



BYLAWS

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BYLAWS OF YUCAIPA VALLEY YOUTH SOCCER ORGANIZATION
A California Nonprofit Public Benefit Corporation
(With Voting Members)

ARTICLE 1
NAME AND OFFICES

1.1 Name. The name of this corporation is Yucaipa Valley Youth Soccer Organization.

1.2 Principal office of the corporation. The principal office for the transaction of the activities and affairs of this corporation shall be located in San Bernardino County, California at an address located in Yucaipa, California as further determined by the board of directors. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

1.3 Other offices of the corporation. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE 2
PURPOSES

2.1 General and specific purposes. As stated in the Articles of Incorporation, this corporation is organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes and the specific purpose of this corporation is to promote and provide nonprofit, public educational soccer competition for youths under 19 years of age in association with the California Youth Soccer Association.

Further limitations on the business of this corporation, including a requirement to be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and a prohibition against any substantial part of the activities of the corporation consisting of propaganda or otherwise attempting to influence legislation, as well as a prohibition against participating or intervening in any political campaign on behalf of any candidate for public office, are found in the Articles of Incorporation of the corporation.

2.2 Construction and definitions. Unless the context requires otherwise, 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 preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

2.3 Dedication of assets. As stated in the Articles of Incorporation, the property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation

shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501 (c)(3).

ARTICLE 3 MEMBERSHIPS

3.1 Classes and qualifications for membership. This corporation shall have two classes of members with the following eligibility requirements:

3.1.1 Class A members. Class A members shall consist of parents or legal guardians of youths registered with the corporation to play soccer for the then "current year" (as defined by CYSA - South).

3.1.2 Class B members. Class B members shall consist of those persons who have paid the association fees established by the Board of Directors for the then current year, which fee shall, in no case, exceed the cost of registering one child in the league for the then current year.

Class B members shall be limited in number to 50 persons, but shall in no event exceed twenty-five percent (25%) of the total number of Class A members.

3.2 Voting rights. Class A and Class B members shall have the right to vote, as set forth in these bylaws, on the election of directors and officers, the disposition of all or substantially all of the corporation's assets, any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. References in these bylaws to "members" shall mean as defined in Corporations Code Section 5056 and shall refer to Class A and Class B Members.

3.3 Rights of membership. This corporation may refer to persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 3.2 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code Section 5056 unless that person or entity shall have qualified for a voting membership under Sections 3.1.1 or 3.1.2 of these bylaws. By amendment of its articles of incorporation and/or of these bylaws, the corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in this Section 3.2, but no such person or entity shall be a member within the meaning of Corporations Code Section 5056.

3.4 Members' dues, fees, and assessments. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

3.5 Members in good standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

3.6 Termination of membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, fees, or assessments as set by the board within sixty (60) days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Termination of membership under Section 3.6 of these bylaws based on the good faith determination by the board or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

3.7 Suspension of membership. A member may be suspended under Section 3.8 of these bylaws, based on the good faith determination by the board, or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

A person whose membership is suspended shall not be a member during the period of suspension.

3.8 Procedures for termination or suspension of membership. If grounds appear to exist for suspending or terminating a member under either Section 3.5, 3.6 or 3.7 of these bylaws, the following procedure shall be followed:

3.8.1 The board shall give the member thirty (30) days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

3.8.2 The member shall be given an opportunity to be heard, through submission of a writing delivered to the board at least five days before the effective date of the proposed suspension or termination. The written statement shall be considered by the board or by a committee authorized by the board to determine whether the suspension or termination should occur.

3.8.3 The board, committee, shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee shall be final.

3.8.4 Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

3.9 Reinstatements. Any time after the expiration of one year from the date of dismissal, the former member may apply in writing to the board for reinstatement. If the former member is found worthy, he may be reinstated by the unanimous vote of the board. A person dismissed twice for cause shall be ineligible for further membership.

3.10 Transfer not permitted. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

ARTICLE 4 MEMBERSHIP MEETINGS

4.1 Annual meeting. An annual meeting of members shall be held on the first Saturday of November of each year at 8:00 a.m., unless the board fixes another date or time and so notifies members as provided in Section 4.4 of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, directors shall be elected and other proper business may be transacted, subject to Section 4.4.3 of these bylaws.

4.2 Place of meeting. Meetings of the members shall be held at any place within or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

4.3 Call

4.3.1 Authority to call special meetings. The board or the chairman of the board, if any, or the president, or the vice president in association with one director, or any three directors, or five percent (5%) or more of the members, may call a special meeting of the members for any lawful purpose at any time.

4.3.2 Calling special meetings. A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section 3.2 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

4.3.3 Proper business of special meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

4.4 Notice.

4.4.1 General notice requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 4.1 and 4.3 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Section 4.4.3 of these bylaws, any proper matter may be presented at the meeting.

4.4.2 Notice of certain agenda items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director without cause;
- (b) Filling officer or board vacancies;
- (c) Amending the articles of incorporation; or
- (d) Electing to wind up and dissolve the corporation.

4.4.3 Manner of giving notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

4.4.4 Affidavit of mailing notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

4.5 Quorum. Fifty-one percent (51%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

Subject to the above, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is

approved by at least a majority of the members required to constitute a quorum.

4.6 Voting

4.6.1 Eligibility to vote. Subject to the California Nonprofit Public Benefit Corporation Law, Class A and Class B members in good standing on the record date as determined under Sections 3.1.1 and 3.1.2 of these bylaws shall be entitled to vote at any meeting of members.

4.6.2 Manner of voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

4.6.3 Number of votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

4.6.4 Approval by majority vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

4.6.5 Waiver of notice or consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.4.2 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.7 Action by unanimous written consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

4.8 Action by written ballot. Any action that members may take at any meeting of members may also be taken without a meeting by complying with Sections 4.8 and 4.9 of these bylaws.

4.8.1 Solicitation of written ballots. This corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 4.9 of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the corporation. If the corporation has one hundred (100) or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

4.8.2 Election of directors. In any election of directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

4.8.3 Number of votes and approvals required. Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

4.8.4 Revoking ballots. A written ballot may not be revoked.

4.8.5 Filing ballots. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least five (5) years.

4.8.6 Posting ballot results. Results of actions taken by ballot shall be posted at the official's table of the next occurring regularly scheduled soccer competition.

4.9 Record date.

4.9.1 For notice, voting, written ballots, and other board actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:

- (a) Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;
- (b) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

- (c) Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and
- (d) Taking any other action shall be no more than sixty (60) days before that action.

4.9.2 For actions not set by board. If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Sections 4.9.1 and 4.9.2 of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

4.10 Proxies.

4.10.1 Rights of members. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact, except at the Annual General Meeting.

4.10.2 Form of solicited proxies. If the Corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval or disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

4.10.3 Requirement that general nature of subject of proxy be stated. Any proxy covering matters for which a vote of the members is required, including Amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other Amendments of the Articles of Incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement;

or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

4.10.4 Revocability of proxies. A validly executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy, (i) by a writing delivered to the Corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; or (b) written notice of the death, or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

4.11 Adjournment and notice of adjourned meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE 5 BOARD OF DIRECTORS

5.1 General powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

5.2 Specific powers. Without prejudice to the general powers set forth in Section 5.1 of these bylaws, but subject to the same limitations, the board shall have the power to:

(a) Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

(c) Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

5.3 Fixed number of directors.

The authorized number of directors shall be twenty (20).

5.4 Qualifications for directors.

5.4.1 Class A or B membership; officer appointment. Each Director must be a Class A or Class B member in good standing and must also be elected to serve concurrently in at least one of the offices described under Article 8 of these bylaws.

5.4.2 Restriction on interested persons as directors. No more than forty-nine percent (49%) of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

5.4.3 Prohibited conflicts of interest. Persons serving on the board of directors of or as an officer in the capacity of Vice President, President, or Chairman of the Board of any sports organization shall not be eligible for nomination as a candidate to serve on the Board of Directors of the Corporation in the capacity of Chairperson of the Field Procurement and Management committee or to serve as either President or Vice President of the Corporation. For purposes of this Section 5.4.3, the definition of a "sports organization" includes but is not limited to for-profit organizations or non-profit organizations that procure funding for the benefit of multiple sports organizations or any organization that allocates the use of, or competes with the Corporation for, the use of turf in the City of Yucaipa.

5.4 Compensation and reimbursement. Directors and members of committees of the board shall be volunteers and may not receive compensation for their services as directors or officers, nor shall they be entitled to reimbursement of expenses, except for such compensation or reimbursement as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

5.5 Nominations.

5.5.1. By committee. The Nominating Committee shall nominate qualified candidates for election to the board at least 45 days before the date of any election of directors. The Nominating

Committee shall make its report to the board of directors at least **30** days before the date of the election, or at such other time as the board may set and the secretary shall post a list of all candidates nominated by any advance means permitted herein at the information table and, to the extent required pursuant to Section 4.4.1 above, shall also include the list of nominees in notices of the meeting sent to members.

5.5.2 By petition. If the Corporation has 500 or more, but fewer than 5000, members, members representing 2 percent of the voting power may nominate candidates for Directors by a petition, signed by those members within 11 months preceding the next time Directors are to be elected, and delivered to an officer of the Corporation. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of those candidates named by the nominating committee.

5.5.3 Floor nominations. When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

5.5.4 Nominee's right to solicit votes. The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

5.5.5 Use of corporate funds to support nominee. If more people have been nominated for director than can be elected, no corporate funds may be expended to support a nominee without the board's authorization.

5.6 Elections of directors. Each director shall be elected annually at each annual member's meeting to hold office for a term of one year and until their successors are qualified. Terms shall commence on the date of the Annual Meeting. However, if directors are not elected at an annual meeting held for that purpose or by written ballot, they may be elected at a special meeting.

5.7 Events causing vacancies on board.

5.7.1 Vacancies. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove the director(s); (d) the increase of the authorized number of directors; or (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting; or (f) upon failure to attend two consecutive meetings.

5.7.2 Resignation of directors. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for

the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

5.7.3 Director may not resign if no director remains. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

5.8 Filling vacancies.

5.8.1 Vacancies filled by board. Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (3) a sole remaining director

5.8.2 Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

5.8.3 No vacancy on reduction of number of directors. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

ARTICLE 6 BOARD OF DIRECTORS MEETINGS

6.1 Place of board meetings. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

6.2 Meetings by telephone or other telecommunications equipment. Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member 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 corporation.
- (c) The board has adopted and implemented a means of verifying both of the following:
 - (1) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(2) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

6.3 Annual and other meetings. Immediately after each annual meeting of members, the board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

6.4 Special meetings.

6.4.1 Call. Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, the secretary, or any two directors.

6.4.2 Notice of special meetings. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

6.5 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6.6 Waiver of notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the

purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

6.7 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

6.8 Notice of adjourned meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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.

6.9 Action without a meeting. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

ARTICLE 7 COMMITTEES

7.1 Creation and powers of executive committees. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees with executive powers, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board. Appointments to executive committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the board or any committee of the board;
- (c) Fix compensation of the directors for serving on the board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

- (f) Create any other committees of the board or appoint the members of committees of the board;
- (g) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- (h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3).

7.2 Creation and powers of advisory committees. In addition, the board by resolution adopted by a majority of the quorum of directors, may create one or more advisory committees to serve at the pleasure of the board. Advisory committees may include committee members who are not directors of the corporation. Advisory committees shall not be vested with any executive powers. The duties of advisory committees shall be to advise the board of directors and implement policies adopted by the board of directors. They shall not be authorized to execute and enter into any contracts binding the corporation except: (1) upon approval by the board of directors; or (2) as expressly authorized by these bylaws. All contracts executed by a committee for the Corporation shall be executed by the Chairperson of the authorized committee, who shall promptly thereafter provide the original or a copy thereof to the Secretary. Chairpersons of advisory committees shall be directors on the board of directors. Subject to the foregoing, and unless otherwise specified in these bylaws, the chairperson of each committee shall be determined by the committee members.

7.3 Meetings and action of committees. Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

7.4 Permanent committees of the board. The corporation shall have the following advisory committees established on a permanent or standing basis:

7.4.1 Field procurement and management committee. The Chairperson shall be responsible to procure all fields for the season from the City of Yucaipa and the Yucaipa-Calimesa Joint Unified School District. Application shall be made for the new season by February first of each year, or as soon as the governing authority provides for the field use application process. The Field Procurement and Management Committee shall be in charge of assignment of all practice fields for the entire practice season that includes pre-season and post-season activity. The committee shall be responsible, along with the Director of Equipment for the maintenance, layout, and striping of game fields. The Chairperson shall work with the President in overseeing the maintenance of any auxiliary soccer facilities operated or leased by the Yucaipa Valley Youth Soccer Organization. The Vice President of the Corporation shall chair the committee. The Director of Equipment, the Director of Competitive Soccer, the Director of Coaches, the Deputy Director of Coaches, along with two members at large approved by the board of directors will serve on the Field Procurement and Management Committee.

7.4.2 Officiating committee. The Officiating Committee shall be responsible for all activities relating to refereeing including, referee recruitment, development, certification, scheduling, and evaluation and pay recommendations for referees. The Officiating Committee shall convene each year no later than one hundred fifty (150) days before the play of the first recreational tournament, or the first regular season games of the new season, whichever occurs first, and meet throughout the year to ensure the adequate management and development of the league's referees. The Chairperson or designate shall provide the Communication and Services Committee the results from the referee's game cards within four (4) days of completed games during the regular season. The Committee shall include the Director of Referees as chairperson, two additional adult referees, and up to two members at large.

7.4.3 Finance committee. The Finance Committee shall be responsible for all financial activities of the corporation to include fundraising, concessions, and the acquisition and sales of all YVYSO sponsored or licensed merchandise. This committee shall be responsible for preparing and submitting an annual budget and making all deposits and disbursing funds as directed by the Board. The committee shall provide for one outside audit each year provided by the tax preparation specialist contracted with the league at the time. The Chairperson of this committee shall be the Treasurer, and the committee shall include the Director of Concessions, the Director of Sponsorships, and the Director of Special Events.

7.4.4 Communication and services committee. The purpose of the committee shall be to provide an efficient method of communicating to the members of the league and the community at large. The Communication and Services Committee shall be responsible for all telecommunications services for the Corporation including computer email, monitoring and responding to voice mail, telephones, and website management. The committee shall create and maintain a phone tree that shall include the Division Representatives responsible for each gender and age division. The chairperson shall have a boys division assistant and a girls division assistant that will serve as the two appointees listed above. The chairperson of this committee shall be the Director of Communications and he or she will be responsible for providing information including weekly standings and updates to the web service provider and keeping the website current. The Deputy Director of Coaches, the Director of Concessions, the Director of Publicity, the Director of Volunteers, and the Director of Team Coordinators, along with two persons appointed by the President from the membership at large shall serve on this committee.

7.4.5 Divisional representative committee. This committee shall be chaired by the Divisional Commissioner and shall consist of one Division Representative from each gender and age division. Each division shall nominate a volunteer coach or administrator to serve in the capacity of Division Representative. This Division Representative shall be the first line of hearing for problem situations within the divisions. He or she will attempt to mediate the complaint with the person(s), coach, or player. In the event the situation cannot be remedied to the satisfaction of all parties at the division level, the division representative shall send it to the Vice President of the league through the Divisional Commissioner. In the case of a protest or appeal, or alleged misconduct, the procedures outlined in the league's Rules and Regulations shall be followed in accordance with CYSA-South guidelines. The Division Representative shall communicate all schedule changes and information related directly to competition as handed down from the Director of Coaches or other league officials.

7.4.6 Registration and players committee. The Registration Committee shall be responsible for all registration activities for the Corporation. The committee shall insure that CYSA-S's, District 5 and YVYSO rules and regulations are followed in all association activities including: registration, team selection, player add/drops, and requests to play in a different age division. This Committee will also supervise and coordinate all draft activities. The annual draft date shall be established and administered by this committee at least forty-five days before the play of the first recreational tournament games or the start of the regular season, whichever occurs first. The committee shall be responsible for timely communication to all members regarding all aspects of registration, team selection, player add/drops, and requests to play in a different age division. Membership in this Committee shall include the League Registrar; the Deputy Director of Registration; the Director of Communication; the Director of Coaches; and the Director of Coaches, Developmental Division.

7.4.7 Team parents and uniform committee. The Team Parents and Uniform Committee shall be responsible for all Team Parent coordination, uniforms and awards activities administration. Included are: team naming, banner development – if applicable, player uniform and coaches shirt procurement, distribution and storage; awards purchasing, picture scheduling and distribution administration. The uniforms shall be ordered a minimum of one hundred twenty (120) days before the play of the first recreational tournament games or start of the regular season, whichever occurs first. This committee and chairperson shall be appointed by the President and chaired by either the Director of Team Coordination or the Director of Special Events, both Directors being members of the committee, along with two other members at large.

7.4.8. Equipment committee. The committee shall be responsible for the safekeeping of the league's equipment such as goals, balls, striping paint, and other miscellaneous equipment. Committee shall place new orders for goals and repairs, and parts for goals a minimum of one hundred twenty (120) days before the play of the first recreational tournament games or start of the regular season, whichever occurs first. The Chairman of the committee shall be the Director of Equipment. The President shall appoint two other members at large to serve on the Equipment Committee.

7.4.9. Tournament and year round soccer committee. Responsibilities shall include the research and analysis of other regional tournaments to provide the corporation information to effectively run tournaments in Yucaipa. Committee shall provide recommendations to the Board for Spring league operation, 6 vs. 6 tournaments, and other tournament opportunities to be held in Yucaipa throughout the year. This committee shall be responsible for registration, application, and management of all local and CYSA-South tournament involvement for both recreational and competitive teams. This committee and chairperson shall be appointed by the President and chaired by either the Director of Competitive Soccer, or the Director of Coaches, both Directors being members of the committee, along with two other members at large.

7.4.10 Nominating committee. The Nominating Committee shall nominate qualified candidates for election to the board as provided in Article 5 of these bylaws. The Nominating Committee shall be composed of the Vice President, Secretary, the Treasurer and three additional Class A or B members not currently on the board of directors.

ARTICLE 8 OFFICERS

8.1 Offices held. The officers of this corporation shall be a president, a vice president, a secretary, a treasurer and the additional officers listed in Subsections 8.13 through 8.27 below.

8.2 Duplication of office holders. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or the chairman of the board. Each individual who is elected as an officer shall also serve concurrently as a member of the board of directors.

8.3 Election of officers. The officers of this corporation, except any appointed under Section 8.4 of these bylaws, shall be chosen annually by the members under Section 3.2 of these bylaws and shall serve at the pleasure of the board, subject to the rights of any officer under any employment contract.

8.4 Appointment of other officers. The members may authorize the board of directors, the chairman of the board, the president, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the members.

8.5 Removal of officers. Without prejudice to the rights of any officer under an employment contract, the board may remove any officer with or without cause. An officer who was not chosen by the members may be removed by the board or any officer on whom the members confer the power of removal.

8.6 Resignation of officers. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

8.7 Vacancies in office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the board of directors. If the vacancy is not filled by the board, the members may fill the vacancy in the manner prescribed in these bylaws for normal elections to that office, provided, however, that vacancies need not be filled on an annual basis.

8.8 Chairman of the board. If a chairman of the board of directors is elected, he or she shall preside at board meetings and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation set forth in these bylaws.

8.9 President. Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and

officers within the framework of these bylaws and CYSA-S and USSF Rules and Regulations. The president shall preside at all members' meetings and at all board meetings. In addition to such other powers and duties as the board or the bylaws may require, the president shall:

- a. be responsible to guide and ensure all functions are carried out, as set forth in these Bylaws and Rules and Regulations, for the advancement of good will and sportsmanship of the organization.
- b. appoint any special advisory committee(s) which the board deems necessary to carry out the functions of the organization.
- c. be the liaison person with the District Director of District 5, CYSA-S.
- d. submit a preliminary budget to the Board of Directors for the upcoming year at the February meeting.
- e. administer through subordinates all the following activities:
 - a. Registration of players and coaches and establish fees/charges.
 - b. Locating and securing playing facilities.
 - c. Requesting and securing of uniforms, balls, goals, etc. for the organization.
 - d. Acquisition of new uniforms and the number required.
 - e. Scheduling of league, cup and exhibition games.
 - f. Selection of players and coaches for all-star teams and tournaments
 - g. Submittance of insurance claims, and
 - h. Releasing of publicity.

8.10 Vice president. If the president is absent or disabled, the Vice President shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. In addition to such other powers and duties as the board or the bylaws may require, the Vice President shall:

- a. be Chairman of the Disciplinary Board and Protest Board and be responsible for calling it together as needed;
- b. oversee the management and maintenance of any auxiliary soccer facilities operated or leased by the Corporation;
- c. be responsible for supervising the preparation of the leagues "schedule of play" for the entire season for the board's approval.

8.11 Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each

member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

In addition to the foregoing, the Secretary shall:

- a. assist the President in handling all correspondence; and
- b. be responsible for providing all board members with an agenda prior to board meetings.
- c. be responsible for reporting all injuries and insurance claims to the District Registrar and/or District Commissioner in the appropriate manner including, but not limited to:
 - i. follow-up all injury reports to verify that the family is covered by insurance and to see how the injured party is recovering.
 - ii. verify that the injured party has received a complete medical release to participate again in sanctioned activities.

8.12 Treasurer. The treasurer shall have the duties of a chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office.

In addition to the foregoing, the treasurer shall:

- a. ensure payment of all bills exceeding \$300.00 as authorized by the President, and any bills exceeding \$300.00 as authorized by the Board of Directors;
- b. upon the direction of the President of the Board of Directors, open the books at any time for an audit, but not less than once per year; and
- c. cause all payments for and on behalf of the corporation to be made by check except for that a petty cash fund is to be kept on hand in the amount of \$100.00 for the concession manager.

8.13 Director of Referees. The Director of Referees shall be responsible for administering the referee program, He or she shall direct the recruitment of referees, support their training and development through the giving of referee clinics, perform assessments of YVYSO game officiating and serve as facilitator between referees, coaches and Board members. He/She shall update all referees as to new law and or interpretation communicated by instructors. Present records of red cards, unruly behavior (players, coaches, parents and spectators) and protests to the Chair of the Protest and Appeals Committee. He or She shall provide assistance to referees and assistants as needed or when requested. The Director shall keep the records for game scores and referee pay purposes. (S)he shall report game scores to the Director of Publicity within four (4) days following a date of general league play and forward the referee payroll to the Chief Financial Officer within ten (10) days of the end of the preceding month in which officiating has occurred on behalf of the corporation. In addition, (s)he:

1. Shall be responsible for coordinating referees for weekly games.
2. Shall be responsible to see that all referees are provided uniforms and provided with a current copy of all Game Rules and Regulations, and that they show up on time at the game in proper attire.
3. Shall give the Divisional Commissioner a list of the scheduled referees prior to the games.
4. Shall determine the qualifications of all referees; and
5. Shall have final approval of referees designated by the various teams.

8.14 Division commissioner. The Division Commissioner:

1. Shall be responsible for the general operations of the respective age group divisions. This includes such duties as referring complaints from coaches, parents, or referees to appropriate board members
2. Shall be responsible for the selection of Division Representatives to be chosen from coaches or administrators in each gender and age division.
3. Shall be responsible for reporting to the Director of Coaches the general status of their respective divisions.
4. Shall be responsible for polling and/or meeting each individual coach, in his division, concerning that division's activities, to provide input to the board meetings
5. When directed by the board, the Divisional Commissioner shall be responsible for overseeing the player evaluations during the season, working with his or her division representatives in each gender and age division.

8.15 Director of equipment. The Director of Equipment shall make sure the fields are properly prepared for all games, keeping within the guidelines of the City of Yucaipa, Yucaipa – Calimesa Joint Unified School District, Yucaipa Parks and Recreation Department, and the Corporation. He or she shall be responsible for field preparations, i.e., field lay-out, field-lining, goals/fields set-up and take down, and board tent set-up and take down. Shall ensure that the league's goals are in good working condition and ready for each new season. Shall recommend to the board the size and type of goals needed for each new season that need to be acquired. In addition, (s)he:

1. Shall recommend to the Board of Directors the approximate number of practice and game balls required, along with a recommendation as to the type of balls and cost;

2. Shall see that the Divisional Commissioner is supplied with an adequate number of game balls during the season;
3. Shall be responsible for seeing that all defective equipment is returned to the supplier for proper replacement, repair, or reimbursement; and
4. Shall be responsible for the collection of all equipment within two weeks after the end of the season.

8.16 Director of competitive soccer. This person shall be responsible for the promotion and development of club soccer within the YVYSO system. The Director shall be responsible to recruit coaches, players, and teams from within YVYSO and promote club soccer in the community. The Director will ensure club soccer receives recognition and stature at opening and closing ceremonies as well as in the media. The Director will work with the Tournament and Year Round Soccer Committee to manage the registration process with any outside league or tournaments where YVYSO club teams play. In the event the Board of Directors appoints an Executive Director of Club Soccer, the Director of Competitive Soccer will work jointly with that person to fulfill the duties of this position. The Director of Competitive Soccer will also meet with current and prospective club coaches prior to each season and as needed throughout the year to ensure the development of club soccer in Yucaipa. The Director of Coaches and the Director of Competitive Soccer shall design and implement an approval process for adding players to club teams using a try-out based screening process. The coach of each team shall have final say on player additions. The Director of Competitive Soccer shall be given public recognition at all coaches meetings, try-outs, and opening and closing ceremonies to ensure that the competitive program be given adequate stature within YVYSO.

8.17 Director of volunteers. The Director of Volunteers shall be responsible for developing the volunteer program of the corporation. The Director of Volunteers shall recruit and coordinate volunteers to assist any Board member in performing his or her duties. He or she shall communicate with volunteers regarding their abilities and with the Board of Directors on their needs for assistance. The Director of Volunteers will track the volunteers and provide the names and phone numbers to each of the respective Board committees and Board positions as determined by the volunteer's chosen area of contribution. The Director of Volunteers will hold two volunteer recruitment meetings in the spring of each year in coordination with the President of the corporation in an effort to staff the various Board positions and committee assignments mandated by these By-laws. The first of these meetings shall have taken place no later than April 1st. There shall be a period of at least two weeks between meetings and the second meeting will be after the second major day of sign-ups to provide a better pool of new volunteers. The Director of Volunteers will be present with his/her committee personnel at all sign up and try-out dates for the purpose of volunteer recruitment, and will work closely with the Communication Committee.

8.18 Director of communications. The Director of Communications shall preside over the Communications and Services Committee. He or she shall be responsible for the phone tree, email, voice mail monitoring and response, and website management. The Director of Communications will chair the Communication and Services Committee and shall be responsible for good, effective communication to all members of the league. The Director will also serve on the Registration and Players committee to assist in effective communication to the membership of the league.

8.19 Director of publicity. The Director of Publicity shall be responsible for publishing information as follows:

1. Distributing posters to local merchants and schools ten (10) days before the registration campaign begins.
2. Providing all forms of publicity for the league. All releases of publicity must be approved by the Board of Directors
3. Notifying all local newspapers one week prior as to times, dates and places of registration, or for any special program.
4. During the regular season and playoffs, reporting results of all games to the local newspaper; and
5. Informing the Board and District of final league standings, regional champions and team rosters of players involved in post-season games.
6. Promoting goodwill on behalf of YVYSO by actively developing a working relationship with local newspapers, businesses, and community leaders.

8.20 Director of concessions. The Director of Concessions is responsible for organizing and managing the concession stand for all of the Corporation's approved events. He or she may appoint the necessary committees to ensure the proper management of concessions. He or she is responsible for providing records of purchases and sales and delivering monies to the Treasurer. In addition, the Director of Concessions:

1. Shall be responsible, with the assistance of the Team Coordinator, for the staffing and operation of the snack bar; and
2. Shall be responsible, under general direction of the President for buying, ordering, stocking, inventory control and related management tasks associated with the snack bar operation.

8.21 Director of sponsorship. The Director of Sponsorship:

1. Shall be responsible for obtaining team sponsors.
2. Shall see that sponsors who request to sponsor a certain team are assigned, if possible.
3. Shall explain to all sponsors the rules of this corporation regarding uniforms and advertising.
4. Shall provide the uniform vendor with a clear, executed, board approved form for each sponsor specifying what information is to be included on each team's uniform.

8.22 Director of special events. The Director of Special Events:

1. Shall be responsible for coordinating, planning and staffing the operation of all special events as authorized by the Board. Examples are Photo Day, Awards Night, Cultural Exchange Games, Dances and/or Dinners.
2. Under general direction of the President, the Director of Special Events shall select a photography studio and make all arrangements for "Photo Day". The actual selection

- of the studio shall be with the concurrence of the Board.
3. Shall also supervise any special sales promotions for fundraising (with the exception of the sponsorship program).
 4. Shall be responsible for ensuring collection of all materials and monies, having to do with promotions, with the assistance of the Director of Team Coordination and the entire staff of Team Coordinators.
 5. Shall only distribute material regarding special events subject to the approval of the President, or the approval of a majority of the Board.

8.23 Director of team coordination. The Director of Team Coordination:

1. Shall recruit at least one team coordinator per team.
2. Shall hold an annual meeting with team representatives to distribute seasonal information within two weeks of the annual draft. This meeting will include information on obtaining sponsors, fund raising, picture day, and information germane to the upcoming season.
3. Shall coordinate and supervise team coordinators in the following responsibilities:
 - a. Distribution of schedules and other materials that pertain to their team coach and players.
 - b. Collection of monies for special events or other purpose as directed by the Board.
4. Shall be responsible to assist the Director of Concessions in the staffing and operation of the snack bar.

8.24 League registrar. The League Registrar shall keep all official records of coaches, administrators and players of the corporation. He or she shall be responsible for official identification numbers required by CYSA-S and all necessary paperwork. He or she shall coordinate all registration activities for the corporation and shall work closely with the League officials on team selection, player adds or drops, and requests to play up or down into a different age division.

8.25 Deputy director of registration. The Deputy Director of Registration shall be subordinate to the League Registrar and keep all official records of coaches, administrators, and players in the junior divisions of the corporation to be decided on a year to year basis. He or she shall be responsible for official identification numbers required by CYSA-S and all necessary paperwork for the divisions as set forth by the Board from year to year. He or she shall coordinate all registration activities for the divisions as defined and shall work closely with the League officials on team selection, player add or drops, and requests to play up or down into a different age division.

8.26 Director of coaches. The Director of Coaches shall be responsible for the recruitment and training of coaches for the League. He or she shall coordinate all recruitment activities and shall sit on the Registration and Players Committee for team selection and player adds. He or she shall coordinate all coach training activities to include, coach licensing clinics, coach training clinics, and distribution of educational materials.

8.27 Director of coaches, developmental division. The Director of Coaches, Developmental Division shall be subordinate to the Director of Coaches and is responsible for the recruitment and

training of coaches in the junior divisions of the corporation to be decided on a year to year basis. He or she shall coordinate all recruitment activities and shall sit on the Registration and Players Committee for team selection and player adds. He or she shall coordinate all coach training activities to include, coach licensing clinics, coach training clinics, and distribution of educational materials for the non-competitive divisions. The Director of Coaches, Developmental Division shall take direction from the Director of Coaches, where he or she sees the need. The intent of this position is to divide the responsibility of the Director of coaches among two people, with the subordinate responsible for the development of coaches at the younger ages.

8.28 Contracts with directors and officers. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration 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 votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

This Section does not apply to a transaction that is part of a public, charitable, or religious program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public, charitable, or religious program of this corporation.

8.29 Loans to directors and officers. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

ARTICLE 9 INDEMNIFICATION

9.1 Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 523 8(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code Section 523 8(b) or Section 523 8(c), the board shall promptly decide under Corporations Code Section 523 8(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 523 8(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code Section 523 8(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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 9.1 and 9.2 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 found that the person is entitled to be indemnified by the corporation for those expenses.

9.2 Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE 10 RECORDS, REPORTS AND INSPECTION

10.1 Maintenance of corporate records. This corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, board, and committees of the board; and

- (c) A record of each member's name, address, and class of membership.

10.2 Membership records. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

10.3 Accounting records and minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

10.4 Maintenance and inspection of articles and bylaws. This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

10.5 Directors' right to inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

10.6 Annual report. The board shall cause an annual report to be sent to the members and directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 10.7 of these bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

10.7 Annual statement of certain transactions and indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

(1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their

interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Sections 9.1 and 9.2 of these bylaws, unless that indemnification has already been approved by the members under Corporations Code Section 5238(e)(2).

ARTICLE 11 AMENDMENTS

11.1 Amendment by board subject to limitation by members. Subject to the members' rights under Section 3.3 of these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer. The board may not extend a director's term beyond that for which the director was elected.

11.2 Changes to number of directors. Once members have been admitted to the corporation, the board may not, without the members' approval, specify or change any bylaw that would:

- (a) Fix or change the authorized number of directors,
- (b) Fix or change the minimum or maximum number of directors, or
- (c) Change from a fixed number of directors to a variable number of directors or vice versa.

11.3 Greater vote requirement. If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

11.4 Members' approval required. Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would:

- (a) Increase or extend the terms of directors;
- (b) Allow any director to hold office by designation or selection rather than by election by the members;
- (c) Increase the quorum for members' meetings;
- (d) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (e) Authorize cumulative voting.

11.5 Amendment by members. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected. To the extent that any provision of these bylaws is a recitation of provisions of the Articles of Incorporation of the corporation, no amendment of such provision(s) shall be made without: (a) the approval of at least sixty percent (60%) of the corporation's <voting> members as required in the Articles of Incorporation; and (b) a corresponding amendment to the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Yucaipa Valley Youth Soccer Organization, a California nonprofit public benefit corporation; that these bylaws, consisting of (___) pages, are the bylaws of this corporation as adopted by the board of directors on _____, 2002; and that these bylaws have not been amended or modified since that date.

Executed on _____, 2002 at Yucaipa, California.

, Secretary