

# **Modesto Youth Soccer Association**

## **Bylaws**

**REVISED February 2019**

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AMENDED AND RESTATED BYLAWS OF MODESTO YOUTH SOCCER ASSOCIATION,  
INC.,

*A California Nonprofit Public Benefit Corporation*

These RESTATED BYLAWS OF MODESTO YOUTH SOCCER ASSOCIATION, INC., a California Nonprofit Public Benefit Corporation (these "Bylaws"), were adopted by the voting Members of the Corporation on July 10, 2019.

**ARTICLE 1 - RECITALS**

- 1.1. **NAME.** The name of the organization shall be the Modesto Youth Soccer Association, Inc., hereinafter referred to as "MYSA" or "the Corporation." The name of the competitive division of Modesto Youth Soccer Association, Inc., shall be Ajax United.
- 1.2. **LOCATION.** The principal office for the transaction of the business of this Corporation (the "Principal Executive Office") is located at 3509 Coffee Road #D8, Modesto, California, 95355. The Board of Directors (the "Board") may change the Principal Executive Office from one location to another. Any change of the location of the Principal Executive Office shall be noted by the Secretary on these Bylaws opposite this Section or this Section may be amended to state the new location.
- 1.3. **OTHER OFFICES.** The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to do business.
- 1.4. **MISSION.** MYSA provides players and families with a premier, safe, and fun soccer experience for all ages, abilities, and backgrounds. We foster life skills, teamwork, sportsmanship, and technical development.
- 1.5. **OBJECTIVES.** This Corporation is a nonprofit Corporation and is not organized for the private gain of any person. This Corporation is organized under the Nonprofit Corporation Law of the State of California (the "Law") for the purposes stated in this ARTICLE.
- 1.6. **PURPOSES.** The specific purposes of this Corporation are:
  - 1.6.1. To promote mental and physical fitness, develop self and community pride, and to provide people an opportunity to learn and play organized soccer at various levels of skill and competitive spirit;
  - 1.6.2. 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; and

- 1.6.3. To undertake other projects, programs, and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any successor code as the need to do so presents itself in the opinion of the Board of Directors.
- 1.6.4. Section 501(c)(3) Charitable Organization. This Corporation has been organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.
- 1.6.5. Restrictions. Notwithstanding any other provision of this ARTICLE, 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 Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. All youth soccer programs sponsored by the Corporation shall be through an organization affiliated by United States Youth Soccer.
- 1.6.6. Limitation On Propaganda. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or political thought or philosophy or foreign affairs, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- 1.7. **COLORS.** The representative colors of MYSA and Ajax United shall be Green, Black & White.
- 1.8. **AFFILIATION.** The Modesto Youth Soccer Association, Inc., shall be an affiliated branch of and comply with the authority of the California Youth Soccer Association (CYSA), NorCal Premier Soccer, U.S. Club Soccer, United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF).
- 1.9. **AUTHORITIES.** The Modesto Youth Soccer Association, Inc., shall be governed by its Bylaws, Articles of Incorporation, and Policies, except when superseded by CYSA, NorCal Premier Soccer, U.S. Club Soccer, USYSA, or USSF.

The governing authority shall be vested in the MYSA Board of Directors ("Board"). The membership, powers and election of the Board of Directors are defined in these Bylaws of the Corporation.

- 1.10. **GENERAL POWERS OF THE CORPORATION.** As a means of accomplishing the foregoing purposes, this Corporation shall have the following powers:
  - 1.10.1. To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan or otherwise, any property without limitation;
  - 1.10.2. To make contributions, loans or grants which are consistent with the purposes of this Corporation;

1.10.3. To make agreements and contracts and incur liabilities; and

1.10.4. To have any and all powers to do all things necessary or desirable to carry on and accomplish the purposes for which this Corporation is organized as the directors of this Corporation may from time to time deem appropriate and which are (i) not inconsistent with the powers conferred upon a non-stock corporation by the Law or laws of the State of California and (ii) are consistent with the requirements and restrictions of the Code.

1.11. **RESTRICTIONS AND ABSENCE OF POWER.** This Corporation is not organized for pecuniary profit. No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to any member, director, officer or individual, except that this Corporation shall be authorized and rendered to make payments in furtherance of the purposes herein set forth. This Corporation shall have no power to declare dividends.

## **ARTICLE 2 - MEMBERSHIP**

2.1. **QUALIFICATIONS OF MEMBERSHIP.** A Recreational or Ajax United team shall be deemed to be registered for the season until teams are registered for the following season.

2.2. This Corporation shall have the following classes of memberships:

2.2.1. Playing Members—Individuals currently registered and assigned to a MYSA Recreation and/or Ajax United team registered to the Corporation shall be “Playing Members.”

2.2.2. General Members—All Parents and/or guardians of Playing Members shall be General Members.

2.2.3. Participating Members—Board Members and currently registered coaches shall be Participating Members.

2.2.4. All General Members and Participating Members (“Voting Members”) shall have the right to vote, as set forth in the bylaws.

2.2.5. All Members shall abide by the Bylaws, Articles of Incorporation, and Policies of Modesto Youth Soccer Association, Inc. and its affiliated organizations. Members not complying with this governance, or found to be acting in a manner, which is not in the best interest of MYSA, are subject to removal as defined in the Bylaws of the Corporation

2.3. **RIGHTS OF MEMBERSHIP.** All General Members and Participating Members (“Voting Members”) shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger, and on any election to dissolve the Corporation. In addition,

the voting Members shall have all rights afforded Members under the California Nonprofit Public Benefit Corporation Law. Vote by proxy is prohibited

- 2.4. **DISCRIMINATION.** The Corporation and its membership shall not discriminate against any person on the basis of race, color, or religion. Any member guilty of discrimination against another person on the basis of race, color, or religion shall be expelled from the Corporation immediately upon proof to the Board that such discrimination has occurred.
- 2.5. **MEMBERS' DUES, FEES, AND ASSESSMENTS.** Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all Members, but the Board may, in its discretion, set different dues, fees, and assessments for its Members.
- 2.6. **MEMBERS IN GOOD STANDING.** Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be Members in good standing.
- 2.7. **TERMINATION OF MEMBERSHIP.** A membership shall terminate on occurrence of any of the following events:
  - 2.7.1. Resignation of the member;
  - 2.7.2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
  - 2.7.3. The member's failure to pay dues, fees, or assessments as set by the Board within thirty (30) days after they are due and payable;
  - 2.7.4. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
  - 2.7.5. Termination of membership under these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.
- 2.8. **SUSPENSION OF MEMBERSHIP.** A member may be suspended, under Section 6 of this ARTICLE, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

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

- 2.9. **TRANSFER OF MEMBERSHIP.** No membership or any right arising from membership may be transferred.
- 2.10. **ANNUAL MEETINGS OF THE MEMBERS.** An annual meeting of Members shall be held on the third Tuesday of October of each year, unless the Board fixes another date or time and so notifies Members as provided in Section 15 of this ARTICLE. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, directors shall be elected and other proper business may be transacted, subject to Section 14 of this ARTICLE.
- 2.11. **QUORUM.** For the Annual General Meeting (“AGM”), 10% of voting Members constitutes a quorum. If, however, the attendance at any AGM is less than one third of the voting power, the voting Members may vote only on matters as to which notice of their general nature was given as defined in the Bylaws of the Corporation.
- 2.12. **PLACE OF MEETINGS.** Meetings of the Members 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.
- 2.13. **AUTHORITY TO CALL MEETINGS.** The Board or the Chairman of the Board, if any, or the President, or any Vice President, the Treasurer, or the Secretary or five percent (5%) or more of the voting Members, may call a special meeting of the voting Members for any lawful purpose at any time.
- 2.14. **GENERAL NOTICE REQUIREMENTS.** Whenever voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 15 of this ARTICLE, to each voting member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the voting Members. 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.
- 2.15. **MANNER OF GIVING NOTICE.** Notice of any meeting of voting Members shall be in writing and shall be given at least ten (7) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each voting member entitled to vote, at the address of that voting member as it appears on the books of the Corporation or at the address given by the voting member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that voting member by first-class mail, email or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

- 2.16. **AFFIDAVIT OF MAILING NOTICE.** An affidavit of the mailing of any notice of any voting Members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.
- 2.17. **ELIGIBILITY TO VOTE.** Subject to the California Nonprofit Public Benefit Corporation Law, voting Members in good standing on the record date as determined under Section 3 of this ARTICLE shall be entitled to vote at any meeting of voting Members. However, voting power is restricted to one vote per member.
- 2.18. **MANNER OF VOTING.** Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any voting member at the meeting.
- 2.19. **NUMBER OF VOTES.** Each voting member entitled to vote may cast one vote on each matter submitted to a vote of the voting Members.
- 2.20. **APPROVAL BY MAJORITY VOTE.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the 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.
- 2.21. **WAIVER OF NOTICE OR CONSENT.** The transactions of any meeting of voting 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 (i) a quorum is present, and (ii) either before or after the meeting, each voting member entitled to vote, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.
- 2.22. **MANNER OF VOTING FOR DIRECTORS.** The Board of Directors shall present to the membership a slate of Directors that the Board has nominated to serve as Directors. Unless, the membership at the Annual Meeting present additional nominees, the slate of nominees presented by the Board shall be deemed to be elected by the membership. If additional nominees are presented, 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.
- 2.23. **CONFLICTS OF INTEREST.** Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. 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.

## ARTICLE 3 - THE DIRECTORS

- 3.1. **NUMBER OF DIRECTORS.** Upon approval of these Bylaws there shall be seven (7) to eleven (11) directors.
- 3.2. **QUALIFICATION.** The Directors of the Corporation shall be residents of the State of California.
- 3.3. **TERM.** Initially, upon approval of these Bylaws, one-third (1/3) of the Directors shall hold office for the term of three (3) years; one-third (1/3) of the Directors shall hold office for the term of two (2) years; and the remaining one-third (1/3) of the Directors shall hold office for the term of one (1) year ("Initial Term"). Upon the expiration of the Initial Term, a successor Director shall be elected and qualified and such successor Directors shall serve for the period of three (3) years, it being the intention that every year, approximately one third (1/3) of the Directors' terms ends. Directors may each be elected for an unlimited number of additional three (3) year terms.
- 3.4. **NOMINATION.** Any person qualified to be a Director under Section 2 of this ARTICLE may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.
- 3.5. **ELECTION.** The Directors shall be elected at each annual meeting of the Members. 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 qualifications required by Section 2 of this ARTICLE.
- 3.6. **MEETINGS.**
  - 3.6.1. **Place of Meetings.** All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 2 of ARTICLE 1 of these Bylaws or as changed from time to time as provided in these Bylaws.
  - 3.6.2. **Date and Time of Meetings.** Regular meetings of the Board shall be held, without notice, on the first Wednesday of each month at 7:00 pm or as otherwise set by the Board. If any day fixed for the regular meetings 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.
  - 3.6.3. **Special Meetings.** 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 or by facsimile or email. Notice of the special 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 such 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.

- 3.6.4. Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.
- 3.6.5. Closed Session. The Board will act in closed session whenever the subject of the discussion is highly confidential or sensitive. The Board shall have the option of asking staff as well as any observers to leave the meeting area during a closed session.
  - 3.6.5.1. Discussion will be only regarding the items on the closed session agenda
  - 3.6.5.2. Information discussed in closed session must remain confidential
- 3.6.6. Conduct of Meetings. The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Voting Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all voting Members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- 3.6.7. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the 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.
- 3.7. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all voting Members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.
- 3.8. **REMOVAL OF DIRECTORS.**
  - 3.8.1. Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

3.8.1.1. The Director has been declared of unsound mind by a final order of court; or

3.8.1.2. The Director has been convicted of a felony; or

3.8.1.3. The Director has failed to attend three (3) consecutive meetings of the Board.

3.8.2. Removal Without Cause. Except as provided in the Articles, any Director may be removed without cause if such removal is approved by a majority of the membership in good standing or by two-thirds vote of the Board within the meaning of Section 5032 of the Corporations Code.

3.9. **RESIGNATION OF DIRECTOR.** Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

3.10. **VACANCIES ON THE BOARD.**

3.10.1. Causes. Vacancies on the Board shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the voting Members in any election to elect the full voting member of Directors authorized.

3.10.2. Filling Vacancies. Vacancies on the Board may be filled by approval of the Board, or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office; (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Corporations Code Section 7211; or (iii) a sole remaining Director.

3.11. **POWERS OF THE BOARD.**

3.11.1. General Corporate Powers. The business and affairs of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board shall insure that the soccer league operates within the framework and intent of these Bylaws and Rules of Conduct and Rules of Play, as interpreted by the Board.

3.11.2. Specific Powers. Without prejudice to the general powers the Directors shall have the power to:

3.11.2.1. Select and remove all officers, employees and agents of this Corporation; Prescribe any powers and duties for the officers, employees and

agents that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and, Fix the compensation of the officers, employees and agents;

3.11.2.2. Change the Principal Executive Office or the principal business office in the State of California from one location to another; Cause this Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California for the holding of any meeting, including annual meetings;

3.11.2.3. Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for corporate purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

3.11.2.4. Accept on behalf of this Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of this Corporation;

3.11.2.5. Contract for goods and/or services for this Corporation, subject to the limitations elsewhere provided in these Bylaws; Maintain and otherwise manage or cause to be managed, all other property acquired by this Corporation; Contract and pay maintenance, utilities, materials and supplies and services, relating to facilities; and, Employ personnel reasonably necessary for the operation of this Corporation, including lawyers and accountants where appropriate;

3.11.2.6. Enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to a specific instance;

3.11.2.7. Adopt and publish rules and regulations governing the use of fields for play, and to establish penalties for the infraction thereof;

3.11.2.8. Conduct, manage and control the affairs and business of this Corporation, including adopting and conducting a "Schedule for Play";

3.11.2.9. Contract and pay for the expenses of this Corporation;

3.11.2.10. Prescribe such rules relating to the affairs and conduct of this Corporation as in the judgment of the Board, from time to time, may be found necessary or proper;

3.11.2.11. Pay taxes and special assessments which are or would become a lien on property of this Corporation;

3.11.2.12. Exercise all other powers granted to the Board by the Articles of Incorporation or these Bylaws or the laws of the State of California, including, without limitation, the Law; and

3.11.2.13. Remove a director from the Board for cause; including but not limited to, what constitutes 'cause' shall be the absence of a director from three (3) consecutive meetings of the Board).

3.11.2.14. 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. In the absence of such determination by the Board, such instruments shall be signed by the Chief Financial Officer or an Assistant Chief Financial Officer and countersigned by the Chairman, Vice-Chairman and/or another member selected from the Executive Committee, if any.

## **ARTICLE 4 - COMMITTEES**

- 4.1. **COMMITTEES OF DIRECTORS.** The Board may, by resolution adopted by a majority of the directors then in office, designate an Executive Committee and Standing Committee(s), or other committees as described in these Bylaws. To the extent provided in the resolution of the Board, each committee shall be comprised of less than a quorum of certain Members of the Board and shall have all the authority as directed by the Board, except that no committee, regardless of Board resolution may:
- 4.1.1. Fill vacancies on the Board or in any committee;
  - 4.1.2. Fix reimbursement of the directors for serving on the Board or on any committee;
  - 4.1.3. Amend or repeal these Bylaws or adopt new bylaws;
  - 4.1.4. Amend or repeal any resolution of the Board, which by its express terms is not so amendable or repealable;
  - 4.1.5. Appoint any other committees of the Board or the voting Members of these committees;
  - 4.1.6. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
  - 4.1.7. Approve any transaction (i) to which this Corporation is a party and one or more directors has/have a material financial interest or (ii) between this Corporation and one or more of its directors or between this Corporation or any person in which one or more of its directors have a material financial interest; and
  - 4.1.8. Except as provided in these Bylaws, chairpersons of committees shall be by appointment by the Chairman of the Board; The membership of committees shall be made by the Chairman of the Board after consultation with each chairperson; The composition of committees may be changed at the discretion of the President

with approval of the Executive Committee; The Executive Committee shall compose a statement of purpose and composition for any new committee formed.

- 4.2. **EXECUTIVE COMMITTEE.** The Board shall have an Executive Committee, which shall be comprised of current Members of the Board who have been appointed by the majority of the Board, with the following titles:
- 4.2.1. Chairman of the Board;
  - 4.2.2. Vice Chairman;
  - 4.2.3. Treasurer/Chief Financial Officer;
  - 4.2.4. Secretary
  - 4.2.5. Member-At-Large
  - 4.2.6. The Executive Committee, unless limited by a resolution of the Board, 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 4.1.1 - 4.1.8. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.
- 4.3. **AUDIT COMMITTEE.** The Corporation shall have an audit committee consisting of at least 1 director who will be Treasurer, and may include non-voting 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. Duties include, but are not limited to:
- 4.3.1. Reviewing the system of internal controls the Corporation has in place;
  - 4.3.2. Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
  - 4.3.3. Negotiating the auditor's compensation;
  - 4.3.4. Conferring with the auditor regarding the Corporation's financial affairs; and
  - 4.3.5. Reviewing and accepting or rejecting the audit.
  - 4.3.6. 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.

4.4. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of these Bylaws as are necessary to substitute the Committee and the voting Members of the committee for the Board and the directors, except the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate voting Members, who shall always have the right to attend all meetings of the committees. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

4.4.1. All committee meetings are to be announced to all directors at least 24 hours prior to the meeting and posted to the club calendar.

4.4.2. All Committee meeting minutes are to be distributed to all directors within 3 days of said meeting.

4.4.3. Each committee chairperson shall at the end of the term of such person, review the procedural manual for the committee and make recommendations for revision to the incoming chairperson.

## **ARTICLE 5 - OFFICERS**

5.1. **OFFICERS.** The officers of this Corporation shall be a Chairman of the Board, a Secretary, and a Treasurer who will serve as the Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a Vice Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be appointed in accordance with the provisions of these Bylaws. Offices may not be held by the same person.

5.2. **NOMINATION AND ELECTION OF OFFICERS.** The officers of this Corporation shall be appointed by the Directors. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Nominations and elections of the principal officers (President/Chairman of the Board, Secretary and Chief Financial Officer) will be determined by the Directors. If a President is not elected or specified as a Corporate Officer, then the Chairman of the Board shall also have the duties of and carry the title of President. If a Vice President is not elected then the Chairman Elect shall have the duties of and carry the title of Vice President.

- 5.3. **TERM OF OFFICE.** All principal officers (President/Chairman of the Board, Secretary and Chief Financial Officer) shall serve a one (1) year term. All other officers may serve an unlimited number of terms.
- 5.4. **SUBORDINATE OFFICERS.** The Board may appoint, and may authorize the Chairman of the Board or the President or another officer to appoint any other officers that the business of this Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as determined from time to time by the Board.
- 5.5. **REMOVAL OF OFFICERS.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.
- 5.6. **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. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.
- 5.7. **VACANCIES IN OFFICES.** A vacancy in any office because of death, resignation, removal disqualification or any other cause shall be filled by the Board.
- 5.8. **RESPONSIBILITIES OF OFFICERS.** Officers shall have the following duties subject to the direction of the Board of Directors:
- 5.8.1. Chairman of the Board. If such an officer be elected, the Chairman of the Board shall preside at meetings of the soccer league and the Board and exercise and perform such other powers and duties as may be from time to time assigned to the Chairman of the Board by the Board or prescribed by these Bylaws. The Chairman of the Board shall provide leadership, inspiration and direction for the soccer league programs during his/her term in office. If there is no President, the Chairman of the Board shall, in addition, be the chief executive officer of this Corporation and shall have the powers and duties prescribed in Subsection C of this Section.
- 5.8.2. Chairman Elect/Vice Chairman of the Board. If such an officer be elected, the Vice Chairman of the Board shall assist the Chairman in directing the operations of the soccer league and act as Chairman in his/her absence. The Vice Chairman of the Board shall serve as an ex-officio member to all committees. The Vice Chairman of the Board shall preside at all meetings in the absence of the Chairman of the Board.
- 5.8.3. President. Subject to such supervisory powers as may be given by the Board to the Chairman of the Board, if any, the President shall, subject to the control of the

Board, generally supervise, direct, and control the business and the officers of this Corporation. The President shall preside at all meetings of the Voting Members and, in the absence of the Chairman of the Board or if there be none, at all meetings of the Board. Each year the President will review a three-year to five year long range plan for this Corporation and once adopted the President will from time to time update, revise and make recommendations to the Board for its consideration and approval. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.8.4. Vice President. In the absence or disability of the President, the Vice President (and if there be more than one, the Senior Vice President) 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 President shall be an ex officio member of and liaison to the Nominating Committees.

5.8.5. Secretary. The Secretary (or, if absent, the Assistant Secretary, if any) shall attend to the following:

5.8.5.1. The Secretary shall keep or cause or cause to be kept, at the Principal Executive Office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board, 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; The records will be maintained in a manner that will permit access by all voting Members of the Board; and

5.8.5.2. The Secretary shall: Keep the seal of this Corporation in safe custody; Receive, read and handle all correspondence addressed to this Corporation and/or the Board; Write all communications as directed by official action of the Board; Send meeting notices as directed by the President, the Board or these Bylaws; and, Have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5.8.6. Chief Financial Officer. The Chief Financial Officer (or, if absent, an Assistant Chief Financial Officer, if any) shall serve as the Chief Financial Officer and attend to the following:

5.8.6.1. The Chief Financial Officer shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this Corporation, including gains, losses, capital, retained earnings, and other matters customarily included in financial statements; The Chief Financial Officer shall prepare 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; The books of account shall be open to inspection by any director at all reasonable times;

5.8.6.2. The Chief Financial Officer shall prepare or cause to be prepared, an annual budget, consisting of a statement of projected receipts and disbursements for the upcoming fiscal year; Such budget shall be prepared and presented to the Executive Board on or before November 15 of each year;

5.8.6.3. The Chief Financial Officer shall 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; The Chief Financial Officer shall disburse or cause to be disbursed, the funds of this Corporation as may be ordered by the Board; The Chief Financial Officer shall advise fund raising committees of this Corporation regarding record keeping and deposit procedures; The Chief Financial Officer shall have other powers and perform such other duties as may be prescribed by the Board or these Bylaws; and

5.8.6.4. If required by the Board, the Chief Financial Officer shall give this 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; The cost of this bond shall be borne by this Corporation.

## **ARTICLE 6 - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

6.1. **DEFINITIONS.** For the purpose of this ARTICLE, the following words shall be defined in the manner appearing hereinafter.

6.1.1. "Agent" means any person who is or was a director, officer, employee or other agent of this Corporation or is or was serving at the request of this 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 that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

6.1.2. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

6.1.3. "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any Proceeding against an Agent by reason of the position or relationship of an Agent as an agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this ARTICLE.

6.2. **SUCCESSFUL DEFENSE BY AGENT.** To the extent that an Agent has been successful on the merits in the defense of any Proceeding referred to in this ARTICLE or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection with the Proceeding. If an Agent either settles a Proceeding or sustains a judgment rendered against the Agent in a Proceeding, then the provisions under this ARTICLE shall determine whether the Agent is entitled to indemnification.

6.3. **ACTIONS BROUGHT BY PERSONS OTHER THAN THIS CORPORATION.** Subject to the required findings to be made pursuant to Section 5 of this ARTICLE, this Corporation shall, to the fullest extent permitted by law, indemnify its directors, officers, employees, and other persons described in Corporations Code Section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these Bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 7237(b) or Section 7237(c), the Board shall promptly decide under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of voting Members. At that meeting, the voting Members shall determine under Corporations Code Section 7237(e) whether the applicable standard of conduct has been met and, if so, the voting Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 5 of this ARTICLE in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

6.4. **ACTION BROUGHT BY OR ON BEHALF OF THIS CORPORATION.**

6.4.1. **Claims Settled Out of Court.** If any Agent settles or otherwise disposes of a threatened or pending Proceeding brought by or on behalf of this Corporation, with or without Court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any Expenses incurred in defending against the Proceeding.

6.4.2. Claims and Suits Awarded Against Agent. This Corporation shall indemnify any Agent who was or is a party to a threatened, pending or completed Proceeding brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent, for all Expenses actually and reasonably incurred in connection with the defense of the Proceeding provided that both of the following are met:

6.4.2.1. The determination of good faith conduct required under Section 5 of this ARTICLE must be made in the manner provided for in that Section; and

6.4.2.2. Upon application, the court in which the Proceeding was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the Expenses incurred; If the Agent is found to be so entitled, the court shall determine the appropriate amount of Expenses to be reimbursed.

6.5. **DETERMINATION OF AGENT'S GOOD FAITH CONDUCT.** The indemnification granted to an Agent under this ARTICLE is conditioned on the following:

6.5.1. Any Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner the Agent believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances; The termination of any Proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of this Corporation or that the Agent had reasonable cause to believe that the conduct was not unlawful; In the case of a criminal proceeding, the Agent must have had no reasonable cause to believe that the conduct of the Agent was unlawful;

6.5.2. The determination that the Agent did act in a manner complying with Paragraph (a) above shall be made by the Board by a majority vote of a quorum consisting of those directors who are not parties to the Proceeding.

6.6. **LIMITATIONS.** No indemnification or advance shall be made under this ARTICLE, except as provided for in Section 2 or Section 5(b) of this ARTICLE, in any circumstance when it appears:

6.6.1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board 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

6.6.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

- 6.7. **ADVANCE OF EXPENSES.** Expenses incurred in defending any Proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this ARTICLE.
- 6.8. **CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS.** Nothing contained in this ARTICLE shall affect any right to indemnification to which persons other than directors and officers of this Corporation or any subsidiary of this Corporation may be entitled by contract or otherwise.
- 6.9. **INSURANCE.** The Board shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any director, officer, employee or agent of this Corporation against any liability asserted against or incurred by the person in such capacity or arising out of the status of the person as such, whether or not this Corporation would have the power to indemnify the person against that liability under the provisions of this ARTICLE.
- 6.10. **FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN.** This ARTICLE does not apply to any Proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent. Nothing contained in this ARTICLE shall limit any right to indemnification to which such trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **ARTICLE 7 - RECORDS AND REPORTS**

- 7.1. **MAINTENANCE OF THE ARTICLES OF INCORPORATION AND THESE BYLAWS.** This Corporation shall keep at the Principal Executive Office (or if the Principal Executive Office is not in the State of California, at the principal business office in this State) the original or a copy of the Articles of Incorporation and these Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours. If the Principal Executive Office is outside the State of California and this Corporation has no principal business office in this State, the Secretary shall, on the written request of any Director, furnish to that Director a copy of the Articles of Incorporation and these Bylaws as amended to date.
- 7.2. **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 place or places designated by the Board, or, in the absence of such designation, at the Principal Executive 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.

- 7.3. **INSPECTION BY DIRECTORS.** Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of this Corporation and each of the subsidiary corporations of this Corporation. 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.
- 7.4. **ANNUAL REPORT TO MEMBERS.** 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:
- 7.4.1. 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;
  - 7.4.2. A statement of the place where the names and addresses of current voting Members are located;
  - 7.4.3. Any information required by Section 2 of this ARTICLE; and
  - 7.4.4. Any information kept by this Corporation related to or required to be kept by this Corporation pursuant to the Law.
    - 7.4.4.1. This Corporation shall annually notify each voting member of the voting member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this Section, on written request by a voting member, the Board shall promptly cause the most recent annual report to be sent to the requesting voting member.
    - 7.4.4.2. This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

## **ARTICLE 8 - FISCAL YEAR**

- 8.1. The fiscal year of this Corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 9 - BYLAW AMENDMENTS**

- 9.1. The Board shall have the right to amend or revise these Bylaws from time to time except that no such amendment or revision thereof may change the range of the number of the directors and those items that specifically require voting of the general membership

#### **ARTICLE 10 - CORPORATE SEAL**

- 10.1. The corporate seals of this Corporation shall consist of 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.

#### **ARTICLE 11 - CONSTRUCTION AND DEFINITIONS**

- 11.1. 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.