

AMENDED AND RESTATED BYLAWS
OF
TEMECULA VALLEY SOCCER ASSOCIATION, INC.
A Nonprofit Public Benefit Corporation
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Temecula Valley Soccer Academy

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ARTICLE I

NAME

- 1.1 Name. The name of this organization is the TEMECULA VALLEY SOCCER ASSOCIATION, INC.
- 1.2 Activities. All activities of this organization shall be performed in the name of TEMECULA VALLEY SOCCER ASSOCIATION, INC.

ARTICLE II

OFFICES

- 2.1 Principal Office. The principal office for the transaction of the business of the Corporation is fixed and located at such place in the City of Temecula, County of Riverside, State of California as the Board of Directors shall from time to time fix and designate.
- 2.2 Other Offices. Branch or subordinate offices may at any time be established by the Board at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND OBJECTIVES

- 3.1 Purposes. 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 and for charitable purposes.
- 3.2 Objectives. The objectives of this Corporation are to provide nonprofit, public educational soccer competition for youth under age nineteen, and to pursue any and all charitable and educational activities related to the foregoing specific purposes.

No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

MEMBERSHIP

- 4.1 Classes and Qualifications. This Corporation shall have two classes of members, designated as Regular (voting) and Associate (nonvoting). Any player, parent or legal guardian of any player, team parent, coach, assistant coach, or manager who is dedicated to the purposes of this Corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.
- 4.2 Voting Members. Regular members shall be limited to parents or legal guardians of players, coaches, assistant coaches, managers and other League Administrators. All regular members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on 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.
- 4.3 Nonvoting Members. Associate members (Players) shall have the right to attend general meetings and all educational, social, and other functions of the Corporation. They shall have and enjoy all privileges of membership, except voting, holding directorships or office, and other benefits determined by the Board to be limited to voting members only. The Corporation may refer to persons of nonvoting classes or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 4.2 of these Bylaws, but no such reference shall constitute anyone a member within the meaning of section 5056 of the California Corporations Code unless that person or entity shall have qualified for a voting membership under Section 4.2 of these Bylaws. References in these Bylaws to members shall mean members as defined in section 5056 of the California Corporations Code; i.e., the members of the voting class set forth in Section 4.2 of these Bylaws. By amendment of its Articles of Incorporation or of these Bylaws, the Corporation may grant some or all the rights of a member of any class, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 4.2 of these Bylaws, but no such person or entity shall be a member within the meaning of section 5056 of the California Corporations Code.
- 4.4 Dues, Fees, And Assessments. Each member must pay, within the time frame 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 plus hardship cases.
- 4.5 Good Standing. Those members who have paid the required dues, fees, and assessments accordance with these Bylaws and who are not suspended shall be considered members in good standing. Regular Members and Associate Members may have their membership suspended or terminated as set forth below in section 4.6.
- 4.6 Termination and Suspension of Membership.
- A. Causes of Termination. A membership shall terminate on occurrence of any of the following events:
- (1) Resignation of the member, on reasonable notice to the Corporation.
 - (2) Expiration of the period of membership, unless the membership is renewed on the Renewal terms fixed by the Board;
 - (3) Failure of the member to pay dues, fees, or assessments as set by the Board within a period of time fixed by the Board after they become due and payable;
 - (4) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(5) Expulsion of the member under Section 4.7 of these Bylaws based on the good faith determination by the Board, or a committee or person 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 purposes and interests of the Corporation.

B. Suspension of Membership. A member may be suspended, under Section 4.7 of these Bylaws, based on the good faith determination by the Board, or a committee or person 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 purposes and interests of the Corporation. The Board shall give the member at least 15 days prior Notice before suspending or terminating any membership. The Notice shall be provided using any method reasonably calculated to provide actual notice, and the Notice shall set forth the general terms for suspension or termination of membership.

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

4.7 Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Section 4.6 of these Bylaws, the then current written procedure set forth in the Corporation's Protest, Appeal and Disciplinary Procedures shall be followed to the extent possible. IN any legal action challenging the rights to membership, a suspension or termination of membership, the member, or prospective member, agrees will submit any dispute first to mediation and then to binding arbitration.

4.8 Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of the corporation.

ARTICLE V

MEMBERSHIP MEETINGS AND ACTION

- 5.1 Place of Meetings. Meetings of members shall be held at the principal office of the Corporation or at such other location as may be designated from time to time by resolution of the Board.
- 5.2 Meetings of Members. An annual meeting of members shall be held in February or March of each fiscal year, at such date and time fixed by the Board. If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to Sections 5.4 and 5.7 of these Bylaws.
- 5.3 Special Meetings.
- A. Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the Board or the Chair of the Board, if any, or by the President, or by 10 percent or more of the members.
 - B. Calling Meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair 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, in accordance with Sections 5.4, 5.5, and 5.6 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 30 but no more than 90 days after receipt of the request, if the notice is not given within 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.
 - C. Proper Business of Special Meeting. No business other than the business the general nature of which was set forth in the notice of the meeting may be transacted at a special meeting.
- 5.4 Notice of Meetings.
- A. 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, in accordance with Sections 5.5 and 5.6 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section 5.7 of these Bylaws, any proper matter may be presented at the meeting. 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.
 - B. 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:
 - (1) Removing a Director without cause;
 - (2) Filling vacancies on the Board;
 - (3) Amending the Articles of Incorporation; or
 - (4) Electing to wind up and dissolve the Corporation;
 - (5) Adopting or amending a merger agreement;
 - (6) Adopting, amending or repealing the By-laws.

- 5.5 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 telephone or by newsletter (if during the season) 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 appearing 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 (1) notice is sent to that member by first class mail or telegraphic or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.
- 5.6 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 or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.
- 5.7 Quorum. A quorum shall consist of all league Regular members and directors present and voting. For this purpose, voting members must be physically present (in person and not by telephonic or electronic media) at the meeting to be considered present. Proxy voting is not allowed.
- 5.8 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 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.
- 5.9 Voting.
- A. Eligibility to Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, Regular members entitled to vote at any meeting of members shall be voting members in good standing as of the record date determined under Section 5.13 of these Bylaws.
- B. Manner of Casting Votes. Voting may be by voice or ballot, except that any election of members of the Board of Directors must be by ballot if demanded by any member at the meeting before the voting begins.
- C. Voting. Each Regular member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Each nuclear family (one biological father and mother) shall be limited to one Regular membership, and therefore entitled to (1) vote on each matter submitted to a vote of the members, even though more than one player may be a member of such family. In the event Cumulative voting shall not be authorized for the election of Directors or for any other purpose. Further, in order to vote, Regular members must actually be present at such meeting of members.
- D. 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 the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.
- 5.10 Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the

meeting, or an approval of the minutes 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 meeting.

- 5.11 Waiver by Attendance. 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.
- 5.12 Rules at Meetings. Procedures at meetings shall be governed by these Bylaws. On issues on which the Bylaws are silent, the most recent edition of Robert's Rules of Order shall govern procedures at meetings.
- 5.13 Record Date
- A. Record Date Determined by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:
- (1) for notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;
 - (2) for voting at a meeting shall not be more than 60 days before the date of the meeting;
 - (3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - (4) for any other action shall not be more than 60 days before that action.
- B. Record Date for Notice or Voting Record Date Not Determined by the Board. If not otherwise fixed by the Board, the record date for determining members entitled (1) 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, and (2) to vote at the meeting shall be the day on which the meeting is held.
- C. Record Date for Action by Written Ballot. If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
- D. Record Date for Other Actions. 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.
- E. Members of Record. For purposes of this Section 5.13, a person holding a membership at the close of business on the record date shall be a member of record.

5.14 Election of Directors.

- A. Nomination. The Chair of the Board, or the President if there is no Chair, shall appoint a committee to select qualified candidates for election to the Board at least 120 days before the date of any election of directors. This nominating committee shall make its report at least 90 days before the date of the election, or at such other time as the Board of Directors may set, and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this Section.

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 no more than 6 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.

If the corporation has fewer than 500 members, which shall include voting and non-voting members, then members representing 1 percent of the voting members may nominate a candidate for Director by submitting a petition, attested to by each voting member no more than 6 months prior to the next election

- B. Nominations From the Floor. If there is a meeting of members to elect Directors, any voting member present at the meeting in person may place names in nomination.
- C. Solicitation of 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.

ARTICLE VI

BOARD OF DIRECTORS

- 6.1 General Corporate 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.
- 6.2 Specific Powers. Without prejudice to the general powers set forth in Section 6.1 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:
- A. Appoint and remove, at the pleasure of the Board with a simple majority, all the Corporation's Officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
 - 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 and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.
 - C. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
 - D. Borrow money and incur indebtedness on behalf of the Corporation 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, hypothecation's and other evidences of debt and securities.
 - E. Make modifications to the Bylaws without the approval of the members, provided that such changes are approved by the Board of Directors, however any changes as detailed in Section 10.2, subsection D, shall continue to require general membership approval.
- 6.3 Authorized Number and Qualifications. The authorized number of Directors shall be eight (8), consisting of seven (7) regular directors and one (1) President. Directors shall be selected from among those members who meet the qualifications set forth in Section 4.1 of these Bylaws and who are members in good standing at the time of nomination as set forth in Section 4.5 of these Bylaws. For good cause, the number of directors can be less than 8.
- 6.4 Election and Term of Office. All eight (8) Directors shall be elected to serve for two (2) years at alternating year's annual meetings or until the next annual meeting as set forth in section 6.7. The offices of the President, Vice President Competitive, Chief Financial Officer, Director of Coaches Recreational, and Secretary shall be elected during the annual meetings held in even-numbered years. The offices of the Vice President Recreational, League Registrar, and Director of Coaches Competitive shall be elected during the annual meetings held in odd-numbered years. If any such Directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each such Director, including a Director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. For good cause, due to the resignation or removal of a director or directors, the Board may operate with less than eight Directors until such time as the Board may appoint a successive director or directors pursuant to these Bylaws.
- 6.5 Vacancies on Board.
- A. Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:
 - (1) the death or resignation of any Director;

- (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
 - (3) the vote of the members or the vote of a majority of all members, to remove any Director(s);
 - (4) the increase of the authorized number of Directors; or
 - (5) 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.
- B. Resignations. Except as provided below, any Director may resign by giving written notice 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. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.
- C. Filling Vacancies. Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by a simple majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The members may fill any vacancy or vacancies not filled by the Directors.
- D. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

6.6 Directors' Meetings.

- A. Order of Business at Meetings. Regular meetings of the Board shall be held in order to accomplish association business. All meetings will comply with the following order of business:
- (1) Call to order;
 - (2) Roll call;
 - (3) Recognition of guests/visitors;
 - (4) Approval of previous meeting minutes;
 - (5) Old business;
 - (6) Officer/Directors reports;
 - (7) New business;
 - (8) Adjournment.
- B. Place of 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.
- C. Meetings by Telephone. As provided by California Law, any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear and communicate with one another. All such Directors shall be deemed to be present in person at such a meeting.
- D. Annual Meeting. Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization and transaction of other business. Notice of this meeting is not required.
- E. Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.
- F. Special Meetings.

- (1) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President or any two (2) Board Members.
- (2) Notice.
 - (a) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, 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; (iv) by telegram, charges prepaid; or (v) by electronic mail. All such notices shall be given or sent to the Director's address, telephone number, or electronic mail address as shown on the records of the Corporation.
 - (b) Time Requirements. 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, telegraph, or electronic mail shall be delivered, telephoned, given to the telegraph company, or electronically sent at least 48 hours before the time set for the meeting.
 - (c) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.
- G. Quorum. Fifty-one percent (51%) of the voting power shall constitute a quorum for the transaction of business at any Board of Directors meeting. 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 the 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 Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- H. Voting. Each Board member, with the exception of the President, shall be entitled to cast one vote on each matter submitted to a vote of the Board. The President will vote only in the event of a tie, and will move no motions before the Board of Directors.
- I. 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 does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- J. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- K. 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.
- L. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board 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 section 5233 of the California Corporations Code, shall not be considered or counted 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.

M. Compensation and Reimbursement. Directors and members of Committees may receive such compensation, if any, for their services as Directors or officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted. No member who is to receive compensation, whether paid as salary, wages or an honorarium, may vote in any meeting convened for the purpose of determining such compensation.

6.7 Board of Directors. To the extent permitted by California law, the business and affairs of the Corporation shall be managed by the Board of Directors which shall consist of the President, Vice President of Recreation, Vice President of Competitive, Chief Financial Officer, League Registrar, Director of Coaches Recreational, Director of Coaches Competitive, and Secretary. The President, Secretary, Vice President of Competitive, and Director of Coaches Recreational shall be elected to full terms in odd numbered years; the Chief Financial Officer, Registrar, Vice President of Recreational, and Director of Coaches Competitive shall be elected to full terms in even numbered years. Unexpired Board of Director vacancies shall be filled for the balance of the term at the next regularly scheduled AGM or Board of Directors meeting, which ever comes first. The Board of Directors shall transact all business of the Corporation and shall have the power to enforce the Laws of the Game, Rules of the USSF and its respective divisions, and the Bylaws and Rules of the Corporation. An Officer shall serve as a Director of the Board for a term of not more than four (4) consecutive years or two (2) consecutive terms or for such term as shall be determined at the discretion of the Board of Directors at the next annual meeting; however, if any such Officer is not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the corporation within the previous (12) twelve months, whether full-time or part time employee, independent contractor or otherwise, excepting reasonable compensation paid to all directors. Interested persons shall also include the spouse, brother in law, sister in law, father in law, mother in law, son in law, daughter in law, brother sister, sibling, child, ancestor, descendant or dependent of any such person

The President may from time to time designate other individuals to serve as Ex-Officio members of the Executive Board. Ex-Officio members shall have the right to attend all meetings and participate in all discussions of the Executive Board but shall have no voting rights therein. The ongoing President shall serve as an Ex-Officio Board member to provide continuity. The term of office for Ex-Officio members shall be at the discretion of the President.

6.8 Permanent Committees of the Board. Committees shall be responsible for the effective conduct of all business within the scope of each Committee and for close coordination with all other Committees. The Committee Heads shall serve as members of the Board of Directors and shall represent their Committees' view at each Board meeting by voting in accordance with their Committees' majority vote. The committees members shall be appointed by the Board of Directors by way of a simple majority vote as described in Section 6.6, subsection H.

A. Recreational Committee. This committee shall be responsible for overseeing the day to day activities pertaining to the support and promotion of recreational soccer. The committee shall have a separate budget from which to work from. This budget shall be allocated by the Board of Directors. The positions within the Recreational Committee shall consist of the following:

- (1) Committee Chair;
- (2) Treasurer;
- (3) Secretary;

- (4) Registrar;
- (5) Director of Coaches;
- (6) Director of Referees;
- (7) Director of Fields and Equipment;
- (8) Director of Uniforms;
- (9) Director of TOPSoccer;
- (10) Director of Publicity; and
- (11) Director of Website

This Committee Chair will be held by the Vice President of Recreation of the Board of Directors. The Director of Coaches will be held by the Director of Coaches Recreation of the Board of Directors. Persons either inside or outside the Board of Directors can be appointed to fill the remaining positions.

- B. Competitive Committee. This committee shall be responsible for overseeing the day to day activities pertaining to the support and promotion of competitive soccer. The committee shall have a separate budget from which to work from. This budget shall be allocated by the Board of Directors. The positions within the Competitive Committee shall consist of the following:

- (1) Committee Chair;
- (2) Treasurer;
- (3) Financial Manager;
- (4) Secretary;
- (5) Registrar;
- (6) Director of Technical Training;
- (7) Boys Director of Coaches;
- (8) Girls Director of Coaches; and
- (9) Director of Managers and Auxiliary Staff;

This Committee Chair will be held by the Vice President of Competitive of the Board of Directors. Either the Boys Director of Coaches or Girls Director of Coaches will be held by the Director of Coaches Competitive of the Board of Directors. Persons either inside or outside the Board of Directors can be appointed to fill the remaining positions.

- C. Audit Committee. The Audit committee shall be responsible for auditing the books and records of the corporation for those years for which an audit by independent accounts is not otherwise requested by the corporate Bylaws. For those years in which the Bylaws mandates an audit, this committee shall recommend to the Board of Directors an independent accountant or CPA firm to perform such audit at the expense of the Corporation. Membership in this committee will be comprised of any eligible voting members appointed by the Board of Directors except for the Chief Financial Officer and the Recreational and Competitive Committee Treasurers and any other voting members that have signing rights to any Corporation accounts.
- D. Additional Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more additional committees each consisting of two or more Directors and no persons who are not Directors to serve at the pleasure of the Board. Appointments to committees of the Board shall be by simple majority vote of the Directors then in office/authorized number of Directors. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

- E. Limitation of Powers of Committees. Any permanent or additional committee, to the extent provided in these Bylaws or the board resolution, shall have all the authority of the Board, except that no committee may:
- (1) 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;
 - (2) Fill vacancies on the Board or any committee that has the authority of the Board;
 - (3) Fix compensation of the Directors for serving on the Board or on any committee;
 - (4) Amend or repeal Bylaws or adopt new Bylaws;
 - (5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
 - (6) Create any other committees of the Board or appoint the members of committees of the Board;
 - (7) Expend corporate funds to support a nominee for director after more people have been nominated for Director than can be elected; or
 - (8) 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 section 5233(d)(3) of the California Corporations Code.
- F. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined, either by board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VII

OFFICERS

- 7.1 Officers. The Officers of the Corporation shall consist of a President, Vice President of Recreation, Vice President of Competitive, Chief Financial Officer, League Registrar, Director of Coaches Recreational, Director of Coaches Competitive, and Secretary. Each Officer appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board. No two (2) offices may be concurrently held by the same person.
- 7.2 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.
- 7.3 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.
- 7.4 Responsibilities of Officers.
- A. President. The president is subject to the control of the board, shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members meetings and, all board meetings. The President shall have such other powers and duties as the board or the Bylaws may require. The president shall also be the liaison person with Cal South, District 5, City of Temecula (fields, snack bar), and the tournament director, overseeing tournament activities and attending tournaments for the corporation. He or she shall have the power to make purchases on behalf of, incur indebtedness for, or otherwise obligate the corporation up to maximum amount that is within the total cash disbursements as authorized by the board, and may spend up to Five Hundred Dollars (\$500.00) without board approval. As a prerequisite for the position of president, a candidate must have served a minimum of two years on the Board of Directors. For good cause, a director with fewer than two years as a Director may serve as President.
 - B. Vice President Recreation. If the President is absent or disabled, the Vice President Recreation shall perform all duties of the President. When so acting, the Vice President Recreation shall have all the powers of and be subject to all restrictions on the President. The Vice President Recreation shall attend all members meetings and Board meetings and will also chair all Recreational Committee meetings. The Vice President of Recreation shall chair all protest, appeals, and discipline committees related to the Recreational division. He or she shall be in charge of presenting to the board for approval, any revisions or amendments to the Articles of Incorporation, these Bylaws, and procedures for protest, appeals, and discipline, and rules and regulations. The Vice President Recreation shall have such other powers and perform such other duties as the board or the Bylaws may prescribe. As a prerequisite for the position of Vice President Recreation, the candidate must have served a minimum of two years on the Recreational subcommittee.
 - C. Vice President Competitive. If the President and the Vice President Recreation are absent or disabled, the Vice President Competitive shall perform all duties of the President. When so acting, the Vice President Competitive shall have all the powers of and be subject to all restrictions on the President. The Vice President Competitive shall attend all members meetings and all Board meetings and will also chair all Competitive Committee meetings. The Vice President of Competitive shall chair all protest, appeals, and discipline committees related to the Competitive division. As a prerequisite for Vice President Competitive, a candidate must have served a minimum of two years on the Competitive subcommittee.

- D. 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, regular, or special, and, if special, how authorized, the notice given, the names of those 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 office in California, a copy of the Articles of Incorporation and these Bylaws, as amended to date. He or she shall assist the president in handling correspondence by receiving and recording receipt of the league's mail, then distributing the mail and tracking required actions or responses. He or she shall provide agendas to each director prior to all annual members' meetings and all regular and special meetings of the board. He or she shall also serve on the disciplinary committee. 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 and address and any electronic address. The secretary shall give, or cause to be given, notice of all meetings of members, of the board and of committees of the board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the Bylaws may prescribe. He or she shall be responsible for coordinating the Annual General Meeting. As a prerequisite for secretary, a candidate must have served for a minimum of two years on either the recreation or competitive committee. He or she should be familiar with Robert's rules.
- E. Chief Financial Officer. The chief financial officer (who may also be referred to as the "Controller or the "Treasurer") 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 Chief Financial Officer 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 Chief Financial Officer shall be responsible for the keeping and filing of all necessary tax forms and related documents and shall prepare and present to the Directors such budgets, reports and schedules as the board shall direct.

The Chief Financial Officer shall 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, shall disburse the corporation's funds as the board may order, shall render to the President and the Board, when requested, an account of all transactions as Chief Financial Officer and the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. As a prerequisite for Chief Financial Officer, a candidate must have served for a minimum of two years on either the Recreational or Competitive subcommittees.

- F. Registrar. The Registrar shall keep all official records of coaches, administrators, and players in the corporation. The league registrar shall be responsible for all registration duties (recreational and competitive). He or she will reside over all league registration committees. The league registrar shall also keep a record of all coaches with Risk Management. He or she shall be responsible for official identification numbers required by Cal South and all necessary paperwork. He or she shall coordinate all registration activities for the corporation and shall work closely with the Director of Coaches Recreation on team selection and draft, player additions and drops, and requests to play up into a different age division. As a prerequisite for league registrar, a candidate must have served for minimum of two years on either the Recreational or Competitive subcommittees. He or she must also have proper Cal South registrar training.

- G. Director of Coaches Recreation. This Director shall be responsible for the recruitment and training of coaches for the recreational division of the corporation. He or she shall coordinate all recruitment activities and shall assist with team selection and player additions and drops in the recreational division of the corporation. He or she shall coordinate all coaching training activities to include, coach licensing clinics, coach training clinics, distribution of educational materials, and team draft preparation materials and education on the recreational side of the corporation. He or she will work with the league registrar to insure that all coaches have Risk Management. As a prerequisite for Director of Coaches Recreation, a candidate must have served a minimum of two years on the Recreation subcommittee as a deputy of the current Director of Coaches Recreation.
 - H. Director of Coaches Competitive. This Director shall be responsible for the recruitment and training of coaches for the competitive division of the corporation. He or she shall coordinate all recruitment activities and shall assist with team selection and player additions and drops in the competitive division of the corporation. He or she shall coordinate all coaching training activities to include, coach licensing clinics, coach training clinics, distribution of educational materials on the competitive side of the corporation. He or she will work with the league registrar to insure that all coaches have Risk Management. As a prerequisite for director of coaches competitive, a candidate must have served a minimum of two years on the Competitive subcommittee.
- 7.5 Amendment. The offices of the Corporation and the duties specified there under in this ARTICLE VII may not be changed except by the amendment of these Bylaws in accordance with ARTICLE X.
- 7.6 Indemnification.
- A. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, 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 any 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 section 5238(a) of the California Corporations Code.
 - B. Approval of Indemnity. On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(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 section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.
 - C. Advancement of Expenses. 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 this Section 7.6 in defending any proceeding covered by this Section 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 determined that the person is entitled to be indemnified by the Corporation for those expenses.

7.7 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE VIII

FISCAL YEAR

- 8.1 Length of Fiscal Year. The fiscal year of the Corporation shall start on the first day of January and end on the last day of December of each year.

ARTICLE IX

MISCELLANEOUS

9.1 Inspection of Corporate Records.

- A. Maintenance and Inspection of Articles, Bylaws, and Corporate Records. The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date; adequate and correct books and records of account; written minutes of the proceedings of its members, Board, and committees of the Board; and a record of each member's name, address, and class of membership, all of which shall be open to inspection by the members at all reasonable times during office hours.
- B. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, physical properties, and the records of each of its subsidiaries. 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.
- C. Members' Inspection Rights.

- (1) Membership Records. Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at section 6330) of the California Corporations Code and 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 of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested;
 - (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 the election of 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 often (10) days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (10) 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 that 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. Any right of inspection extends to the records of any subsidiary of the Corporation.

- (2) 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, 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. Any right of inspection extends to the records of any subsidiary of the Corporation.

- 9.2 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.
- 9.3 Annual Report. The Board shall cause an annual report to be sent to the members and Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year.
- 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 revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
 - D. The expenses or disbursements of the Corporation for both general and restricted purposes.
 - E. Any information required by Section 9.4 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized Office of the Corporation that such statements were prepared without audit by independent accountants from the Corporation's books and records.

Provided that, in any event, an audit by independent accountants shall be required at least once each five (5) years.

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.

- 9.4 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 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 within one hundred twenty (120) days after the end of the Corporation's fiscal year:
- A. Any transaction (i) in which the Corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$5,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$5,000 For this purpose, an "interested person" is either of the following:
 - (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 Section 7.6 of these Bylaws, unless that indemnification has already been approved by the members under section 5238(e)(2) of the California Corporations Code.

9.5 Corporate Loans, Guarantees and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Board member or Officer, or member upon the security of its membership in the Corporation, except as is expressly allowed under the Nonprofit Public Benefit Corporation Law of the State of California Section 5236.

ARTICLE X

EFFECTIVE DATE AND AMENDMENTS

- 10.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board or members of the Corporation in adopting them provide that they are to become effective at a later date.
- 10.2 Amendment by Board.
- A. Membership Rights Limitation. Subject to the rights of members under Section 10.3 of these Bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws by simple majority vote, unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a Director beyond that for which the Director was elected.
 - B. Changes in Number of Directors. Once members have been admitted to the Corporation, the Board may not, without the approval of the members, specify or change any Bylaw provision that would:
 - (1) Fix or change the authorized number of Directors;
 - (2) Fix or change the minimum or maximum number of Directors; or
 - (3) Change from a fixed number of Directors to a variable number of Directors or vice versa.
 - C. High 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.
 - D. Members' Approval Required. Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaw that would:
 - (1) Increase or extend the terms of Directors;
 - (2) Allow any Director to hold office by designation or selection rather than by election by the members;
 - (3) Increase the quorum for members' meetings;
 - (4) Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - (5) Authorize cumulative voting.
 - (6) Changing the number of directors;
 - (7) Changing the membership approval proportion;
 - (8) Authorizing Board of Directors to fill vacant director positions;
 - (9) Changing (for members) amount of quorum or change in cumulative voting rights.
 - (10) Any amendment which:
 - (a) materially and adversely affects the rights of members as to voting, dissolution, redemption, or transfer
 - (b) increases or decreases the number of members authorized in total for any class;
 - (c) effects or exchange, reclassification or cancellation of all or part of the memberships;
 - (d) authorizes a new class of membership; and
 - (e) any change which "materially or adversely" affects the rights of any "class" of member also requires approval by the members of that class.
- 10.3 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.

- 10.4 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of TEMECULA VALLEY SOCCER ASSOCIATION, INC., A California Nonprofit Public Benefit Corporation, that the above Amended and Restated Bylaws, consisting of twenty-eight (28) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, and that they have not been amended or modified since that date.

Executed on _____, at _____ California.
(Date) (City and County)

Secretary