

BYLAWS

OF

CALIFORNIA SOCCER ASSOCIATION-NORTH, INC.

(A California Nonprofit Mutual Benefit Corporation)

Revised August 16, 2017

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BYLAWS
of
CALIFORNIA SOCCER ASSOCIATION-NORTH

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation is located in the City and County of San Francisco, California.

ARTICLE II
AFFILIATION

This corporation shall be member of, and, except as otherwise required by applicable law, comply with the applicable articles of incorporation, bylaws, policies, and requirements of the United States Soccer Federation (“USSF”) and the United States Adult Soccer Association, Inc. (“USASA”).

ARTICLE III
MEMBERSHIP

Section 3.01. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications of or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more classes of nonvoting members, and provide for their rights and obligations; however, the terms “member” and “membership” as used in these Bylaws shall refer only to voting members. The Board may establish dues for nonvoting members.

Section 3.02. Qualifications for Membership. The members shall be soccer leagues and other organizations of equivalent status which may apply for membership in the future. A new soccer league must have a minimum of six individual teams. Each individual team must have a minimum of eleven players. All members must register with USSF and USASA, and every soccer player and every soccer team that is sponsored, financed, coached, or administered by a member must register with USSF and USASA.

Section 3.03. Admission of Members. Any application for membership must be made in writing and may be submitted to the Board at any time. The Board, or a committee authorized by

the Board, will review each application and, if appropriate, will certify that the applicant meets the qualifications for membership. Membership shall begin upon such certification and upon payment of any required dues.

Section 3.04. Membership 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 by the Board. Such dues, fees, and assessments shall be equal for all members of a class, but the Board may set different dues, fees, and assessments for each class.

Section 3.05. Members in Good Standing. Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.

Section 3.06. Membership Roster. This corporation shall keep a membership roster containing the name and last known street address of each member. The roster shall indicate whether the member is in good standing.

Section 3.07. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 3.08. Transferability of Memberships. No member may transfer a membership or any rights arising there from and all rights as a member shall cease upon the member's dissolution.

Section 3.09. Designated Representatives. Any member of this corporation shall exercise all of the rights and obligations of membership, including the right to vote, through a designated representative. Each member shall designate its representative in writing, and such writing shall be executed by an authorized officer of the organization and delivered to the Secretary of this corporation. Such written designations shall be retained with the membership records of this corporation. Members may change their designated representatives at any time and in the same manner.

Section 3.10. Termination of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dissolves or resigns by means of a written and signed resignation delivered to the Secretary or President of this corporation. Resignation shall not relieve a member of any accrued but unpaid obligations of such member to this corporation.

A. Basis for Termination. Membership in this corporation shall terminate upon the occurrence of any of the following:

1. Expiration of the period of membership, unless the member elects to renew the membership.

2. A member's failure to pay dues, fees, or assessments (if any), within 30 days after such member is sent written notice of failure to pay. A member may avoid such termination by paying the amount of delinquent dues or fees within the 30-day period.

3. A member's failure to continue to meet the qualifications for membership set forth in these Bylaws.

4. Upon a good faith determination by the Board that continued participation by the member in this corporation is not in the best interests of this corporation or in furtherance of its purposes.

B. Termination Procedures. The following procedures shall apply in the case of a suspension or termination under parts iii or iv of Subsection A above:

1. The Board shall give the member at least fifteen days' prior written notice of the suspension or termination, the reasons for it, the effective date, and the date, time and place (if any) of the hearing described in the next subsection. Notice given by mail must be given by first-class or registered mail to the last address of the member shown on the corporation's records.

2. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed suspension or termination, by the Board or a committee authorized by the Board to decide whether the proposed suspension or termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason for not appearing, the suspension or termination shall be effective automatically on the proposed date of suspension or termination.

3. Following the hearing date, the Board or the committee authorized by the Board shall decide whether the member should in fact be terminated, suspended, or sanctioned in some other manner. The member shall be promptly notified of the decision, and that decision shall be final. If the membership is terminated, all membership rights of such member in this corporation shall cease on the effective date in the written notice given pursuant to this Section.

4. The Board may determine whether any prorated refund of dues shall be paid upon termination under this Section.

ARTICLE IV MEMBERSHIP RIGHTS

Section 4.01. Voting Rights. Members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

A. The removal of directors without cause pursuant to California Corporations Code Section 7222;

B. The election and removal of the officers specified in these Bylaws;

C. Any amendment to these Bylaws, and any amendment to the Articles of Incorporation, except for amendments permitted to be adopted by the Board alone under California Corporations Code Section 7812(b);

D. The disposition of all or substantially all of the assets of this corporation;

E. Any merger of this corporation;

F. Any dissolution of this corporation;

G. The payment to a director of reasonable compensation for services as a director; and

H. Any other matters that are properly presented to the members for a vote, pursuant to this corporation's Articles of Incorporation, Bylaws, Board Resolution, or by operation of the law.

Section 4.02. Inspection Rights

A. Articles and Bylaws. This corporation shall keep at its principal office in California current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by members at all reasonable times. If the corporation has no office in California, it shall upon the written request of any member furnish such copies. Each member shall be provided a copy of the Articles of Incorporation and Bylaws upon ratification of its membership. A member may receive an additional copy of the Articles of Incorporation and Bylaws upon request.

B. Accounting Records and Minutes. On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of member, Board, and Board Committee meetings, at any reasonable time and for a purpose that is reasonably related to the member's interests as a member.

C. Membership Records. The right of members to have access to membership records shall be governed by California Corporations Code Sections 8330 through 8332.

Section 4.03. Other Rights. In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE V
MEMBER MEETINGS AND VOTING

Section 5.01. Member Vote.

Each member in good standing shall have one vote on each matter on which members are entitled to vote, unless a member meets the criteria below:

A. A member is entitled to **two votes** if:

1. As of the first Monday of August of the year in which the Annual Member Meeting is held, the member has registered and paid for 21 or more teams in the current registration year; and

2. Before the Annual Member meeting, the member has also paid the registration fees for 21 or more teams for the registration year that begins September 1 after the Annual Member meeting.

B. A member is entitled to **three votes** if:

1. As of the first Monday of August of the year in which the Annual Member Meeting is held, the member has registered and paid for 41 or more teams in the current registration year; and

2. Before the Annual Member meeting, the member has also paid the registration fees for 41 or more teams for the registration year that begins September 1 after the Annual Member meeting.

Section 5.02. Annual Member Meetings. An annual meeting of the membership will be held between August 1 and August 31, with the exact date, place, and time determined by the Board, for the purpose of transacting such business as may be brought before the meeting.

Section 5.03. Special Meetings of Members.

A. Who May Call Special Meetings. Special meetings of the members may be called by the Board, the President, or on the written request of five percent or more of the membership.

B. Procedures for Calling Special Meetings Requested by Members. If a special meeting is called by the members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted. Such written notice shall be submitted to the President or to the Secretary of this corporation. The requested meeting will be held not less than 35, but no more than 90, days after the receipt of the request. If appropriate notice of the requested meeting is not given within 20 days after receipt of the request, the requesting members may give the notice.

Section 5.04. Record Dates. For any notice, vote (at a meeting or by written ballot), or exercise of rights, the Board may, by advance resolution, fix a record date and only members of record on that date shall be entitled to such notice, vote, or exercise of rights, notwithstanding any transfer of any membership on the books of this corporation after the record date, except as otherwise required by law. For this purpose, an organization holding a membership as of the close of business on the record date shall be deemed to be a member of record.

A. Notice of Meetings. Unless otherwise fixed by the Board, the record date for the purpose of determining which members are entitled to notice of any member meeting, shall be the business day preceding the date on which notice for that meeting is given. If the Board, by resolution, fixes a record date for notice, the record date shall not be less than 10, nor more than 90, days before the date of the meeting.

B. Voting at Meetings. Unless otherwise fixed by the Board, the record date for determining which members are entitled to vote at any member meeting shall be the date of that meeting. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the date of the meeting.

C. Voting by Written Ballot. Unless otherwise fixed by the Board, the record date for determining which members are entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If the Board, by resolution, fixes a record date for voting, the record date shall not be more than 60 days before the day on which the first written ballot is mailed or solicited.

D. Other Lawful Action. Unless otherwise fixed by the Board, the record date for determining which members are entitled to exercise any rights in respect to any other lawful action shall be the date on which the Board adopts the resolution relating thereto or the sixtieth day before the date of such other lawful action, whichever is later. If the Board, by resolution, fixes a record date for determining entitlements, the record date shall not be more than 60 days before the date of such other lawful action.

Section 5.05. Time and Manner of Notice of Meetings. The Secretary shall give written notice of each member meeting to each member who, as of the record date for notice of such meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address or e-mail address provided by the member to this corporation for purposes of notice, either personally, by electronic transmission in compliance with Section 11.04, or by first class, registered, or certified mail not less than 14 nor more than 90 days before the date of such meeting, or by any other mail not less than 24 nor more than 90 days before the date of such meeting. Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means, or (b) the inability to deliver the notices to the member becomes known to the

Secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

Section 5.06. Contents of Notice. The notice shall state the place, date, and time of the meeting and in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted. In the case of the annual meeting, the notice shall state those matters which the Board, as of the date of the notice, intends to present for action by the members, but any proper matter may also be presented at the annual meeting.

Section 5.07. Notice of Certain Actions Required. Approval by the members of any of the following actions, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting at which the vote occurred specified the general nature of the action: (a) to remove a director without cause, (b) to fill a vacancy on the Board, (c) to amend this corporation's Articles of Incorporation, (d) to approve a transaction between this corporation and one or more of its directors or between this corporation and any entity in which one or more of the directors has a material financial interest, (e) on winding up the affairs of this corporation, to approve a plan of distribution of the assets not in accordance with any liquidation rights specified in the Articles of Incorporation or Bylaws, or (f) to voluntarily dissolve this corporation.

Section 5.08. Member Quorum. A majority of the memberships then in effect shall constitute a quorum for the transaction of business. A meeting at which a quorum was initially present may continue to conduct business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by a majority of the required quorum.

Section 5.09. Acts of the Members. Every action taken or decision made by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation, or these Bylaws, require a greater number.

Section 5.10. Manner of Voting.

A. Voting at Meetings. Voting at meetings may be by voice or by ballot.

B. Proxy Voting Prohibited. Proxy voting shall not be permitted on any vote put to the members.

C. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

D. Action by Written Ballot without a Meeting.

i. Any action required or permitted to be taken by members at a meeting may also be taken by written ballot without a meeting.

ii. The corporation shall distribute to members a number of written ballots equal to the number of votes that member has on that matter. Written ballots shall be solicited in a manner consistent with the requirements for notice of member meetings. The written ballot and any related material may be sent by electronic transmission and responses may be returned by electronic transmission in compliance with Section 11.04.

iii. All solicitations of votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure; and (c) specify the time by which the ballot must be received in order to be counted.

iv. Each written ballot so distributed shall: (a) set forth the proposed action; (b) provide an opportunity to specify approval or disapproval of the proposal or abstention; and (c) provide a reasonable time in which to return the ballot to the corporation.

v. 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 required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would have been required to approve the action if the vote were taken at a meeting of the members.

vi. A written ballot may not be revoked.

Section 5.11. Waiver of Notice or Consent by Members.

A. Generally. Any action of the members taken at a meeting where a quorum is present but for which the proper notice was not given will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 5.07, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

B. Effect of Attendance at a Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described in the notice pursuant to Section 5.07, if that objection is expressly made at the meeting.

Section 5.12. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting may be taken without a meeting if all members individually or collectively consent in writing to such action. All such written consents shall be filed with the corporate minutes.

Section 5.13. Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission or by electronic video screen communication: (a) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by the corporation to a member pursuant to Section 11.04 for consent to conduct a meeting of members by electronic transmission shall include a notice that absent consent of the member pursuant to Section 11.04, the meeting shall be held at a physical location.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01. Powers. This corporation shall have powers to the full extent allowed by law. Subject to any limitations in the Articles of Incorporation or these Bylaws relating to actions requiring approval by the members, the corporation's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 6.02. Number of Directors. The number of directors shall equal the number of members plus four.

Section 6.03. Appointment and Term of Office of Directors. Each member shall appoint one director. The member must inform the Secretary in writing of the appointment. The President, Vice President, Secretary, and Treasurer shall automatically become directors by virtue of their office ("ex officio directors") and shall serve as directors for their term in office. Each director, except for the ex officio directors, shall be appointed for a term of one year and shall hold office until a successor has been appointed and qualified. In the event a member is terminated, the member's appointed director's term will automatically end on the date of that member's termination. No director shall be an employee of the corporation.

Section 6.04. Vacancies. A vacancy shall be deemed to exist on the Board whenever the actual number of directors is less than the authorized number for any reason. Vacancies shall be filled in the same manner as the director whose office is vacant was selected for the unexpired portion of the term.

Section 6.05. Resignation. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board, unless a later effective date is specified in the resignation.

Section 6.06. Removal. At any time, a member may remove the director that the member appointed to the Board. The member must inform the Secretary in writing of this removal. The removal shall be effective upon receipt of the notice, unless a later effective date is specified in the notice.

Section 6.07. Meetings. The Board shall meet at least once a year. Meetings shall be called by the President, the Secretary, or any three directors, and noticed in accordance with Section 6.09.

Section 6.08. Regular Meetings. Regular meetings of the Board may be held without notice if the date, time, and place of the meetings are fixed by resolution of the Board. Any change in the date, time, or place of a regular meeting shall be noticed in accordance with Section 6.09.

Section 6.09. Notice. Notice of the meetings of the Board shall state the date, time, and place of the meeting and shall be given to each director at least fourteen days before the meeting if given by first-class mail or five days before the meeting if delivered personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail.

Section 6.10. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting the lack of notice before or at the beginning of the meeting.

Section 6.11. Action at a Meeting. Twenty-five percent (25%) of the total number of directors then in office shall constitute a quorum of the Board for the transaction of business. However, in accordance with California law, in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. Every action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in Section 6.12 (taking action without a meeting), Section 7.01 (appointing Board Committees), Section 9.01 (approving

loans), Section 9.02 (approving self-dealing), and Section 10.02 (approving indemnification) of these Bylaws or in the California Nonprofit Mutual Benefit Corporation Law. Directors at a meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for such meeting, or a greater number as required by law or by these Bylaws.

Section 6.12. Action without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members individually or collectively consent in writing to such action. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of the directors at a meeting. The written consents shall be filed with the minutes of the proceedings of the Board.

Section 6.13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone or video screen communication so long as all participating directors can hear each other. Directors may participate in a meeting through the use of other electronic transmission in compliance with Section 11.04 so long as all of the following apply:

(a) each director participating in the meeting can communicate concurrently with all of the other directors, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 6.14. Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee, in good faith, in a manner such director believes 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.

In performing such duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) a committee upon which the director does not serve composed exclusively of any or any combination of directors, persons described in paragraph (a), or persons

described in paragraph (b), as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with this Section shall have no liability based upon any alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which assets held by this corporation are dedicated.

If this corporation shall hold any assets in charitable trust, because, for example, such assets were donated to it for use in furthering charitable purposes, the conduct of the directors in respect to such assets shall be governed by any applicable stricter requirements of the California Nonprofit Public Benefit Corporation Law.

Section 6.15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 6.16. Compensation. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, including expenses for attending meetings of the Board and Board Committees. Written records of such reimbursements must be maintained by the Treasurer.

ARTICLE VII COMMITTEES

Section 7.01. Board Committees. The Board may, by resolution adopted by a majority of the directors then in office, create one or more Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to such Board Committees shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board or any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;

- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) amend the Articles of Incorporation;
- (g) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees;
- (i) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or
- (j) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 7.02. Advisory Committees. The Board may establish Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 7.03. Meetings of Board Committees. Meetings and actions of Board Committees shall be governed by the provisions of Article VI of these Bylaws concerning meetings and actions of the Board. Minutes shall be kept of each meeting of a Board Committee and shall be filed with the corporate records.

Section 7.04. Meetings of Advisory Committees. Advisory Committees may determine their own meeting rules and whether minutes shall be kept, subject to the authority of the Board.

Section 7.05. Appointment of State Referee Administrator. In accordance with USSF By-Laws, the Board, in conjunction with CYSA North, will appoint the State Referee Administrator (SRA) to a term of two years, and at the end of each term may reappoint or replace the SRA as appropriate. The SRA will form a State Referee Committee [see US Soccer Federation Bylaw 531, Policy 531-1, Section 4(a) and (b)] that administers the USSF Referee Program within California North. Included in these responsibilities is the collection of registration fees from referees, referee instructors, referee assignors and other such positions, and the allocation of expenses to administration, referee training and development, and associated activities. The State Referee Committee is required to provide financial reporting to CSAN as defined in USSF Bylaw 531, Policy 531-1, Section 4(c).

(a) Any SRA appointed by CSAN will not be re-appointed to his or her position unless his or her administration has complied with these USSF Bylaws.

(b) Any future candidate for SRA will not be appointed by CSAN without a commitment to honor these USSF Bylaws.

(c) In the event that the position of SRA becomes vacant before the end of the regular two-year term of office, the President of CSAN, in conjunction with CYSA North, is authorized to make an appointment of an interim SRA, subject to ratification by the Board at the next available opportunity.

ARTICLE VIII OFFICERS

Section 8.01. Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person.

Section 8.02. Election. The President, Vice President, Secretary, and Treasurer shall be elected by the members at the Annual Member Meeting and shall serve staggered terms of two years. The President and Treasurer shall be elected in even-numbered years, and the Vice President and Secretary shall be elected in odd-numbered years. Other officers of this corporation shall be elected by the Board and shall serve for two years, at the pleasure of the Board, and subject to the rights of any officer under any contract of employment.

Section 8.03. Vacancies. A vacancy in any office for any reason shall be filled by the Board for the unexpired portion of the term.

Section 8.04. Resignation. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 8.05. Removal. Without prejudice to the rights of any officer under an employment contract, the Board or the members may remove any officer with or without cause.

Section 8.06. President. The President shall be the chief executive officer of this corporation and shall, subject to the control of the Board, generally supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.07. Vice President. The Vice President shall, in the absence of the President, carry out all the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.08. Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the members and the Board and its committees, shall supervise the giving of such notices as may be proper or necessary, shall keep or cause to be kept the minute books of this corporation, shall keep or cause to be kept a record of the corporation's members, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8.09. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall supervise the charge and custody of all funds of this corporation, shall supervise the deposit of such funds in the manner prescribed by the Board, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE IX CERTAIN TRANSACTIONS

Section 9.01. Loans. This corporation may advance money to a director or officer of this corporation or of its subsidiary, parent, or affiliate, for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance. This corporation may loan money or property to, or guaranty the obligation of, any director or officer of this corporation or of its parent, affiliate, or subsidiary, if:

(a) the Board determines that the loan or guaranty may reasonably be expected to benefit this corporation; and

(b) prior to consummating any part of the transaction, the loan or guaranty has been approved by either (i) the members (without the vote of such director or officer, if a member) or (ii) a majority of directors then in office (without the vote of such director).

Section 9.02. Self-Dealing Transactions.

A. Transactions with Directors or Their Companies. A transaction between this corporation and one or more of its directors, or between this corporation and any organization in which one or more of its directors has a material financial interest, must be approved or ratified: (i) by the members, or (ii) by the Board or a Board Committee after finding that such transaction is just and reasonable to this corporation at the time it is authorized, approved, or ratified. In

either case, it must be approved or ratified in good faith, without counting the vote of any interested director, and with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

B. Transactions with Organizations Sharing Directors. A transaction between this corporation and any organization in which one or more of this corporation's directors are directors is not void or voidable because of the presence of such director or directors at the meeting of the Board or a Board Committee that authorizes, approves, or ratifies the transaction, if:

(i) it was authorized, approved, or ratified in good faith by the Board or a Board Committee with full knowledge of the material facts concerning the transaction and such director's other directorship and without counting the vote of the common director; or

(ii) it was approved in good faith by the members; or

(iii) it was just and reasonable as to this corporation at the time of authorization, approval, or ratification.

This subsection shall not apply to transactions covered by subsection A of this Section. For both Subsections A and B of this Section, interested or common directors may be counted in determining whether a quorum is present at any meeting of the Board or a Board Committee that approves or ratifies a transaction under this Section.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 10.01. Right of Indemnity. To the fullest extent allowed by law, this corporation shall indemnify its directors, officers, employees, and other agents as defined in California Corporations Code Section 7237(a), including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding by reason of the fact that such person is or was an agent of the corporation. "Proceeding" shall have the same meaning as in California Corporations Code Section 7237(a) and shall include any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; "expenses" shall have the same meaning as in California Corporations Code Section 7237(a) and shall include reasonable attorneys' fees.

Section 10.02. Approval of Indemnity. On written request to the Board by any agent seeking indemnification, to the extent that the agent has been successful on the merits in defense of certain proceedings, the Board shall promptly authorize indemnification in accordance with California Corporations Code Section 7237(d). Otherwise, the Board shall promptly determine,

by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not a party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct in Section 7237(b) or Section 7237(c) has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

Section 10.03. Advancing Expenses. The Board may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent submits a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Section 10.04. Insurance. This corporation shall have the 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.

ARTICLE XI MISCELLANEOUS

Section 11.01. Fiscal Year. The fiscal year of this corporation shall begin on September 1 and end on August 31.

Section 11.02. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board or the person or persons on whom such power may be conferred by the Board. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board.

Section 11.03. Annual Reports to Members and Directors.

A. Financial Report. Unless this corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall provide an annual written report to all of the directors and any members so requesting in writing. The corporation shall annually notify each member of the

member's right to receive a copy of the financial report. The report shall contain the following information:

- (i) a balance sheet as of the end of the fiscal year, and an income statement and statement of cashflows for that fiscal year;
- (ii) a statement of the place where the names and addresses of current members are located; and
- (iii) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

B. Report of Certain Transactions. Within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this corporation concerning the following:

- (i) a description of any transaction during the previous fiscal year between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than 10 percent of the voting power of this corporation (or its parent or subsidiaries, if any) involving (a) more than \$50,000 or (b) any of a number of such transactions, which in the aggregate involved more than \$50,000, in which the same person had a direct or indirect material financial interest. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest; and
- (ii) the amount and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation; provided that no such report need be made if the loan, guaranty, indemnification, or advance was approved by the members, or if the loan or guaranty was not subject to the provisions of California Corporations Code Section 7235(a).

Section 11.04. Electronic Transmissions. Subject to procedures that the Board may adopt, the term "written" and "in writing" as used in these Bylaws includes electronic transmissions, such as facsimile or e-mail, provided that: (a) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to the corporation, the

corporation has in effect reasonable measures to verify that the sender is the individual purporting to send the transmission; and (c) for electronic transmissions both from and to the corporation, the transmission creates a record that is capable of retention, retrieval, and review, and may be rendered into clearly legible tangible form.

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

Section 11.05. Maintenance of Certain Records. This corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date. This corporation shall keep its accounting books and records, and minutes of the proceedings of the members, the Board, and Board Committees at its principal office or at such other place as designated by the Board. The minutes and the accounting books and records shall be kept either in printed form or in any other form capable of being converted to printed form within a reasonable time. A record of each member's name, address, and class of membership shall also be kept at the principal business office of the corporation or at such other place as designated by the Board.

Section 11.06. Amendments. Amendments to these Bylaws may be adopted by the members only. Such amendments shall require the vote of a majority of the total number of members in good standing.

Section 11.07. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Mutual Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of California Soccer Association-North, a California nonprofit mutual benefit corporation, and that these Bylaws, consisting of 19 pages, are the Bylaws of this corporation as adopted by the Board of Directors at a duly called and noticed meeting at which a quorum was at all times present on August 16, 2017 and the members at a duly called and noticed meeting at which a Quorum was at all times present on August 16, 2017.

Dated: August 16, 2017

By Janice Mullen
Jan Mullen, Secretary