIC liaison for publicity and communication
5. CELTIC administrator.

D. The secretary

1. The secretary shall record and prepare minutes of all meetings, BOD, general, special and annual, for review by the membership and deliver them for distribution to each subsequent meeting.
2. The secretary shall attend to all BOD and league correspondence and shall keep the records of the league.
3. The secretary shall maintain a current mailing list of the general membership.
4. At the president's request shall prepare and distribute meeting agendas.
5. Collect all team fees and have charge of all moneys of CELTIC and shall compile an annual budget for BOD approval and shall keep a detailed account of receipts and
6. Submit a monthly report of finances and shall pay all bills properly passed and approved by the BOD.

7. Sign all checks which shall be countersigned by the president, either vice-president or secretary.
 8. Submit to the general membership a financial statement to include all income and disbursements for the year.
- F. The Registrar shall:
1. Have charge of all team and player registrations within CELTIC.
 2. Present current status and finances of team members at monthly meetings and be responsible for said finances.
 3. Abide by league rules and regulations in registering league teams and players.
- G. The Tournament Director shall:
1. Be responsible for the operation of CELTIC tournaments.
 2. Encourage the assistance of member teams in the operation of the tournament.
 3. Report to CELTIC and Cal-So conduct of the tournament, at its conclusion.
 4. Adhere to all Rules for Tournament as established by Cal-So.
 5. Be in charge of the registration of all teams wishing to play in CELIC tournaments.
 6. Keep accurate and complete records of all teams participating CELTIC tournaments.
 7. Adhere to all Rules for Tournaments as established by Cal-So.
- H Website Manager
1. Shall be an appointed position by the President, with a majority concurrence from the Board of Directors.
 2. Shall perform such functions as directed by the President and/or the Board of Directors
 3. Shall maintain the organization's website

ARTICLE V, AFFILIATION

CELTIC shall be affiliated with and comply with the authority of the United States Soccer Federation (USSF) and the United States Youth Soccer Association (USYSA) and Cal-So.

ARTICLE VI, ELECTION OF OFFICERS

- A. The officers of the BOD shall be elected by ballot at the annual general meeting and hold office for two calendar years.

- B. Members of the BOD shall not hold the same office for more than two (2) consecutive terms, unless there is no viable replacement for the concerned office at the completion of the second term.
- C. The president, 2nd vice-president and secretary shall be elected every odd numbered year. The 1st vice-president, registrar and tournament director shall be elected every even-numbered year.
- D. The office of the President shall be exempt from article VI (B) above.

ARTICLE VII, POWERS OF THE BOARD OF DIRECTORS OF CELTIC

- A. The BOD shall transact all business of CELTIC and shall have the power to enforce the Bylaws and Rules and Regulations subject to the approval of the membership.
- B. Specific powers of the BOD shall be as follows:
 - 1. To propose rules and regulations governing competitions consistent with CELTIC Bylaws and Rules and Regulations.
 - 2. To appoint, suspend or remove any officer of the league by prescribed methods.
 - 3. To designate the time and location of BOD meetings which shall be made know to the BOD beforehand.
 - 4. To appoint committees and define the scope of their activities within league bylaws.
 - 5. To act on instances which may occur and which are not covered by specific Bylaws or Rules and Regulations.
- C. Official business of the BOD shall be concluded when a quorum (a simple majority) of the board members are present.
- D. BOD members absenting themselves from three (3) consecutive meetings without cause shall have their office declared vacant at the discretion of the board. If the vacant office is not that of a team representative, it shall be filled by appointment subject to approval by a majority of the board members until the next regular membership meeting when an election for the vacant office shall be held. If the vacant office is that of a team representative, the BOD shall direct the affected team to select another representative to the board.
- E. Guests shall be granted the privilege of being present at meetings at the discretion of the BOD.
- F. An officer who does not comply with assigned responsibilities may be relieved of his/her office by a majority vote of the board. Appointment of a replacement shall be made by the president, with the approval of the board. The replacement shall

serve only until the next regular membership meeting when an election for the affected office shall be held.

ARTICLE VIII, BOARD OF DIRECTORS MEETINGS

- A. The board shall handle the regular business of the league.
- B. The board shall hold monthly meetings on a regular basis.
- C. The order of business at BOD meetings shall be as follows:

- Open the meeting
- Roll Call
- Robert Rules of Order
- Recognition of guests or visitors
- Approval of the minutes of the previous meeting
- Reading of correspondences
- Committee reports
- Treasurer's report
- Registrar's report
- Approval of submitted expenses
- Old business
- New business
- Miscellaneous announcements
- Adjournment

ARTICLE IX, MEMBERSHIP MEETINGS

- A. The membership of CELTIC shall be defined as the total of representative of teams in "good standing".
- B. Members must be present at the time of voting to represent their team. Neither absentee nor proxy voting shall be allowed.
- C. Each team shall have one vote to be cast by its designated representative. No one person, however, may represent more than one team for purposes of casting votes.
- D. The total number of eligible votes shall be determined at the time of voting by the secretary.
- E. "Official membership meetings" shall be held when a quorum (a simple majority) of team representatives in good standing is present.
- F. A majority of votes passed by representatives attending at the time of voting shall decide motions, except for amendments to the Bylaws, Rules and Regulations and the removal of officers which shall require a two-thirds (2/3) majority vote.
- G. All CELTIC meetings shall be open for members only and courtesy of participation by outside guests shall be granted at the discretion of the BOD.

- H. Each member team shall be responsible for the conduct of its representatives at any CELTIC meeting.
- I. In case of doubt or conflict as to procedure at any CELTIC meeting, the "Robert's Rules of Order" shall govern.
- J. Members of the BOD shall have one vote in matters of the league in general, but shall not represent a team or vote on matters of the BOD in which they are involved.
- K. The membership meetings shall be held on the following approximate dates and shall be designated as follows:
 - 1. An annual general membership meeting will be held on the first Saturday in May at 1 PM. (Mother's day weekend) Upon written notice of at least thirty (30) members, the president shall call a special meeting. Notice of a special meeting shall be given to the members at least seven (7) days in advance.
 - 2. Monthly meeting second Wednesday of every month at 8 PM. A quorum for conducting business of a regular or special meeting of the membership shall be at least one member from at least three fourths (3/4) of the member teams in the league.
 - 3. CELTIC golf tournament is the first Sunday of June Annually. Rules, regulations and conditions established sixty days prior.

ARTICLE X, AMENDMENTS TO THE BYLAWS, RULES AND REGULATIONS

- A. Amendments to the Bylaws and Rules and Regulations shall be made only at the Annual General Meeting, or at special meetings called for that purpose.
- B. Amendments made at the annual general meeting shall be by two-thirds (2/3) vote of the members present.
- C. The BOD may also amend the Bylaws, Rules and Regulations whenever a three-fourths (3/4) majority of the entire BOD approves said amendments. Amendments passed under this section shall be communicated to the member teams within seven (7) days of the passage. Any amendments enacted by the BOD is subject to ratification by the general membership at the next general meeting. During the interim, the league shall abide by the actions of the BOD and any changes shall have the same effect as if passed the general membership.
- D. Proposed amendments by member teams must be made in written motion no less than thirty (30) days prior to the annual general meeting to the secretary.

ARTICLE XI, DUES AND FEES

- A. Team fees shall be reviewed and set payable annually by the BOD and are payable upon direction to a team.
- B. Dues shall be reviewed and set annually by the BOD and are payable as directed during the soccer season.
- C. General information may be obtained via the club website: www.CELTIC.cc