



Amended and Restated Bylaws  
Modesto Youth Soccer Association, Inc.  
(APRIL 6th, 2026)

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**AMENDED AND RESTATED BYLAWS OF  
MODESTO YOUTH SOCCER ASSOCIATION, INC.  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION  
(Adopted and Effective 2026)**

**ARTICLE I. NAME**

**Section 1. Name.** The name of this corporation is MODESTO YOUTH SOCCER ASSOCIATION, INC., also known as AJAX UNITED (“**Corporation**”).

**ARTICLE II. LOCATION OF PRINCIPAL OFFICE**

**Section 1. Principal Office.** The principal office for the transaction of the activities and affairs of the Corporation shall be located in Modesto, California, at the principal address reflected on the website for the California Secretary of State (“**Principal Office**”).

**ARTICLE III. PURPOSES AND LIMITATIONS**

**Section 1. General Purposes.** This Corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes, as set forth in this Article.

**Section 2. Specific Purposes.** Within the context of the general purposes stated above, the purposes of this Corporation are:

- a. To be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“**Code**”);
- b. To undertake other projects, programs, and activities not inconsistent with Section 501(c)(3) of the Code or any successor code as the need to do so presents itself in the opinion of the Board of Directors;
- c. To provide players who are eighteen (18) years old and younger, and their families, with a premier, safe, and fun soccer experience for all such ages, abilities, and backgrounds, fostering life skills, teamwork, sportsmanship, and technical development;
- d. To promote mental and physical fitness, develop self and community pride, and to provide young people eighteen (18) years and under an opportunity to learn and play organized soccer at various levels of skill and competitive spirit;
- e. To raise funds via contributions from business groups, corporations, foundations, and individuals at large, who wish to contribute to this Corporation, in order to further the purposes of this Corporation;
- f. To promote general appreciation for the sport of soccer; and
- g. To offer the opportunity to participate in Corporation activities without regard to any person's race, color, religion, age (except as required for California Youth Soccer Association (“**CYSA**”) or U.S. Club Soccer registration purposes, *e.g.* as a player), sex, or national origin.

**Section 3. Certain Limitations.** This Corporation is organized exclusively for charitable and public benefit purposes within the meaning of Internal Revenue Code Section 501(c)(3) (or the corresponding section of any future federal internal revenue law).

**Section 4. Restrictions.** Notwithstanding any other provision of the *Articles of Incorporation*, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers, and this Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (ii) by a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) (or the corresponding provision of any future federal internal revenue law).

**Section 5. Irrevocable Dedication of Assets.** The properties and assets of this Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

#### **ARTICLE IV. TERRITORY, AFFILIATION, AND AUTHORITIES**

**Section 1. Territory.** The territory of the Corporation shall be within the boundary of the United States Soccer Federation and its affiliated organizations.

**Section 2. Affiliation.** The Corporation shall be an affiliated branch of and comply with the authority of the CYSA, NorCal Premier Soccer, U.S. Club Soccer, MLS Next, Girls Academy, United States Youth Soccer Association (“USYSA”), and the United States Soccer Federation (“USSF”).

**Section 3. Authorities.** The Corporation shall be governed by its *Bylaws*, *Articles of Incorporation*, and *Policies*, which shall align with the rules and policies of CYSA, NorCal Premier Soccer, U.S. Club Soccer, MLS Next, Girls Academy, USYSA, or USSF. In the case of a conflict, this Corporation’s *Bylaws*, *Articles of Incorporation*, and *policies* shall control.

#### **ARTICLE V. CORPORATE COLORS AND LOGOS**

**Section 1. Colors.** The representative colors of the Corporation shall be green, black, white, and gold.

**Section 2. Logos.** The Corporation shall have two logos. The MYSA logo consists of a shield which includes three lines, a star, the words Modesto Youth Soccer Association, and the year of its incorporation. The second logo consists of a shield which includes three lines, a star, and the words Ajax United, which shall serve as the logo for the competitive arm of the Corporation.

#### **ARTICLE VI. MEMBERSHIP**

**Section 1. Classes of Membership.** This Corporation shall have the following classes of membership:

- a. Playing Member: An individual currently registered with the Corporation and assigned to an Active Team (defined below) within the Corporation, shall be a **“Playing Member.”**
  - i. An **“Active Team”** is a soccer team properly registered by and through the Corporation and listed on the Corporation’s official roster of teams for the operative season, which encompasses Recreational Teams, and Competitive Teams.
  - ii. A **“Recreational Team”** is a non-competitive team registered by and through the Corporation through CYSA, at an age-appropriate level, that engages in recreational league play during the Corporation’s Fall or Spring recreational seasons. A Recreational Team remains an Active Team until the beginning of the new seasonal league play, the following calendar year (*e.g.* the Spring 2024 U12 Girls Teams shall remain Active Teams until the beginning of the Spring 2025 recreational league season, which shall be the day the first match of the new season is played). Note: Mini-Season teams are comprised of players from the Corporation’s Recreational Teams, therefore, those players are already Playing Members.
  - iii. A **“Competitive Team”** is a competitive team registered by and through the Corporation through CYSA, NorCal Premiere Soccer, MLS Next, or Girls Academy, at an age-appropriate level, that engages in year-round competitive play. A Competitive Team remains an Active Team for a period of one year, until a new team is rostered following Spring tryouts.
- b. General Member: Any biological parent or legal guardian of a Playing Member can be a **“General Member.”** Each Playing Member under the age of 18 at the time of registration, shall designate one biological parent or legal guardian as a General Member, at the time of registration. Each Playing Member who is 18 years old, or older, shall be a General Member.
- c. Participating Member: A **“Participating Member”** shall be (i) any sitting Director on the Corporation’s Board of Directors, (ii) any registered, cleared, and approved Head Coach assigned to an Active Team, and (iii) any paid employee of the Corporation.

General Members (which include Playing Members or a parent or legal guardian of a Playing Member under the age of 18) and Participating Members are hereinafter sometimes collectively referred to as **“Members”** or the **“Membership.”**

**Section 2. Voting Members.** General Members and Participating Members shall be **“Voting Members,”** with the right to vote, as set forth in these *Bylaws*. Each Voting Member is entitled to one (1) vote, subject to the following. A General Member who is a biological parent or legal guardian of a Playing Member under the age of 18 shall have the right to submit one (1) vote for each Playing Member for which that General Member has been designated. Each Participating Member is entitled to one (1) vote, unless the Participating Member is also a General Member, in which case that person may only vote as a General Member, it being the intention that each player is not represented by more than one (1) vote.

**Section 3. Voting.** Each Voting Member 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 assets of the Corporation, on any merger, and on any election to dissolve the Corporation. In addition, each

Voting Member shall have all rights afforded Members under the California Nonprofit Public Benefit Corporation Law. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Member at the meeting. Voting by proxy is prohibited. Voting Members entitled to vote may cast one vote (as defined in Article VI., Section 2) on each matter submitted to a vote of the Voting Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Membership unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the *Articles of Incorporation*. The Board shall fix a record date for determining Members entitled to notice of and to vote at any meeting, which shall be not more than 90 nor fewer than 10 days before the date of the meeting. Only Voting Members in Good Standing on the record date shall be entitled to notice and to vote.

**Section 4. Qualifications of Membership.** In order to qualify as a General Member, any and all dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors, including but not limited to travel and tournament charges advanced by the Corporation, must be paid for each Playing Member, within the time and on the conditions set by the Board of Directors. 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. In order to qualify as a Participating Member, such persons must continue as a Director, Head Coach assigned to an Active Team, or any paid employee of the Corporation. Any termination of such status shall immediately terminate the person's status as a Participating Member.

**Section 5. Good Standing.** To exercise the right to vote, a Voting Member must be in Good Standing. To be in "**Good Standing**," a Voting Member must have performed the General Membership Requirements, as set forth in this Article and who must not be suspended as a Member. Where a General Member has been designated by one Playing Member who is in Good Standing and by a second Playing Member who is not in Good Standing, the General Member shall only have the right to vote on behalf of the Playing Member in Good Standing.

**Section 6. Suspension of Membership.** A person's status as a Member may be suspended under these *Bylaws* and/or the Corporation's Policies, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board to make such a determination that the person has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose membership is suspended shall not be a Member of the Corporation, or exercise any rights or privileges of membership, during the period of suspension.

**Section 7. Termination of Membership.**

- a. A membership shall terminate on occurrence of any of the following events:
  - i. Resignation of the Member;
  - ii. Any event that results in a person no longer fitting within any Class of Membership, as defined in this Article;
  - iii. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

- iv. Failure to pay the dues and fees assessed by the Board of Directors, including but not limited to travel and tournament charges advanced by the Corporation, within the deadline(s) and/or parameters provided for in the Corporation's policies;
  - v. Any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
  - vi. Termination of membership under these *Bylaws* and/or the Corporation's Policies based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board to make such a determination that the person 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. If grounds appear to exist for suspending or terminating a Member under Section 7.a. above, of these *Bylaws*, the following procedure shall be followed:
- i. 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.
  - ii. 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.
  - iii. 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.
  - iv. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within nine (9) months after the date of the expulsion, suspension, or termination.

**Section 8. No Transfer of Membership Rights.** No membership or any right arising from membership may be transferred. All membership rights cease on the Member's death; *provided, however,* that upon the death of a General Member who was designated by a Playing Member under the age of 18, another biological parent or legal guardian may be designated as the General Member on behalf of the Playing Member under the age of 18.

**Section 9. Member Meetings.** An annual general meeting of Members ("AGM") shall be held on the third Tuesday of October of each year, unless the Board fixes another date after the third Tuesday of October and so notifies Members as provided in this Section. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, Directors

shall be elected and other proper business may be transacted, subject to the provisions in this Section.

- a. Quorum. For the AGM, the presence in person at the meeting of persons constituting at least 10% of Voting Members of the Corporation shall constitute a quorum.
  - i. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Voting Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.
  - ii. If, however, the attendance at any AGM is less than one-third of the voting power of the Corporation, the Voting Members may vote only on matters as to which notice of their general nature was given as defined in these *Bylaws*.
- b. Location. The AGM shall be held at any place within California as designated by the Board by giving notice to the membership before the meeting. In the absence of any such designation, Members' meetings shall be held at the Corporation's Principal Office.
- c. Special Meeting of the Members. The majority of the Board or at least five percent (5%) of the Voting Members (subject to verification of the identity of the Voting Members and their good standing), may call a special meeting of the Members for any lawful purpose at any time. A special meeting called by any person entitled to call a meeting of the Members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chairperson 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 Voting Members in accordance with 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 35 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. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.
- d. Notice. Whenever Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under this Section, to each Voting Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the AGM, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Voting Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given. Approval by the Voting 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:

- i. Removing a Director without cause;
  - ii. Filling vacancies on the Board;
  - iii. Amending the *Articles of Incorporation*; or
  - iv. Electing to wind up and dissolve the Corporation.
- e. Manner of Giving Notice. Notice of any meeting of Members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, 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 as it appears on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that Member by first-class mail or electronic 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.
- f. Affidavit. An affidavit of the mailing of any notice under this Section, 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.
- g. Waiver of Notice. The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present in person, and (2) either before or after the meeting, each Member entitled to vote, not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 9d., above, of these *Bylaws*, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.
- h. Record Date for Actions Not Set by the Board. If not otherwise fixed by the Board, the record date for determining Members entitled to receive notice of a meeting of Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first

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

- i. Director Nominees. Any person seeking election to the Board of Directors, must submit an application to the Corporation's principal office which shall be received at the Corporation's principal office least 25 days prior to the AGM. To run in the election for a seat on the Board of Directors, each candidate's name must be included in the notice of the AGM to the Voting Members and on the pre-printed ballot distributed at the AGM. At the AGM, there shall be no nominations from the floor nor write-in candidates and any votes for such attempted candidates not in compliance with this paragraph shall be null and void.
- j. Slate of Directors. In the notice of the AGM, the Board of Directors shall present to the Membership a slate of Directors that the Board has nominated to serve as Directors. If there are no additional nominees, the slate of nominees presented by the Board shall be deemed to be elected by the Membership. If additional nominees are included on the ballot, then the nominees with the highest number of votes shall be elected. For example, if there are five Directors to be chosen and seven nominees, the five with the highest number of votes are the ones elected.

## **ARTICLE VII. BOARD OF DIRECTORS**

### **Section 1. Powers.**

- a. General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- b. Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the Board of Directors shall have the right to do the following:
  - i. **Policies.** Adopt policies, rules and procedures for the management and operation of the Corporation.
  - ii. **Administration.** The Board may employ, retain, or authorize the employment of such employees, independent contractors, agents, accountants, and legal counsel, as it deems necessary or advisable in the interest of the Corporation, prescribe their duties, and fix their compensation.
  - iii. **Principal Office.** Change the principal business office of the Corporation within the City of Modesto, from one location to another.
  - iv. **Borrowing money.** 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, liens, and other evidences of debt and securities.

- v. **Gifts.** Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this Corporation.
- vi. **Fiscal Year.** Establish and change the fiscal year of the Corporation.
- vii. **Contracts.** Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the Corporation is organized.
- viii. **Expenses.** Contract and pay for the expenses of this Corporation.
- ix. **Property.** Acquire, construct and possess real, personal, and intellectual property.
- x. **Bank Accounts and Special Funds.** Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the Corporation.
- xi. **Committees.** Appoint committees as specified in these *Bylaws*.
- xii. **Director Removal.** Remove a Director from the Board of Directors in accordance with the California Nonprofit Public Benefit Corporations Law and these Bylaws.
- xiii. **Payments.** All checks, drafts or orders for the payment of dollars, notes or other evidences of indebtedness issued in the name of this Corporation shall be signed by such Officer or Officers, agent or agents of this Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by at least two Directors that shall be designated by the then sitting Board of Directors.
- xiv. **Other.** Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the Corporation.

**Section 2. Authority.** Subject to the duties of the Board Directors as prescribed by these *Bylaws* and subject to the limitations of the Articles of Incorporation, the Corporation's Policies, and the California Nonprofit Public Benefit Corporations Law as to actions to be authorized or approved, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

**Section 3. Composition.** Upon approval of these *Bylaws* there shall be seven (7) to eleven (11) Directors ("**Director(s)**") on the Corporation's Board of Directors. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

**Section 4. Eligibility.** To serve as a Director, a person:

- a. Must be a resident of the State of California;
- b. Must not be a paid employee of the Corporation;

- c. Must not be an immediate family member of another Director of the Corporation. For the purpose of this section, “immediate family member” shall include spouse, domestic partner, parent, child, and sibling;
- d. Must not simultaneously serve as a Director for any other soccer organization;
- e. Must pass a background check; and
- f. Must agree to and sign the Corporation’s Code of Conduct for Board of Directors.

**Section 5. Election.** Directors shall be elected at each AGM, subject to the nomination requirements of these *Bylaws*. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the Eligibility requirements under this Article.

**Section 6. Term.** To ensure continuity in governance, the Corporation shall have a staggered term structure. Directors shall serve for the period of three (3) years, it being the intention that every year, approximately one (1/3) of the Directors’ terms end. Directors may each be elected for an unlimited number of additional three (3) year terms. A Director’s term begins on January 1, following the election and certification of the election. Any Director appointed to the Board other than at the AGM, to fill a vacancy of another Director, shall take over the term of the Director replaced.

**Section 7. Board Meetings.**

- a. Certification of Election. Within 45 days after the election of Directors at the AGM, the Board of Directors shall, at its Regular Meeting or Special Meeting, certify the election results, unless there is cause to challenge the election or any part thereof.
- b. Regular Meetings of the Board. The Board of Directors shall hold “**Regular Meetings**” of the Board, without the requirement of notice, on the first Monday of each month, at 7:15 p.m., or as otherwise set by the Board, for the purposes of conducting the business of the organization. Regular Meetings shall be open to all Members. If any day fixed for the Regular Meeting of the Board falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day, which is not a legal holiday. In the event that the Board of Directors changes the date, time, and/or location of a Regular Meeting, it will be sufficient to post the change(s) on the Corporation’s website at least 48 hours prior to the regularly scheduled meeting, or as soon as the change(s) is/are known.
- c. Special Meetings of the Board. “**Special Meetings**” of the Board may be called by any Member of the Executive Committee or by any two (2) Directors. Special meetings shall be held on four (4) days’ notice to each Director by first-class mail, postage prepaid, or on forty-eight (48) hours’ notice delivered personally or by telephone, facsimile, or email. Notice of Special Meetings of the Board need not be given to Members. Actions taken by the Board at a Special Meeting shall be reported in detail at the next Regular Meeting.
- d. Closed Session. At any AGM, Regular Meeting, or Special Meeting, the Board of Directors upon the request of any Director may meet in “**Closed Session**” without the presence of any other persons regarding sensitive or confidential matters, including but not limited to

personnel, discipline matters, or pending or threatened legal action. In such Closed Session, prior to taking any action on any such matter(s), the Board first must find by vote that the matter(s) should not be heard in an open session in front of the Members. To the extent the matter involves a Director, the Board of Directors may exclude such Director from the Closed Session. The Presiding Officer (defined below) may invite any person to participate in the Closed Session, if appropriate and necessary to inform the Board's deliberation of the matter(s) to be discussed. Such invitation by the Presiding Officer shall be subject to approval of the Board of Directors. Information discussed in Closed Session must remain confidential.

- e. Notice. When a Notice of meeting of the Board is required, notice shall be given to all Directors at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with these Bylaws, provided that such notice may be waived by any Director as set forth below. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.
- f. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice..
- g. Place of Meetings. Meetings of the Board of Directors shall be held at the Corporation's Principal Office, unless otherwise directed by the Board of Directors.
- h. Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephones, electronic video screen communication, or electronic transmission by and to the Corporation (Corporations Code Sections 20 and 21)
  - i. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another.
  - ii. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:
    - i. Each Director participating in the meeting can communicate with all of the other Directors concurrently.

- ii. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
- i. Quorum/Act of the Board. A quorum for any Board meeting is equal to a majority of the sitting Directors on the Board of Directors. Except as specifically provided in these *Bylaws* or in the California Nonprofit Public Benefit Corporation Law, 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 of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if at least a majority of the required quorum for that meeting approves any action taken or decision made.
- 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 twenty-four hours. If the original meeting is adjourned for more than twenty-four 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. Voting Power. For all purposes, the voting power of each voting Director shall be one vote.

**Section 8. Conduct of Meetings.** The President of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board ("**Presiding Officer**"). The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary.

**Section 9. Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and if, subject to Corporations Code section 5224(a), the number of Directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. For purposes of Corporations Code section 5211(b) only, "all Directors" does not include an "interested Director" as defined in Corporations Code section 5233(a) or a "common Director" as described in Corporations Code section 5234(b) who abstains in writing from providing consent, when (a) the facts described in Corporations Code sections 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code sections 5233(a) or (b) are satisfied, as appropriate, at or before the execution of the written consent or consents; (b) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon Directors or in other records of the corporation; and (c) the noninterested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

**Section 10. Compensation and Reimbursement.** Directors shall not receive compensation for their services on the Board. Directors and other persons may be reimbursed in such amounts as

may be determined from time to time by the Board of Directors for personal expenses paid while acting on behalf of the Corporation.

**Section 11. Property Rights.** No Director shall have any property rights in any assets of the Corporation.

**Section 12. Restriction on Interested Directors.** Not more than 49 percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or Officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these *Bylaws*. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

**Section 13. Vacancies on the Board of Directors.**

- a. Events Causing Vacancy. The vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following:
  - i. The death of any Director;
  - ii. The removal of a Director without cause by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board at which a quorum is present, provided that notice of such meeting, and of the intention to remove the Director at that meeting, has been given to each Director in accordance with these Bylaws. For purposes of this Section, a “quorum” shall mean the minimum number of Directors required to conduct business under these Bylaws. The removal of a Director pursuant to this Section shall be effective only if the Director to be removed does not constitute the sole remaining Director. The removal of any Director shall be without prejudice to the Director’s rights, if any, to indemnification or to any vested rights under a contract of employment or other agreement with the Corporation;
  - iii. The declaration by resolution of the Board of Directors 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; or
  - iv. Resignation by any Director. Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly appointed Director or Directors.

- v. Any Director who does not attend three consecutive Regular (monthly) Meetings of the Board will automatically be removed from the Board without Board resolution unless:
  - i. The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a Regular or Special Meeting. If such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present;
  - ii. The Director suffers from an illness or disability which prevents them from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or
  - iii. The Board by resolution of the majority of Directors agrees to reinstate the Director who has missed three meetings.
- b. Filling Vacancies. Vacancies of Officers on the Board of Directors may be filled by the Board of Directors at any properly called and noticed meeting where a quorum is present and subject to the eligibility requirements and limitations in this Article. The individual filling a vacant Director position shall serve until the end of the term of the Director whose vacancy he or she is filling.

**Section 14. Contracts with Directors.** It is the stated intention of this Corporation that there shall be no contracts between the Corporation and any Director or Officer. No Director or Officer of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (a) the material facts regarding that Director's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all Members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a unanimous vote of the Board without counting the vote(s) of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into. This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

**Section 15. Loans to Directors and Officers.** It is the stated intention of this Corporation that this Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the unanimous approval of all Directors and the approval of the California Attorney General; *provided, however*, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the

performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation absent such advance.

**ARTICLE VIII. OFFICERS**

**Section 1. Officers of the Corporation.** The “**Officers**” of the Corporation shall be a Chair of the Board who shall also be the President of the Corporation, an Executive Director who shall also be the Chief Executive Officer and who shall not be a Director, a Member at Large who shall also serve as Vice President, a Secretary, and a Chief Financial Officer who shall also be known as the Treasurer. The Board of Directors may create any other Officer positions, that the business of this Corporation may require. Offices may not be held by the same person. Each Officer shall serve at the pleasure of the Board of Directors.

**Section 2. Election of Officers.** The Corporation’s Executive Director shall administer the process for the election of the Corporation’s Officers. Election of the Officers shall take place at the first Regular Meeting of the Board in the January following the AGM. Each Director may cast a vote for the election of an Officer. Each of the elected Officers of the Corporation shall hold office commencing with the certification of the election results by the Executive Director at that same Regular Meeting and shall serve at the pleasure of the Board, subject to the rights of any Officer under any employment contract.

**Section 3. Terms of Office.** The term of office for each Officer position shall be approximately one calendar year from the date elected each January until election of successor Officers the following January. There is no limit on the number of terms an Officer may serve as long as he or she continues to be elected to an Officer position.

**Section 4. Eligibility to Serve as an Officer.** Except for the Executive Director (who is also the Chief Executive Officer) all other Officers must be Directors. Any Director shall be eligible to serve as an Officer of the Corporation.

**Section 5. Responsibilities of Officers.** It shall be the responsibility of all Officers to ensure all policies, rules, and regulations of the Corporation are executed and followed. Officers shall have the following duties, subject to the direction of the Board of Directors:

- a. Board Chair/President. The President of the Corporation shall:
  - i. Serve as the Presiding Officer at all AGM, Regular, and Special Meetings;
  - ii. Generally supervise, direct, and control the business and the Officers of this Corporation; and
  - iii. Have such other powers and duties as may be prescribed by the Board of Directors or these *Bylaws*.
  
- b. Executive Director/Chief Executive Officer. The Executive Director/Chief Executive Officer of the Corporation shall:
  - i. Be the chief executive and chief operating Officer of the Corporation;

- ii. Shall have general supervision, direction, and control over the day-to-day affairs, programs, staff, business, and operations of the Corporation
  - iii. Have such other powers and duties as may be prescribed by the Board of Directors or these *Bylaws*.
- c. Member at Large/Vice-President. The Member at Large/Vice-President of the Corporation shall:
  - i. Act as Chairperson at meetings at which the President is absent and shall perform the duties of the President in the absence of the President;
  - ii. Serve as ex-officio Member to all committees; and
  - iii. Have such other powers and duties as may be prescribed by the Board of Directors or these *Bylaws*.
- d. Secretary. The Secretary of the Corporation shall:
  - i. Keep or cause to be kept, at the Principal Office a book of minutes in written form, of all actions and meetings of the Board of Directors, with the time and place of holding, whether Regular or Special, and, if Special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings, in a manner that will permit access by all Directors at reasonable times;
  - ii. Receive, read and handle all correspondence addressed to this Corporation and/or the Board;
  - iii. Write all communications as directed by official action of the Board;
  - iv. Send meeting notices as directed by the President, the Board or these *Bylaws*; and
  - v. Have such other powers and duties as may be prescribed by the Board of Directors or these *Bylaws*.
- e. Treasurer/Chief Financial Officer. The Treasurer/Chief Financial Officer of the Corporation shall:
  - i. Keep and maintain or shall cause to be kept and maintained, adequate and correct books and records of the Corporation's accounts of the property, assets, and transactions of this Corporation, including gains, losses, capital, retained earnings, and other matters customarily included in financial statements, in a manner that will permit access by all Directors at reasonable times;
  - ii. Prepare or cause to be prepared financial statements and report a quarterly financial statement (or at more frequent intervals if so requested by the Board) to the President and the Board and report an annual statement to the Members of the Corporation;

- iii. Prepare or cause to be prepared, an annual budget, consisting of a statement of projected receipts and disbursements for the upcoming fiscal year, to be completed by December 31 of each year;
- iv. Deposit or cause to be deposited, all money and other valuables in the name and to the credit of this Corporation with such depositories as may be designated by the Board of Directors;
- v. Disburse or cause to be disbursed, the funds of this Corporation as may be ordered by the Board of Directors;
- vi. Advise fund raising committees of this Corporation regarding record keeping and deposit procedures;
- vii. If required by the Board, the Chief Financial Officer shall give this Corporation, at the expense of the Corporation, a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office of Chief Financial Officer and for restoration to this Corporation on the death, resignation, retirement or removal of the Chief Financial Officer from office of all the books, papers, vouchers, money, and other property of every kind of this Corporation in the possession or under the control of the Chief Financial Officer; and
- viii. Have such other powers and duties as may be prescribed by the Board of Directors or these *Bylaws*.

**Section 6. Removal of Officers.** Any Officer may be removed, with or without cause, by the Board of Directors, at any Regular or Special Meeting of the Board.

**Section 7. Resignation of Officers.** Any Officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 8. Vacancy of Office.** In the event of a vacancy, for any cause, the sitting Directors shall elect a new Officer to fill the vacancy at the next Regular Meeting of the Board.

**Section 9. Authority to Execute Agreements.** Except as otherwise provided by law, the *Articles of Incorporation*, or these *Bylaws*, any contract, instrument, or other document executed on behalf of the Corporation shall require the signatures of any two (2) authorized Officers, provided that the financial obligation committed to in the contract is consistent with the annual budget approved by the Board of Directors, and is separately approved by the Board of Directors, one signing Officer is from Group A and one signing Officer is from Group B, as follows:

Group A: Board Chair/President; Executive Director/Chief Executive Officer; or Member at Large/Vice President

Group B: Secretary or Treasurer/Chief Financial Officer

No single Officer shall have authority to bind the Corporation to any contract or obligation unless expressly authorized by the Board of Directors or these *Bylaws*. The Board may, by resolution, authorize additional signatures or delegate limited authority to specific Officers or employees for particular transactions. All such delegations shall remain subject to the signature-pairing requirement above unless expressly waived by the Board.

## **ARTICLE IX. COMMITTEES**

**Section 1. Committees of the Board.** The Board of Directors, by resolution, may create one or more committees of the Board, each consisting of one or more Directors and any number of other persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board and appointment of a chairperson, shall be by a majority vote of the Directors. Any such committee, to the extent provided in the Board resolution, shall have all the authority as directed by the Board, except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or on any committee that has the authority of the Board;
- b. Fix compensation of the Directors for serving on the Board or on any committee;
- c. Amend or repeal these *Bylaws* or adopt new bylaws;
- d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- e. Create any other committees of the Board or appoint the Members of committees of the Board; and
- f. 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.

**Section 2. Executive Committee.** The Board of Directors may have an Executive Committee, which shall be comprised of the Board Chair/President, the Member at Large/Vice-President, the Secretary, and the Treasurer/Chief Financial Officer. Unless limited by a resolution of the Board, the Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; *provided, however*, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 1.a. through 1.f. of this Article. A majority of the Members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

**Section 3. Audit Committee.** The “**Audit Committee**” shall be a “standing committee of the Board” subject to all the rules applicable to “Committees of the Board” described in this Article. The Audit Committee shall consist of the Vice-President, the Secretary, and may include non-Director advisors. Directors who are employees or Officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth in the Corporation’s audit committee charter as amended from time to time by the Board. The Audit Committee shall be responsible for:

- a. Reviewing the system of internal controls the Corporation has in place;

- b. Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- c. Negotiating the auditor's compensation;
- d. Conferring with the independent auditor to satisfy committee Members that the financial affairs of the nonprofit organization are in order;
- e. Reviewing the audit and deciding whether to accept or reject it; and
- f. Approving non-audit services by the independent CPA.

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the Corporation has a Finance Committee, a majority of the Members of the Audit Committee may not concurrently serve as Members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee.

**Section 4. Advisory Committees.** The Board of Directors may also establish advisory committees composed of one or more Directors and any number of other persons who are not Directors. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision-making authority. Advisory committees shall be subject to the supervision and control of the Board.

## **ARTICLE X. LIABILITY, INDEMNIFICATION, AND INSURANCE**

**Section 1. Liability.** No volunteer Director or Officer shall be liable to third parties if the volunteer Director or Officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance as required by California Corporations Code section 5239.

**Section 2. 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 an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

**Section 3. Approval of Indemnity.** On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors 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.

**Section 4. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification pursuant to these *Bylaws* in defending any proceeding covered by such

indemnification 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.

**Section 5. Insurance.** The Board of Directors shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its Directors, Officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the Director, Officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

## **ARTICLE XI. RECORDS AND REPORTS**

**Section 1. Maintenance of Corporate Records.** The corporation shall keep:

- a. Adequate corporate books and records of account;
- b. Written minutes of the proceeding of its Board of Directors and committees of the Board of Directors; and
- c. A record of each Director's name, address, telephone number, and electronic mail address, if any.

**Section 2. Maintenance of Articles and Bylaws.** The Corporation shall keep at its Principal Office or a designated location the original or a copy of the Articles of Incorporation and *Bylaws*, as amended to date.

**Section 3. Maintenance and Inspection of other Corporate Records.** The accounting books, records, and minutes of proceedings of the Directors and any committee(s) of the Board shall be kept at such a place or places designated by the Board, or, in the absence of such designation, at the Principal Office. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form

**Section 4. Inspection by Directors.** Every Director shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law. This inspection by a Director may be made in person, or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**Section 5. Annual Report.** The annual report to Voting Members referred to in the law is expressly dispensed with, but nothing in these *Bylaws* shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the Directors as they consider appropriate. However, this Corporation shall provide to the Directors, within one hundred twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

- a. A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized Officer of the Corporation that they were prepared without audit from the Corporation's books and records.

- b. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
- c. The expenses or disbursements of the Corporation for both general and restricted purposes.
- d. Any information required by Section 5 of this Article.

**Section 6. Annual Statement of Certain Transactions and Indemnifications.** If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall prepare and mail or deliver to each Director a statement of any such transaction or indemnification within 240 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 \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

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, which were paid during the fiscal year to any Officer or Director of the corporation.

**Section 7. Membership Records.** Unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member: Inspect and copy the records containing Members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

- a. The Corporation may, within 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 the proposed alternative does not meet the proper purpose of the demand.
- b. 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.
- c. Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

## **ARTICLE XII. MISCELLANEOUS**

**Section 1. Fiscal Year.** Unless changed by resolution of the Board, the fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 2. Conflicts of Interest.** Individuals serving as a Director or Officer, or serving on a committee of the Board, must actively seek to avoid situations and activities that create an actual, perceived, or potential conflict between the individual's personal or family related interests and the interests of the Corporation. If a Board Member or committee Member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion and voting on the issue.

- a. For purposes of this section and these *Bylaws*, a "conflict of interest" means a situation in which a Board or committee Member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee Member or a Member of that Board or committee Member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.
- b. Both the fact and the appearance of a conflict of interest should be avoided. Board Members or committee Members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the Presiding Officer, who will determine whether disclosure to the Board or the assistance of legal counsel is required.
- c. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Section 3. Intellectual Property.** All intellectual property prepared or purchased by or on behalf of the Corporation, including but not limited to educational and scientific materials, newsletters, website text, contracts, trade names, logos, service marks, contributor lists, and

research results, shall be the exclusive property of the Corporation and Board Members agree to deal with it as such. Board Members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the Corporation without the prior approval of the Board of Directors memorialized in a writing signed by the President.

**Section 4. Required Filings and Disclosures.** The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General's office, the Internal Revenue Service, and the California Franchise Tax Board. The Corporation shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements, which are applicable to the corporation, include but are not necessarily limited to making the Corporation's annual exempt organization filing (IRS Form 990) available to the public, and registering with the Attorney General's office in California.

### **ARTICLE XIII. AMENDMENTS**

**Section 1. Board Authority to Amend Bylaws.** Subject to any limitations in the Nonprofit Public Benefit Corporation Law, these *Bylaws* may be amended, or repealed and new bylaws adopted, by a 2/3 vote of the Board at any properly called meeting where a quorum is present, unless doing so would materially and adversely affect the Members' rights as to voting or transfer and so long as the amendments, proposed repeal, or new bylaws are provided to each Director at least ten (10) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on. The Board may not extend a Director's term beyond that for which the Director was elected.

**Section 2. Changes to Number of Directors.** Once Members have been admitted to the Corporation, the Board may not, without the Members' approval, specify or change any bylaw that would: (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.

**Section 3. 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.

**Section 4. 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 from how 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.

### **ARTICLE XIV. DISSOLUTION**

**Section 1. Voluntary Dissolution by Vote.** The Corporation may be dissolved only upon the approval of (a) the Board of Directors or (b) the affirmative vote of a two-thirds (2/3) of the vote of the Voting Members, or such higher approval requirement as may be specified in the *Articles of*

*Incorporation.* Upon the adoption of a resolution to dissolve, the Board shall promptly cease operations, proceed to wind up and dissolve the Corporation, and shall cause the filing of all certificates, notices, and documents required by the California Nonprofit Public Benefit Corporation Law

**Section 2. Remaining Assets.** Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for educational, scientific or charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, to be selected by the Board of Directors. If the Corporation holds any assets subject to a trust, condition, or restriction, such assets shall be transferred in accordance with California Corporations Code § 6710 only to organizations that meet any applicable restrictions. No Member, Director, or Officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution, except that the Corporation may return membership fees or assessments to the extent required by law.

#### **ARTICLE XV. CONSTRUCTION AND DEFINITIONS**

**Section 1. Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the law shall govern the construction of these *Bylaws*. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both this Corporation and a natural person.

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the MODESTO YOUTH SOCCER ASSOCIATION, a California nonprofit public benefit corporation, that the above *Bylaws*, consisting of 28 typewritten pages including this page, are the *Bylaws* of this corporation as amended and adopted by the Board of Directors on April 6, 2026, and that they have not been amended or modified since that date.

Executed on the 6th day of April at Modesto, California.

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TRAVIS MANLEY, Secretary