

**AMENDED AND RESTATED BYLAWS
OF
TEMECULA VALLEY SOCCER ASSOCIATION, INC.
A Nonprofit Public Benefit Corporation**

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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 Qualifications for Membership. Any player who is dedicated to the purposes of this Corporation is eligible for membership upon timely payment of such annual dues and fees as the Board may fix from time to time.
- 4.2 Membership Rights. All 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. A parent or legal guardian of any player under eighteen (18) years of age shall have the right to vote on behalf of that member.
- 4.3 Omitted.
- 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.
- 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. 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. Membership shall terminate on occurrence of any of the following events:
- (1) Resignation of the member,;
 - (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) Termination of membership 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 corporation's purposes and interests.
- 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 suspending or terminating a member, the following procedure shall be followed:

(1) The board shall give the member at least 15 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.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

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

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the expulsion, suspension, or termination.

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 electronic transmission by the corporation 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, electronic transmission 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.

- A. *Electronic Notice.* Notice given by electronic transmission by the corporation shall be valid only if
- (1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;
 - (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
 - (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

B. Notwithstanding the foregoing,

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

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 may vote via proxy and attendance can be in person, electronically via telephone, video, etc. in accordance with Corporate Code to encourage participation and/or provide for additional means (conference call) when necessary.

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, members in good standing on the record date as determined under Sections 4.5 and 5.13 of these Bylaws shall be entitled to vote at any meeting of members.

- 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. 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 then 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.

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. 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.

Directors shall serve 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;

The President may from time to time designate other individuals to serve as Ex-Officio members of the Board. Ex-Officio members shall have the right to attend all meetings and participate in all discussions of the Board but shall have no voting rights therein. The outgoing 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.

6.2 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. Members under the age of eighteen (18) are not eligible to serve on the Board of Directors. For good cause, the number of directors can be less than 8.

6.4 Nomination of Directors.

A. 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.

B. 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.

6.5 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 6.6. The offices of the President, League Registrar, Director of Coaches, and Secretary shall be elected during the annual meetings held in even-numbered years. The offices of the Vice President, CFO, Director of Referees and Director of Fields and Equipment 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.

6.6 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. 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.
- 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.

6.7 Directors' Meetings.

- A. 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.
- B. 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.
- C. 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.
- D. 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.

- E. 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; (v) by electronic mail; or (vi) other electronic means. 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.
- F. 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.
- G. 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.
- H. 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.

- I. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
 - J. 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.
 - K. 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.
 - L. 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.
- 6.8 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 one or more 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.
- 6.9 Committee Responsibilities. 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. A Director shall serve as the head of each committee and shall represent their Committees' view at each Board meeting by voting in accordance with their Committees' majority vote.

Committee members shall be appointed by the Board of Directors by way of a simple majority vote as described in Section 6.7, subsection G.

6.10 Advisory Committee. This committee shall be responsible for the support and promotion of the goals and objectives of the Association. The Vice President of the Board shall act as chair of the Advisory Committee. Membership in the Advisory Committee shall consist of the Committee Chair and six committee members. Any member, over the age of eighteen (18) and in good standing may be appointed to the Advisory Committee. The Board of Directors shall select, by a simple majority at a duly noticed meeting, all members of the Advisory Committee. Members interested in being appointed to the Advisory Committee must express interest whether verbally or in writing to the Board. Advisory Committee members serve a term of one-year.

6.11 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 Treasurers and any other voting members that have signing rights to any Corporation accounts.

6.12 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.

6.13 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, Chief Financial Officer, Secretary, and such other Officers as may be appointed in accordance with Section 7.3.
- 7.2 Election of Officers. The Officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 7.3 relating to appointment of subordinate officers or Section 7.5 relating to vacancies, shall be chosen annually by the Board of Directors, and 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.
- 7.3 Subordinate Officers. The Board of Directors may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.
- 7.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed either with or without cause by the Board of Directors, at any regular or special meeting of the Board. 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.
- 7.5 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.
- 7.6 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. 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 the powers of and be subject to all restrictions on the President. The Vice President shall be the chair of the protest, appeals, and discipline committee. The Vice President shall have such other powers and perform such other duties as the board or the Bylaws may require. As a prerequisite for the position of Vice President, the candidate must have served a minimum of two years on the Advisory subcommittee.
- C. 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. 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 require. 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 the Advisory committee. He or she should be familiar with Robert's Rules.
- D. 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 the Advisory subcommittees.

- E. 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. 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 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 the Advisory Committee. He or she must also have proper Cal South registrar training.

7.7 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.

7.8 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 7.8 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.

- 7.9 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 business hours. Refer to the TVSA Document Retention and Destruction Policy addedum
- 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 Officer 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 7.8 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.

10.5 Whistleblower Policy. The Corporation has adopted a Whistleblower Policy.

10.6 Conflict of Interest Policy. The Corporation has adopted a Conflict of Interest Policy.

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 pages 1 - 30, 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 March 8, 2018, at Temecula, Riverside County, California.
(Date) (City and County)

Cinnette Manassee
Cinnette Manassee
Secretary

TVSA Document Retention and Destruction Policy

I. Purpose

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by Temecula Valley Soccer Association, TVSA, in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate TVSA's operations by promoting efficiency and freeing up valuable storage space.

II. Document Retention

TVSA follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

III. Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	5 years

Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Bank Records	
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years
Payroll and Employment Tax Records	
Payroll Registers	7 years
State Unemployment Tax Records	7 years
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years
Employee Records	
Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	1 year after termination or 3 years whichever is longer
Time Cards	5 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion
Legal, Insurance and Safety Records	
Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

IV. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

V. Emergency Planning

TVSA records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping TVSA operating in an emergency will be duplicated or backed up at least every week and maintained off site.

VI. Document Destruction

The TVSA Chief Financial Officer is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding. Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

VII. Compliance

Failure on the part of employees or volunteers to follow this policy can result in possible civil and criminal sanctions against TVSA and its employees and possible disciplinary action against responsible individuals. The Chief Financial Officer and the TVSA Financial Audit Committee will periodically review these procedures with legal counsel or the organization’s Certified Public Accountant to ensure that they are in compliance with new or revised regulations.