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**Bylaws
for the regulation, except
as otherwise provided by statute or
its Article of Incorporation,
of**

**YUBA-SUTTER YOUTH SOCCER LEAGUE INC.,
a California nonprofit public benefit corporation**

ARTICLE I. OFFICES

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

ARTICLE II. MEMBERSHIP

For the purpose of this Article:

"Teams" are defined as a roster of players on a current team formed by the registrar.

"Clubs" are defined as recreational and competitive clubs within the Yuba Sutter Youth Soccer League, Inc. (YSYSL).

"Area(s)" consist of one or more youth soccer teams within certain geographical areas properly registered with the CalNorth, US Youth Soccer the US Club Soccer, or any sanctioned soccer organization that meets the standards as set forth by the YSYSL Board.

Section 1. Members. The corporation shall have one class of members only. The members shall be the youth soccer club teams of the Yuba-Sutter-Colusa area. Each Club shall consist of one or more youth soccer teams. Each team shall have equal voting and other rights.

Section 2. Eligibility for Membership. Membership in the soccer league shall be by Club teams. The recreational club consists of teams registered with the Yuba-Sutter Youth Soccer League. The Competitive Club teams become members upon the corporation's acceptance of the Club into membership. Competitive Club(s) application for admission into YSYSL shall include the following:

- (a) A completed team roster form, listing the full name, birth date (month, day, year), telephone number if any, and address of each player;
- (b) A completed player registration form for each player and coach;
- (c) Proof of date of birth for each player;

NOTE: Rosters for Fall league play with the above information may be accepted in place of individual forms for Clubs not using YSYSL to register players.

(d) Proof of completion of coach(es) safety and health protocols as required by governing bodies and/or by law.

(e) Full payment of dues and fees (player registrations).

Section 3. Qualifications. Any Club eligible for membership under Section 2 of this Article is qualified for membership after such Club has submitted the application called for under Section 2 above.

Section 4. Admission. Clubs that are in good standing with the appropriate governing body shall be considered for admission and will be presented to the Board for consideration at a regularly scheduled board meeting.

Section 5. Application Fee. There shall be no fee for making application for membership in the corporation.

Section 6. Dues. The annual dues payable to the corporation by member Clubs shall be in such amounts as shall be determined by the board of directors and shall apply to all Clubs. All dues and fees for teams shall be payable at the time of registration. All bank checks, drafts, and/or money orders submitted to this corporation shall be made payable to the "Yuba-Sutter Youth Soccer League, Inc." Competitive Clubs not using YSYSL as registrar shall pay dues by September 1st of the seasonal year. Clubs are not eligible for play until dues and fees are paid.

Section 7. Assessments. Membership shall be non-assessable.

Section 8. Number of Members. There shall be no limit on the number of Clubs or Teams the corporation may admit.

Section 9. Transferability of Membership. Neither membership in the corporation nor any rights in the membership may be transferred or assigned.

Section 10. Inspection Right of Members.

(a) Subject to the corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the corporation provides a reasonable alternative as permitted by Section 10(c) of this Article II of these Bylaws, a team satisfying the qualifications set forth hereinafter may do either or both of the following:

Inspect and copy the records of all the team names and addresses with five business days prior written demand on any Club, which demand shall state the purpose for which the inspection rights are requested; or (ii) obtain from the registrar of the Club, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or after the latter of ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.

(b) The rights of inspection set forth in Section 10 (a) of this Article 10 of these Bylaws may be exercised by the following:

The authorized member of any team for a purpose reasonably related to the members interest as members;

(c) The corporation may, within ten (10) business days after receiving a demand pursuant to Section 11 (a) of this Article II of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in the demand pursuant to Section 10 (a) of this Article II of these Bylaws, shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand pursuant to Section 10 (a) of this Article II of these Bylaws.

Section 11. Non liability of Members. A member of the corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the corporation.

Section 12. Termination of Membership.

(a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following:

- (i) The voluntary resignation of a member;
- (ii) Where membership is issued for a period of time, the expiration of such period of time;
- (iii) The dissolution of any Club; and
- (iv) The nonpayment of fees and dues in accordance with Section 6, subject to the limitations set forth in Section 12 (b) of this Article II of these Bylaws;

(b) The membership of any Club who fails to respond for request of financial information or to pay its fees and dues when due and within 45 days thereafter shall automatically terminate at the end of such 45-day period, provided such Club was given both a 15-day prior written notice of the termination stating the reason therefor and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such Club or sent by first class mail to the last address of such Club as shown on the records of the corporation. The opportunity to be heard may, at the election of member Clubs, be oral or in writing and occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at the principal office of the corporation by a committee composed of the president, vice president, secretary, and treasurer. The hearing shall be presided over by the president of the corporation who shall perform the following duties:

- (1) Read the reasons why the membership is about to be terminated;
- (2) Hear any other witnesses against the subject member;
- (3) Allow the subject member to ask questions of each witness following the testimony of that witness;
- (4) Allow the subject member to make a statement in its behalf;
- (5) Allow the subject member to call witnesses in its own behalf; and
- (6) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

(c) All rights of a member Club in the corporation and its property shall cease upon the termination of such Club's membership. Termination shall not release the member Club from any obligations for charges

incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

(d) Any member Club expelled from the corporation may apply again for membership. A past member Club who has voluntarily withdrawn may rejoin at any time if it qualifies.

ARTICLE III. MEETING OF MEMBER TEAMS (ANNUAL GENERAL MEETING)

Section 1. Meetings. Meetings of member teams shall be held at locations as may be designated from time to time by the board of directors.

Section 2. Regular Meetings. The Annual General Meeting is the only regular meeting of member teams. Regular meetings of any Club may be held and minutes of any such meeting shall be forwarded to the league President within ten (10) days of being approved.

Section 3. Special Meetings. Special meetings of member teams shall be called by the Board or the President of the league and held at such place within the date of California as is affixed in Section 1 of Article III of these Bylaws or at such time and place within the State of California as may be ordered by the board of directors.

Section 4. Annual Meetings. The corporation shall hold one (1) annual general meeting of its member teams toward the end of the seasonal year. The meeting will be held no later than February of said seasonal year. The president of the league, with concurrence of the board, shall call for an annual meeting of the membership. Agenda items must be received by the board thirty (30) days in advance of the annual membership meeting. Conduct of the annual membership meeting shall be as follows:

- (a) Call to order;
- (b) Roll call;
- (c) Credentials report;
- (d) Introduction of guests;
- (e) Acceptance of the minutes of last year's club membership meeting;
- (f) Reports of president, treasurer, secretary, district commissioner, registrar, referee representative, chairman of the PAD committee, and coaching coordinator;
- (g) Unfinished business;
- (h) Proposals for changes to constitution, bylaws, and general procedures and specific rules;
- (i) Vote for approval by a 2/3 vote of the voting members in attendance, as to the governing sanctioned soccer affiliation that YSYSL will affiliate.
- (j) Competitive Clubs shall be granted the right to choose their affiliation which may consist of more than one sanctioned body (i.e., Nor-Cal Premier). Once a competitive club has voted (at its own Board meeting), their decision shall be brought before the YSYSL Board of Directors for a final vote. (This does not have to take place at the annual board meeting).
- (k) New business;
- (l) Election of board of directors;
- (m) Tournaments;
- (n) Good of the game

Section 5. Notice of Meetings. Written notice of every meeting of member teams shall be either personally delivered, delivered by electronic mail or mailed by first class United States mail, postage prepaid, not less than thirty (30) days nor more than 90 days before the date of the meeting to each member team who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of communication, the notice shall be addressed to the member teams at the address of such member teams appearing on the books of the corporation or at the address given by the member team to the corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the corporation or by publication in any newspaper of general circulation in the county in which the principal office of the corporation is located or by posting on the league's website. The secretary of the corporation, or any transfer agent specifically designated by the secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of member teams.

A special meeting may be called by the Board of Directors for any lawful reason. In the case of a specially called meeting of member teams, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from such person or persons by the president of the corporation shall be sent to the member teams forthwith and in any event within 20 days after the request was received.

No meeting of member teams may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member team of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 6. Contents of Notice. The notice shall state the place, date, and time of the meeting. In the case of special meetings, the notice shall state those matters which the board of directors, at the time notice is given, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the member teams. No additional nominees will be added to the ballot nor will items not on the agenda be acted upon.

Section 7. Waivers, Consents, and Approvals. The transactions of any meetings of member teams, 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 a quorum is present in person, and 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.

Section 8. Quorum. A quorum at a meeting of member teams consists of a majority of member teams or two-thirds of the currently seated Board, whichever is the lesser.

Section 9. Loss of Quorum. If at a duly called meeting there is a withdrawal of enough members present to result in a loss of quorum, the only further action to be taken is adjournment.

Section 10. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of member teams may be adjourned to another time or place by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 9 of Article III of these Bylaws.

Section 11. Voting Power.

(a) The Board of Directors shall appoint or elect an Area Manager to be the representative of that area's teams at board meetings. The representative for each area is entitled to one vote on each matter submitted to vote of the members.

(b) At the Annual Meeting each team shall have one vote. Since coaches have not been appointed for the coming season, it will be the registered coach or registered assistant coach from the season just

ending; a registered coach may delegate in writing a parent from that team to represent that team and have its voting rights. The delegate must be a parent listed in the YSYSL registration system for that team. They shall have one vote per team, provided that the team and/or the coach/assistant coach/delegate must be in good standing with the league. The Coaching Coordinator shall be responsible to report to the President of any team or coaches not in good standing with the league. No one individual shall be entitled to more than one vote on each matter submitted to the vote of the members;

(c) Each member of the board of directors shall also be entitled to one (1) vote on each matter submitted to the vote of the members; provided, however, that no one individual, whether an Area Manager or a board member or both, shall be entitled to more than one vote on each matter submitted to the vote of the members;

(d) The record date for the purpose of determining the members entitled to vote at any meeting of the members is thirty (30) days before the date of the meeting of the members;

(e) Cumulative voting shall not be authorized for election of directors or for any other purpose;

(f) Members entitled to vote shall not be permitted to vote or act by proxy with the exception of a team parent having been appointed to represent the team by a coach in good standing.

Section 12. Action Without Meeting by Written Ballot.

(a) Subject to the limitations specified in Section 12 (b) of this Article III of these Bylaws, any action which may be taken at any special meeting of teams may be taken without a meeting. If an action is taken without a meeting, the corporation shall distribute a written ballot to every team entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number cast by ballot.

(b) Directors may be elected by written ballot.

(c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section (5) of this Article III of these Bylaws and of voting by written ballot set forth in subparagraph (d) of this Section 12 of this Article III of these Bylaws. Other than for the election of directors, the percentage of approvals necessary to pass the measure submitted is fifty percent plus one. The solicitation shall specify the time by which the ballot must be received in order to be counted.

(d) The form of written ballots distributed to ten or more members shall afford an opportunity on the form of written ballot to specify a choice between written approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith.

(e) Unless otherwise provided in the Articles of Incorporation of this corporation or these Bylaws, a written ballot may not be revoked.

Section 13. Conduct of Meetings.

(a) The President of the league or, President-elect shall be chairman of and shall preside over the meeting of the members. In his or her absence the Vice President of the league shall be chairman of the meeting of the members.

(b) The Secretary of the corporation shall act as the secretary of all meetings of the members; provided, that in his or her absence, the chairman of the meeting of members shall appoint another person to act as secretary of the meeting.

(c) The Roberts Rules of Orders, as amended from time to time, shall govern the meeting of members insofar as those rules are not inconsistent with or in conflict with the Bylaws, the Articles of Incorporation of this corporation, or the law.

ARTICLE IV. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board:

(a) To select and remove any appointed officers, agents, and employees of the corporation, prescribe powers and duties for them as may be consistent with the law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To approve the formation and operation of all youth soccer clubs and to insure proper registration of all players, coaches, and teams.

(f) To approve any district and interstate play.

(g) To create new area boundaries;

(h) To review and revise league Bylaws and insure consistency with the CalNorth, US Youth Soccer, and US Club Soccer Bylaws (as appropriate), general procedures, and specific rules. Bylaws are to be taken to the Annual Membership meeting for approval.

(i) To select one of its members to attend meetings or functions where a league representative is required.

(j) To provide levels of competition within the league for all players within the boundaries of the league.

(k) The right to suspend, bar completely or otherwise discipline any team, player, coach, manager, team assistant, league official, or any other person associated with the operation of this league from any team or member team or organization.

Section 2. Number of Directors. The authorized number of directors shall be not less than 11 nor more than 30 until changed by amendment of the Bylaw.

Section 3. Qualification. The board of directors shall meet all of the requirements of these bylaws and the requirements of YSYSL's governing bodies including Cal-North, US Youth Soccer Association and State and Federal Law.

Section 4. Annual Election of all Directors. Except for directors elected by the general membership (President, Vice-President, Secretary, and Treasurer), all directors are either elected annually to one (1) year terms by the Board of Directors, or in the case of the Immediate Past President serves until the current President succeeds them.

Section 5. Nomination. Any person qualified to be a director under Section 3 of this Article IV of these bylaws may be nominated by the method of nomination authorized by the board or by any other method authorized by law.

Section 6. Terms of Office. Each director shall hold office for a term of one (1) year from the date of such director's election, and until such director's successor is elected and qualifies under Section 3 of Article IV of these Bylaws. In the event that a director is removed at a special meeting of the members called and held as prescribed by Section 3 of Article III of these Bylaws, the president of the league may appoint an interim director until his or her successor is elected and qualifies.

Section 7. Removal of Directors.

(a) The board may declare vacant the office of a director on the occurrence of any of the following events:

- (i) A director has been declared of unsound mind by a final order of court; or
- (ii) A director has been convicted of a felony; or
- (iii) A director has been found by final order or judgment of any court to have breached duties imposed by Section 723 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust; or
- (iv) A director may be removed for non-performance of duties.

(b) Any or all of the directors may be removed without cause if, where the corporation has fewer than 50 members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the corporation has more than 50 members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Section 8. Resignation of Director. Any director may effectively resign on giving written notice to the president, secretary, or the board of directors of the corporation, unless a notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 9. Vacancies in the Board.

(a) Vacancies on the board of directors shall exist on the death, resignation, or removal of any director; whenever the number of directors authorized is increased; or on the failure of the members in the election to elect the full number of directors authorized.

(b) Except for a vacancy created by the removal of a director pursuant to Section 7 of this Article IV of these Bylaws, vacancies on the board of directors may be filled by approval of the board of directors or, if the number of directors is less than a quorum, by (1) the unanimous written consent of the directors in

office; (2) the affirmative vote of a majority of the directors in office in a meeting held pursuant to notice or waivers of notice as provided in Section 12 of Article IV of these Bylaws; or (3) a sole remaining director, or per Section 13 (c).

(c) Vacancies created by removal of directors shall be filled only by approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a director at any time to fill any vacancy not filled by the directors.

Section 10. Place of Meeting. Meetings of the board shall be held at any place within or without the State of California which has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 11. Regular Meetings. Regular meetings of the board of directors shall be held without call or notice on such dates and at such times as may be fixed by the board.

Section 12. Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by the president, the secretary, or by a majority of the members of the board of directors.

Special meetings of the board shall be held upon 10 days' notice by first class mail or 48 hours' notice given personally or by telephone, telegraph, telex, and 5 days by email, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it the receiver.

Section 13. Quorum. A majority of the seated authorized number of directors, not including Area Managers, shall constitute a quorum of the board for the transaction of business. Except as hereinafter provided in these Bylaws, or by law, every act or decision done or made by majority of the directors present at a meeting duly held at which a quorum is present is the act of the board provided, however, any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, or by these Bylaws.

Section 14. Participation in Meetings by Conference Telephone. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 15. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an

adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 72 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Provided this section adheres to Section 13 (c).

Section 17. Action without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote in the board and shall be filed with the minutes of the proceedings of the board.

Section 18. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director. This applies to all Clubs within YSYSL.

Section 19. Committees. The board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the board or any committee;

(c) The fixing of compensation of the directors for serving on the board or on any committee;

(d) The amendment or repeal of bylaws or the adoption of the new bylaws;

(e) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repeatable;

(f) The appointment of other committees of the board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, and adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the board shall specify. The board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the board. Minutes shall be kept of each meeting of each committee.

The board shall appoint a PAD (protest, appeals, and discipline) committee and that committee shall be composed of two (2) members with expertise in coaching, two (2) members with expertise in refereeing, and one (1) other member. Except for the chair, members of the PAD committee are not required to be board members. This committee as a whole is not part of the board of directors and shall be represented

at board meetings by the PAD committee chairperson. The committee will be responsible for settling disputes between managers and referees' decisions on the playing field, hearing complaints brought forth by coaches, players, and parents, and be the hearing committee for disciplinary actions that may occur on the playing field or at the request of the board of directors.

Section 20. Voting Rights. Officers are voting members of the board as long as there are is no conflict of interest.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, vice president, immediate past president, secretary, treasurer, coaching coordinator, chairperson of the protest, appeals, and discipline committee, competitive coordinator, field coordinator, registrar, equipment coordinator, schedule coordinator, social media coordinator, academy director, girls program coordinator, and area managers. The corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, one or more assistant registrar and such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article IV. Any number offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4 of this Article IV, shall be elected at the annual meeting as prescribed by Section 4 of Article III of these Bylaws. The candidates receiving the highest number of votes are elected. The officers shall hold their respective office until their resignation, removal, or other disqualification from service or their respective successors shall be elected. However, the president may be re-elected to succeed his or her term of office only three (3) consecutive times. A president may serve many terms in his or her capacity as president but a president may only serve three (3) terms in succession.

Section 3. Subordinate Officers. The Board may elect, and may empower the president to 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 these Bylaws or as the Board may from time to time determine.

ELECTED OFFICERS (ELECTED AT THE ANNUAL GENERAL MEETING)

Section 4. President. The President shall conduct all meetings of the board and function as the league's representative at the direction of the board. The President shall appoint, at the beginning of each session, the standing committees and/or committee chairpersons. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 5. Vice President. In the absence or disability of the President, the president elect, the president elect designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 6. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings

thereof. The secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The secretary shall be responsible for the preparation of the annual report.

Section 7. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall be bonded.

OTHER OFFICERS (APPOINTED & APPROVED BY THE BOARD OF DIRECTORS)

Section 8. Coaching Coordinator. The Coaching Coordinator will keep a list of all certified and noncertified coaches, shall coordinate all coaching clinics and certification programs, and shall work with the Area Managers, where needed concerning the assignment of coaches.

Section 9. Chairperson of the Protest, Appeals, and Discipline (PAD) Committee. The Chairperson of the PAD committee shall preside over all meetings of the PAD committee, shall act as a liaison between the board of directors and the PAD committee, will report to the Board any action by the PAD committee that the committee feels should be further acted upon by the board of directors.

Section 10. Girls Program Coordinator. The Girls Program Coordinator oversees the girls teams and acts as a liaison between the area managers and the registrar to ensure that the girls teams are fairly balanced and, if needed, areas combined to ensure that there are enough players to complete teams to enable girls from all areas to play on all girls teams if they choose.

Section 11. Field Coordinator. The Field Coordinator performs or oversees all maintenance and custodial efforts at Riverfront Park. They ensure fields are properly marked and mowed; goals are properly placed; and nets are installed and in good working order. They are also the main liaison with the City of Marysville for maintenance issues that are outside the scope of City's contract with YSYSL.

Section 12. Equipment Coordinator. The Equipment Coordinator ensures that all flags, balls, nets, bags and other equipment deemed necessary by the board of directors is ready for the season start and properly stored in the off season.

Section 13. Social Media Coordinator. The Social Media Coordinator manages postings to social media, including creating graphics and schedules updates/postings; responds to community inquiries and acts as liaison between YSYSL and the community on social media channels.

Section 14. Schedule Coordinator. The Schedule Coordinator creates and updates game and practice schedules for Riverfront Park. They coordinate with competitive programs and the City of Marysville as required to maximize access for recreational teams throughout the season.

Section 15. Area Managers. Area Managers are organized by geographic areas based generally on schools and each area designated by the board. The Area Manager assembles teams within those areas, assign and enlist coaches and assistant coaches and strive for reasonable competitive balance among the teams in each age group. Area Managers work with the Registrar, Girls Program Coordinator and the Coaching Coordinator to ensure each team has a coach that is properly certified in accordance with federal and state law, CalNorth, US Youth Soccer, the US Club Soccer, or any sanctioned soccer organization that meets the standards as set forth by the YSYSL Board. Area Managers act as the liaison between teams and YSYSL offices when there are questions or concerns.

Section 16. Immediate Past President. The Immediate Past President shall have no specific duties other than to serve as an advisor to the current president.

Section 17. Competitive Coordinator(s). The Competitive Coordinator for each competitive club shall coordinate formation of competitive teams. They shall work with the perspective competitive club's own coaching coordinator concerning assignment of coaches and scheduling of competitive games. They shall coordinate all matters with other soccer leagues involving any youth soccer league competitive teams. The Competitive Coordinator(s) are elected by their perspective club boards and approved by the league's board of directors at a regularly scheduled meeting. Competitive Coordinators are expected to align their club activities to the YSYSL Bylaws and to follow all laws and requirements of the governing body.

Section 18. Registrar. The Registrar shall coordinate registration activities within the league and serve as coordinator between clubs and the sanctioning associations as directed by the board of directors, regarding registration matters. The Registrar advises the board when to add area registrars, if needed with the approval of the board of directors of the corporation. All fees collected at the time of registration shall be submitted to the Treasurer promptly. The YSYSL and Competitive Club Registrars shall be compensated as set by the YSYSL Board for the YSYSL Registrar, and the Competitive Club Board for its Registrar. Additionally, all expenses shall be reimbursed when receipts are provided by each perspective club.

Section 19. Coach Registrar (Assistant Registrar). The Coach Registrar shall coordinate registration activities within the league and serve as coordinator between clubs and the sanctioning associations as directed by the board of directors, regarding registration of coaches and assistant coaches. The Coach Registrar shall follow and meet all the requirements in Section 18, and will perform the following functions: Organize the registration of coaches and assistant coaches, monitor status of completion of safety requirements, communicate with the registrar and area manager regarding coach status, create coach passes to those that have completed assigned training and legal requirements, coordinate Live Scan/fingerprinting as required by California law and state governing soccer bodies, and coordinate with state soccer governing bodies re: related questions.

Section 20. Special Events Coordinator (Assistant Registrar). The Special Events Coordinator shall coordinate registration activities within the league and serve as coordinator between clubs and the sanctioning associations as directed by the board of directors, regarding special events, including soccer tournaments, camps and academies. The Special Events Coordinator shall follow and meet all the requirements in Section 18, and will perform the following functions: Create camps and academies in the registration system and manage registrations, organize tournaments and other special events, coordinate/order equipment for camps/academies/tournaments, assist the Registrar with reports, data entry, training of area managers and other positions, assist with organizing Live Scan events, assist the registrar in responding to questions that may arise, and other duties supporting the registrar as required.

Section 21. Referee Coordinator. The Referee Coordinator shall keep an up to date list of all certified and noncertified referees in the Yuba Sutter Youth Soccer League. They shall coordinate all referee clinics and

certification programs. They shall advise the board of directors on rules changes and interpretations. They shall work with the league for assignment of officials. They shall collect and record all scores. The Referee Coordinator shall be paid for his or her services as set by the Board of Directors.

Section 22. Academy Director. The Academy Director schedules, advertises and conducts youth academies, clinics and camps at the direction of the YSYSL board; they may conduct or assist in coaching clinics in conjunction with the Coaching Coordinator. The Academy Director is paid for their services as set by the Board of Directors.

Section 23. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 24. Vacancies. 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VI. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the president, and the secretary or the treasurer, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed by the approval of two-thirds of the members present at the annual general meeting. Any proposed amendments to the Bylaws or Articles of

Incorporation shall be forwarded in writing to the members at least thirty (30) days prior to the annual general meeting.

ARTICLE VII. INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VII, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 2 or 3 of this Article VII.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted realtor status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) of amounts paid in settlement or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VII any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 7. Other Indemnification. No provision made by the corporation to indemnify it or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VII, except as provided in Section 2 or 3, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VII, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. Non applicability to Fiduciaries of Employee Benefit Plans. This Article VII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section VII of this Article VII. The corporation shall have power to indemnify such trustee,

investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation law.

ARTICLE VIII. CORPORATE RECORDS, REPORTS, AND SEALS

Section 1. Keeping Records. The corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, board, and committees of the board. The corporation shall keep a record of its members giving their names and addresses. The minutes shall be kept in written form. Other books and records shall be kept in either written Form or in any other form capable of being converted into written form.

Section 2. Annual Report. The board shall cause an annual report to be sent to the members not later than 120 days after the close of the corporation's fiscal year. The report shall contain all the information required by Section 321(a) of the Corporation Code and shall be accompanied by any report thereon of independent accountants or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. The annual report shall be furnished to all directors.

Section 3. Annual Statement of Certain Transactions and Indemnification's. The corporation shall furnish annually to its members a statement of any transaction or indemnification described in Sections 6322(d) and (e) of the Corporation Code, if such transaction or indemnification took place. Such annual statement shall be affixed and sent with the annual report described in Section 2 of this Article VIII of these Bylaws.

ARTICLE IX. EMERGENCY PROVISIONS

Section 1. General. The provisions of this Article IX shall be operative only during a national emergency declared by the President of the United States or the person performing the President's functions, or in the event of a nuclear, atomic, or other attack on the United States or a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article IX. Said provisions in such event shall override all other Bylaws of the corporation in conflict with any provisions of this Article IX, and shall remain operative as long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article VII.

Section 2. Unavailable Directors. All directors of the corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2.

Section 4. Quorum. The number of directors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of directors remaining pursuant to Section 2 as the quorum established in Article IV, Section 13 bears to the authorized number of directors set forth in Article IV, Section 2.

Section 5. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of Section 2 and who thereafter becomes available to serve as a director shall automatically

resume performing the duties and exercising the powers of a director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

ARTICLE X. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Prohibition against sharing corporate profits and assets. No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. The Board of Directors of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATE OF SECRETARY

I do hereby certify:

(1) That I am the duly elected and acting secretary of the YUBA SUTTER YOUTH SOCCER LEAGUE, INC., a California corporation;

(2) That the foregoing bylaws, consisting of pages, constitute the bylaws of the corporation as duly adopted by the directors at a meeting duly held on December 13, 2022, at the corporation's principal office, located at 970 Klamath Lane, Yuba City, California.

DATED December 13, 2022

Elizabeth Osborne, Secretary