



BYLAWS

04/10/18

TABLE OF CONTENTS

PREAMBLE	1
ARTICLE I. DEFINITIONS	1
Section 1. <i>Definitions</i>	1
ARTICLE II. GEOGRAPHY OF OPERATIONS	4
Section 1. <i>Boundaries</i>	4
Section 2. <i>Districts</i>	4
ARTICLE III. OFFICES	4
Section 1. <i>Principal Offices</i>	4
Section 2. <i>Branch Offices</i>	4
ARTICLE IV. MEMBERSHIP	5
Section 1. <i>Membership</i>	5
Section 2. <i>Nonvoting Members</i>	5
Section 3. <i>Sanction or Removal of an Affiliate Member</i>	5
Section 4. <i>Rights of Membership</i>	6
Section 5. <i>Members in Good Standing</i>	6
Section 6. <i>Resignation, Expiration and Suspension of Membership</i>	6
Section 7. <i>Termination of Membership</i>	6
Section 8. <i>Procedures for Termination and Suspension of Membership</i>	7
Section 9. <i>Exhaustion of Remedies</i>	7
Section 10. <i>Transfer of Membership</i>	8
ARTICLE V. MEMBER MEETINGS (AGM) AND VOTING	8
Section 1. <i>Attendance</i>	8
Section 2. <i>Date and Place of Meeting</i>	8
Section 3. <i>Special Meetings</i>	8
Section 4. <i>Notice of Meetings</i>	8
Section 5. <i>Waiver of Notice</i>	10
Section 6. <i>Quorum</i>	10
Section 7. <i>Voting By Members</i>	10
Section 8. <i>Conduct of Business</i>	11
Section 9. <i>Election of Officers</i>	12
Section 10. <i>Nomination of Officers</i>	12
Section 11. <i>Annual Election and Voting Procedures</i>	13
Section 12. <i>Youth and Adult Councils</i>	14
Section 13. <i>Record Date</i>	14
ARTICLE VI. DIRECTORS	14
Section 1. <i>Powers and Duties</i>	14
Section 2. <i>Numbers and Qualification</i>	15
Section 3. <i>Composition of the Board</i>	15
Section 4. <i>Vacancies</i>	15
Section 5. <i>Removal of Directors</i>	16
Section 6. <i>Regular and Annual Meetings</i>	16
Section 7. <i>Special Meetings</i>	16
Section 8. <i>Place and Time of Meetings</i>	16
Section 9. <i>Notice of Meetings</i>	16
Section 10. <i>Contents of Notice</i>	17
Section 11. <i>Waiver of Notice and Consent to Holding Meetings</i>	17
Section 12. <i>Quorum for Meetings</i>	18
Section 13. <i>Action Without Meeting</i>	18

Section 14. Conduct of Business	19
Section 15. Order of Business	19
Section 16. Restriction Regarding Interested Directors.....	19
Section 17. Self-Dealing	19
Section 18. Transactions With Entities With Mutual Directors.....	20
Section 19. Compensation	20
Section 20. Non-Liability of Directors.....	20
Section 21. Insurance for Corporate Agents.....	20
Section 22. Indemnification by Corporation of Directors, Officers, Employees and Agents	20
ARTICLE VII. COMMITTEES	22
Section 1. Designation and Authority.....	22
Section 2. Executive Committee.....	23
Section 3. Standing Committees	23
Section 4. Audit Committee	23
Section 5. Advisory Committees	24
Section 6. Meetings and Action of Committees.....	24
Section 7. Limitation on Authority of Committees	24
ARTICLE VIII. OFFICERS	25
Section 1. Officers	25
Section 2. Subordinate Officers.....	25
Section 3. President.....	25
Section 4. Executive Vice President.....	26
Section 5. Vice President of Youth.....	26
Section 6. Vice President of Adults	27
Section 7. Secretary.....	27
Section 8. Treasurer	28
Section 9. Chief Executive Officer	29
Section 10. Compensation	29
ARTICLE IX. DISTRICT COMMISSIONERS	29
Section 1. District Commissioner	29
Section 2. Election of District Commissioners	30
Section 3. Nominations	30
Section 4. Removal and Resignation.....	30
Section 5. Vacancies	30
Section 6. Powers of District Commissioners	30
Section 7. Duties and Responsibilities of District Commissioners.....	31
ARTICLE X. CORPORATION RECORDS AND REPORTS	31
Section 1. Maintenance of Governing Documents	31
Section 2. Maintenance and Inspection of Books and Records.....	31
Section 3. Directors' Inspection Rights.....	32
Section 4. Members' Inspection Rights.....	32
Section 5. Right to Copy and Make Extracts.....	32
Section 6. Certification by Secretary	32
Section 7. Corporate Contracts and Instruments; How Executed.....	32
Section 8. Annual Report	33
Section 9. Annual Statement of Certain Transactions and Indemnifications	33
ARTICLE XI. AMENDMENT TO BYLAWS.....	33
Section 1. Amendment of Bylaws.....	33
Section 2. Amendment of Articles	35
Section 3. Records of Amendments.....	35

ARTICLE XII. MISCELLANEOUS35
 Section 1. Discrimination35
 Section 2. Abuse Policies.....35
 Section 3. Amateur Sports Act.....36
 Section 4. Suspension Upon Being Charged with Certain Crimes36
 Section 5. Appeals Procedures.....36
 Section 6. Tax Exempt Status36
 Section 7. Corporate Seal.....36
 Section 8. Employees36
 Section 9. Fiscal Year36
 Section 10. Construction and Definitions36
ARTICLE XIII. USSF REGULATIONS.....37
 Section 1. Governance37
 Section 2. Compliance & Preemption.....37
Document Revision Log38

**BYLAWS
FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR
ITS ARTICLES OF INCORPORATION, OF**

**CALIFORNIA STATE SOCCER ASSOCIATION - SOUTH
a California nonprofit public benefit corporation**

(CAL SOUTH)

PREAMBLE

California State Soccer Association - South is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Corporation Law (the "Nonprofit Law"). As stated in Article II of the Corporation's Articles of Incorporation, amended as of April 10th 2018, the specific and primary purposes of Cal South are to promote, sanction and provide public educational soccer programs for both Adults and Youth. These Bylaws govern the operations of Cal South, its Board, and the relationship between the Corporation and its Members as they work to achieve the purposes of the Corporation.

ARTICLE I. DEFINITIONS

Section 1. Definitions

As used in these Bylaws, the following defined terms have the meanings indicated below:

ABM – The annual meeting of the Board. Also known as the "Annual Board Meeting."

Adult – A person who is not a Youth (i.e. a person who has reached the age of nineteen (19) prior to August 1 of the Seasonal Year).

Adult Affiliate Member - An Affiliate Member any of whose Players are Adults.

Adult League – A League formed for the basis of Player Registration and providing play amongst Adult teams and member Clubs under a common set of administrative and competitive rules.

Adult Council – Delegates representing the Adult Affiliate Members in Good Standing and properly credentialed.

Affiliate Member – "Affiliate Member" shall have the meaning as set forth in Section 1.b. of Article IV.

AGM – The Corporation's annual meeting of the Members. Also known as the "Annual General Meeting."

Annual Board Meeting – The Corporation's annual meeting of the Board. Also known as the "ABM."

Annual Election – The annual election by ballot of Officers and District Commissioners.

Annual General Meeting – The Corporation’s annual meeting of the Members. Also known as the “AGM”.

Associate Member – Any person who actively participates in the activities of Cal South may be classified as an Associate Member. The Corporation shall make available Associate Membership in the Corporation to all soccer Players, coaches, referees, trainers, managers, administrators, parents/ guardians of Players and officials not subject to suspension under USSF Bylaw 241, Section 4.

Balloting Date – The day on which Annual Election ballots in each year are first distributed or made available for electronic balloting is the “Balloting Date.”

Board – The Board of Directors, which is the Corporation’s governing body as further defined in Article VI of these Bylaws

Boundaries – “Boundaries” shall have the meaning as set forth in Section 1 of Article II of these Bylaws.

Cal South – The Corporation, California State Soccer Association – South.

Cal South Registration System – The software system employed by Cal South for all Affiliate Members to conduct Player Registration

CEO – The Corporation’s Chief Executive Officer, as further set forth in Section 9 of Article VIII.

Club – A group formed for the basis of registering and training Youth and/or Adult Players and Teams that operate through a common administrative group.

Competitive League – A Youth League formed for the basis of providing play between member Clubs under a common set of administrative and competitive rules.

The Corporation – Cal South.

Delegate – An officer of an Affiliate Member who (i) has been designated by the Affiliate Member to cast one or more of the Affiliate Member’s votes at any members’ meeting and (ii) who has satisfied the credentials requirements set forth, from time-to-time, for Delegates by the Nominations, Elections and Credentials Committee.

Director – A natural person who is a member of the Board.

District – “District” shall have the meaning as set forth in Section 2 of Article II of these Bylaws.

District Commissioner – “District Commissioner” shall have the meaning as set forth in Section 1 of Article IX of these Bylaws. District Commissioners are Directors.

Election Date – The date set by the Board of Directors each year by which mailed ballots and electronic ballots for the election of Officers and District Commissioners must be received in order to be valid and counted. The Election Date shall occur no more than 30 days prior to the AGM.

Good Standing – “Good Standing” means the status of a Member who satisfies all requirements of membership as further set forth in Section 5 Article IV of these Bylaws.

Governing Documents – USSF Rules and the Corporation’s Articles of Incorporation, Bylaws and Rules and Regulations (each as may be amended from time to time).

Interested Person – “Interested Person” is as defined in Section 16 of Article VI of these Bylaws.

League - An organization that conducts competition among soccer Teams.

Member – Members of the Corporation who have the right to vote for the election of one or more Directors and on the disposition of all or substantially all of the assets of the Corporation on a merger or on a dissolution, as set forth in Section 5056 of the Law (i.e., Directors and Affiliate Members) of the Corporation. See Nonvoting Member.

Membership – The number of Members. When used in lower case, “membership” refers to an individual Member’s status as a Member.

Nonprofit Law – The California Nonprofit Corporation Law, commencing at Section 5000 of the California Corporations Code.

Nonvoting Members – Persons and organizations associated with the organization through any class of non-voting Membership (i.e., Associate Members, Partner Members and Special Members).

Officer – Any Officer of the Corporation as set forth in Section 1 of Article VIII.

Partner Member – Any business, entity or organization which, by agreement with the Board, actively supports and/or sponsors the activities of Cal South through the provision of goods, services or money may be classified as a Partner Member.

Player – Any player, whether Adult or Youth, who has duly registered with Cal South.

Player Registration – The process by which an individual becomes a registered participant of an Affiliate Member.

Recreational League -- A Youth League administered at the local level that emphasizes mass participation and Player Registration, and employs a system of rostering Players for the purpose of creating a fair and balanced distribution of playing talent among all participating Teams, and where each Player plays at least one-half (1/2) of each game except for reasons of injury, illness or discipline.

Rosenberg’s Rules of Order – A simplified set of rules of parliamentary procedure authored by Superior Court Judge Dave Rosenberg and available at <http://daverosenberg.net/articles/RulesOfOrder.htm>.

Rules and Regulations – The rules, regulations, policies and procedures of the Corporation as promulgated from time-to-time by the Board and identified as a part of the Rules and Regulations. A governing document of Cal South that outlines the policies, procedures and playing rules for all Affiliate Members.

Seasonal Year – The Corporation’s fiscal year as set forth in Section 9 of Article XII of these Bylaws.

Special Member – Any business, entity or organization operating within the Boundaries of Cal South which, as part of its curriculum or program, uses the game of soccer as a developmental or teaching tool for its participants, may make application to the Board for affiliation with Cal South as a Special Member. Upon approval of the application by the Board, such organization shall be designated as a Special Member

with limited rights and benefits.

Special Members' Meeting – Any meeting of the Membership other than the AGM.

Team – A group of registered and rostered Players playing on the same side in a soccer game

USSF – The United States Soccer Federation.

USSF Rules – USSF's Articles of Incorporation, Bylaws, policies, rules, regulations, and requirements

Voting Power – The total number of votes eligible to be cast during any vote of the Membership.

Youth – A person who has not reached the age of nineteen (19) prior to August 1 of the Seasonal Year.

Youth Affiliate Member – An Affiliate Member all of whose Players are Youth.

Youth Council – Delegates representing Youth Affiliate Members in Good Standing and properly credentialed.

ARTICLE II. GEOGRAPHY OF OPERATIONS

Section 1. Boundaries

The Boundaries of Cal South shall be that area of California north from the Mexican Border to a line across the State of California formed by the northern boundary line of the counties of San Luis Obispo, Kern and San Bernardino (the "Boundaries").

Section 2. Districts

Cal South shall have within its borders geographical subdivisions which shall be designated as "Districts." The Boundaries of the Districts shall be established by the Board. The Board may create new Districts, and shall modify, apportion or reapportion the Districts from time to time as the need arises. Each District shall be assigned an identifying number and/or name by the Board.

ARTICLE III. OFFICES

Section 1. Principal Offices

The Board shall fix the location of the principal executive office of the Corporation any place within the Boundaries.

Section 2. Branch Offices

The Board may at any time establish branch or subordinate offices at any place or places within the Boundaries.

ARTICLE IV. MEMBERSHIP

Section 1. Membership

- a. The Corporation shall have two classes of voting Membership, Affiliate Members and the Directors.
- b. An Affiliate Member is an affiliated individual Club or League admitted into Membership by the Board. Affiliate Members are one of the Corporation's two classes of voting members; Affiliate Members in Good Standing shall have the right to vote in the manner described in Section 7 of Article V, such other rights as set forth in these Bylaws or as determined by the Board subject to the limitations thereon of the Nonprofit Law.
- c. As used herein, the words "Member" and "Membership" (whether or not capitalized) shall refer exclusively to the Members unless either word is immediately preceded by the word "Associate," "Partner," "Special," or "Nonvoting." No persons or organizations other than Affiliate Members shall have the rights of Members as that term is defined in these Bylaws or in Section 5056 of the Nonprofit Law, including without limitation, any voting rights, regardless whether such persons are described as Members.
- d. Additional classes of voting Membership may be added if approved by a vote of the majority of the Directors then in office and then upon approval by a majority vote of the Voting Power of the Affiliate Members.

Section 2. Nonvoting Members

The Corporation shall have additional classes of Nonvoting Members as set forth below. Nonvoting Members shall not be Members as that term is defined in these Bylaws or in Section 5056 of the Nonprofit Law. Nonvoting Members shall have such rights as determined by the Board in its sole discretion, subject to the USSF Rules. The classes of Nonvoting Members are Associate Members, Partner Members and Special Members. Additional non-statutory Membership may be added by a vote of the majority of the Board.

Section 3. Sanction or Removal of an Affiliate Member

Should the Board find the conduct of any Affiliate Member or Nonvoting Member detrimental to (1) the best interests of Cal South, (2) the purposes for which Cal South has been formed, or (3) the best interests of soccer, the Board may take such action as it may deem reasonable, applicable, and appropriate to sanction said Member, including but not limited to, suspension from or removal from Cal South. Any action taken shall require the approval of a majority of the Board.

Section 4. Rights of Membership

All Affiliate Members in Good Standing shall have the right to vote, as set forth in these Bylaws, on the election of Directors, the disposition of all or substantially all of the assets of the Corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the Corporation. In addition, Members in Good Standing shall enjoy full rights, privileges, and benefits provided to them in accordance with the Cal South Bylaws, Rules and Regulations, Policies, and Association League Application sanctioning requirements.

Section 5. Members in Good Standing

- a. An Affiliate Member shall be deemed in Good Standing only when it meets all of the criteria for Good Standing as may be set forth in a resolution by the Board from time-to-time-
- b. An Affiliate Member that fails to meet one or more of the criteria at any time shall be provided thirty (30) days from the date it has been notified (via email) of the violation to remedy the violation. If the Affiliate Member does not remedy the violation within said period, the Affiliate Member shall be deemed and identified as "Not in Good Standing". The League Member shall remain Not in Good Standing until the violation(s) is remedied. An Affiliate Member Not in Good Standing will have all rights and privileges of Membership suspended until the violation(s) have been remedied and reinstatement by the Board.

Section 6. Resignation, Expiration and Suspension of Membership

- a. An Affiliate Member may resign from Membership at any time; provided, however, that resignation from Membership shall not relieve the resigning Member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning Member to any refund of dues, fees or charges previously paid.
- b. A Member may be suspended if:
 - (i) The Board has established terms and conditions for suspension of Members;
 - (ii) A Member has requested suspension of Membership under those terms and conditions.
- c. A Member whose Membership is suspended shall not be a Member during the period of suspension, but shall be obligated to pay all dues, fees and assessment coming due during the period of suspension.

Section 7. Termination of Membership

A Member's membership shall terminate on occurrence of any of the following events:

- a. If an Affiliate Member, the Member is Not in Good Standing for a period of three (3) contiguous months or six (6) months in any period of twelve (12) months;
- b. The Member's failure to pay dues, fees or assessments as set by the Board within the period specified by the Board after they are due and payable;
- c. Any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications;

- d. Upon a Member's death, dissolution or merging out; or
- e. A good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that an Affiliate Member has failed in a material and serious degree to observe the Rules and Procedures, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 8. Procedures for Termination and Suspension of Membership

If grounds appear to exist for suspension or termination of a Member under Section 6 or 7 of this Article, the following procedure shall be followed:

- a. The Board shall give the Member no less than fifteen (15) days' prior notice of the proposed suspension or termination and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- b. The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- c. The Board, committee or person shall decide whether the Member should be terminated, expelled, sanctioned, or suspended in any way. The decision of the Board, committee or person shall be final.
- d. Any action challenging a suspension or termination, expulsion or suspension of a Member, or a sanction, must be commenced within one (1) year after the date of the suspension or termination, expulsion, suspension, or sanction.
- e. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a Member's rights of Membership if such Member violates the statutory or constitutional rights of Members or violates any other rule adopted by the Board necessary for the proper operation of Cal South. Following such suspension, the Board shall comply with the notice and hearings provisions of this Section.

Section 9. Exhaustion of Remedies

- a. No Member of Cal South, official, League, Club, Team, Player, coach, administrator or referee may invoke the aid of the courts of the United States or the state of California without first exhausting all available remedies as provided by Cal South and pursuant to USSF Bylaws.
- b. For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to Cal South for all expenses incurred by Cal South and its Directors in defending each court action, including the following:
 - (i) court costs;
 - (ii) attorney's fees;
 - (iii) reasonable compensation for time spent by Cal South Directors, employees, volunteers or officials in responding to and defending against allegations in the action, including responses to discovery and court appearances;
 - (iv) travel expenses; and

- (v) expenses for holding special meetings necessitated by court action.

Section 10. Transfer of Membership

No Membership or right arising from Membership may be transferred.

ARTICLE V. MEMBER MEETINGS (AGM) AND VOTING

Section 1. Attendance

The Corporation shall hold an Annual General Meeting (or AGM) each year. All Members and Nonvoting Members may attend the AGM. However, regardless of their attendance, Nonvoting Members may not vote on any matter set before the Membership for a vote.

Section 2. Date and Place of Meeting

The AGM may be held at any place within the Boundaries as may be designated by the Board. The AGM shall be held in the first quarter of each calendar year.

Section 3. Special Meetings

- a. The Board, the President, or five percent (5%) or more of the Voting Power may call a Special Members' Meeting for any lawful purpose at any time.
- b. A Special Members' Meeting called by any Members entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, any Vice President or the Secretary. The Officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least thirty-five (35) days but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a Members' meeting may be held when the meeting is called by the Board.
- c. No business other than the business that was set forth in the notice of the meeting may be transacted at a Special Members' Meeting.

Section 4. Notice of Meetings

- a. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the AGM, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a Special Members' Meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

- b. Approval by the Members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice of the meeting at which the proposal is to be considered, or the written waiver of notice of said meeting, states the general nature of the proposal or proposals:
- (i) Removal of a Director without cause;
 - (ii) Filling vacancies on the Board;
 - (iii) Amending the Articles of Incorporation or Bylaws;
 - (iv) Electing to wind up and dissolve the Corporation;
 - (v) Approving a contract or transaction between the Corporation and an Interested Person, or between the Corporation and any organization in which a Director is also a Director or has a material financial interest; or
 - (vi) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes of Members as specified in the Articles of Incorporation or Bylaws, when the Corporation is in the process of winding up.
- c. Notice of any Members' meeting shall be in writing and shall be given at least ten (10) but no more than (ninety) 90 days before the meeting date (except in the case of a Special Members' Meeting, in which case any contrary provisions specified in Section 3.b. of this Article shall prevail). The notice shall be given either personally, or by first-class, registered, or certified mail, electronic transmission, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either:
- (i) Notice is sent to that Member by first-class mail 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 of the Corporation is located.
- d. Notice may be given to a Member by electronic transmission including, without limitation, by facsimile or electronic mail (e-mail) only if the:
- (i) Member has provided an unrevoked consent to the use of those means of transmission for communications from the Corporation;
 - (ii) Posting or delivery of the electronic transmission is made in such a way that it creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into a clearly legible tangible form; and
 - (iii) Electronic transmission is preceded by or includes a clear written statement to the Member as to:
 - (A) Any right of the Member 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 the Corporation; and
 - (C) The procedure the Member must use to withdraw the consent.
- e. An affidavit of mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or Assistant Secretary, and, if so executed, shall be filed and maintained in the Corporation's minute book.

- f. Notice may not be given to a Member by electronic transmission if either:
 - (i) The Corporation is unable to deliver two consecutive notices to the Member by that means; or
 - (ii) The inability to so deliver notices to the Member becomes known to the Secretary, any Assistant Secretaries, or any other person responsible for giving notice.
- g. Notice of meetings may be given to Nonvoting Members by any method determined by the Board to reasonably reach all or almost all Nonvoting Members.

Section 5. Waiver of Notice

- a. The transaction of any Members' meeting, 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 Member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.b. of this Article, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- b. A Member's attendance (including attendance by any of a Member's Delegates) at a meeting shall constitute a waiver of notice of that meeting unless the Member or Delegate objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if the objection is expressly made at the meeting.

Section 6. Quorum

Thirty three percent (**33%**) of the Voting Power shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 7. Voting By Members

- a. Subject to the Nonprofit Law, all Affiliate Members in Good Standing on the record date as determined under Section 13 of this Article, shall be entitled to vote at any Members' meeting and in the Annual Election. Affiliate Members shall be entitled to vote on any of the following matters:
 - (i) Election of the Officers of the Corporation and District Commissioners, in accordance with the provisions of Sections 9 and 11 of this Article V and, in the case of District Commissions, Article IX;
 - (ii) The creation of new Membership classes in accordance with the provisions of Section 1 of Article IV;
 - (iii) Proposed amendments to the Bylaws in accordance with the provisions of Section 1 of Article XI;

- (iv) All proposed amendments to the Articles of Incorporation in accordance with the provisions of Section 2 of Article XI; and.
 - (v) Certain other limited matters only as specifically authorized by provisions of these Bylaws or the Board.
- b. Each Affiliate Member shall have votes in proportion to the number of duly registered Players with Cal South as per the Cal South Registration System as of November 1 of the current fiscal year. Each Affiliate Member shall have one (1) vote for each three hundred and seventy-five (375) Players, or fraction thereof, but in no case shall an Affiliate Member's number of votes exceed eight (8). Notwithstanding the above, Affiliate Members that are Competitive Leagues will be entitled to one (1) vote.
- c. Each Affiliate Member shall designate Delegates to attend the AGM or any Special Members' Meeting in a number equal to or less than the number of votes it is allowed to cast at such meeting. Each Delegate must be a voting officer (i.e., president, chair, vice president, secretary or treasurer) or director of the Affiliate Member that has satisfied the credential requirements of the Nominations, Elections and Credentials Committee. All votes of the Affiliate Member may be cast by any of its Delegates present at the time of the vote, even if not all Delegates are present.
- d. Only Affiliate Members in Good Standing and credentialed to vote (or, as the case may be, their delegate(s)) will be eligible to vote on any matter set before the voting members, whether by electronic ballot or at a meeting of the members (including the AGM). The credential procedure will be distributed to the Affiliate Members and posted on the Cal South website (www.calsouth.com) not less than forty-five (45) days prior to both the AGM and the Election Date.
- e. In addition to its Delegates, an Affiliate Member may send observers to attend the AGM in a number no greater than the votes it is entitled to cast. Observers may not vote, but shall have the same right to speak as Nonvoting Members.
- f. Each Director of Cal South in office as of 11:59 p.m. the day prior to any Members' meeting or the Balloting Date shall be entitled to vote at that Members' meeting or in the Annual Election, respectively, and shall be entitled to cast one (1) vote on any matter set before the Members for a vote. Newly elected directors will take office during the next AGM following discussion of new business
- g. Voting by proxy is not permitted.

Section 8. Conduct of Business

- a. All business of the AGM, including procedures, discussions and debates, shall be conducted in accordance with these Bylaws, Rules and Regulations, and Rosenberg's Rules of Order. In the event of any conflict between the Bylaws, on the one hand, and the Rules and Regulations or Rosenberg's Rules of Order, on the other hand, the Bylaws shall prevail. In the event of any conflict between the Rules and Regulations and Rosenberg's Rules of Order, the Rules and Regulations shall prevail.
- b. The order in which business shall be normally conducted during each AGM shall be as follows:
- (i) Call to Order
 - (ii) Roll Call
 - (iii) Credentials Report
 - (iv) Review of Minutes from the previous AGM
 - (v) Acceptance of Minutes of the previous AGM

- (vi) Written Reports:
 - (A) President
 - (B) Executive Vice President
 - (C) Vice President of Youth
 - (D) Vice President of Adults
 - (E) Treasurer
 - (F) Secretary
 - (G) District Commissioners
 - (H) Chief Executive Officer
- (vii) Written Committee Reports
- (viii) Unfinished Business
- (ix) Proposals of amendments to the Articles of Incorporation, Bylaws, or Rules and Regulations
- (x) New Business
- (xi) New directors take office
- (xii) Good of the Game
- (xiii) Adjournment

Section 9. Election of Officers

- a. Elections for Officers and District Commissioners shall be held each year by ballot including electronic ballots. Ballots returned or completed to the Corporation after 5 p.m. Pacific Time on the "Election Date" will be deemed invalid and will not be counted.
- b. The President and Secretary are to be elected in the Annual Election in even numbered years, and the Executive Vice President and Treasurer are to be elected in the Annual Election in odd numbered years by Affiliate Members in Good Standing.
- c. In the Annual Election in odd numbered years, the Youth Affiliate Members in Good Standing will elect a Vice President of Youth.
- d. In the Annual Election in even numbered years the Adult Affiliate Members in Good Standing will elect a Vice President of Adults.
- e. The terms of individuals elected in the Annual Election to serve in the Officer positions shall commence at the AGM as set forth above to hold said office until the expiration of the term for which elected. The term of office of an Officer shall be the latter of two (2) years or until their successor is duly elected and qualified. A Director shall not exceed six (6) terms in any one office in total; (not counting terms of office commenced prior to February 13, 2011).

Section 10. Nomination of Officers

- a. The Board shall accept nominations for the offices of President, Executive Vice President, Secretary, and Treasurer between ninety (90) and fifty (50) days before the Election Date. Any Affiliate Member in Good Standing or any Director may nominate individuals for these offices.

- b. Any Youth Council Member in Good Standing or any Director may nominate individuals for Vice President of Youth, and any Adult Council Member in Good Standing or any Director may nominate any individual for Vice President of Adults. Nominations for Vice President of Youth and for Vice President of Adults shall be made between ninety (90) and fifty (50) days before the day of the Election Date.
- c. All Nominees for Officer positions must be received by the Board no less than fifty (50) days before the day of the Election Date. All nominees must have primary residence and reside within the Boundaries.
- d. Any nominee may refuse the nomination or request removal of his/her name from the ballot.

Section 11. Annual Election and Voting Procedures

- a. The Nominations, Elections and Credentials Committee shall cause a ballot to be mailed, or a URL to an online ballot to be emailed, to the President of each eligible Affiliate Member and to each Director not later than ten (10) days prior to each Election Date for the election of Officers and District Commissioner (pursuant to Article IX, section 2b) to be elected in that year.
- b. For the election of Officers, each Affiliate Member shall have the number of votes provided in section 7.c. of this Article V. Each Affiliate Member shall have one (1) vote for the election of its District Commissioner.
- c. All ballots shall be cast electronically or returned by mail to the Cal South Corporate Office in care of the Nominations, Elections and Credentials Committee not later than 5 p.m. Pacific Time on the Election Date. Electronic voting shall only be permitted if the Corporation has placed in effect reasonable measures to verify that the sender is the President of the Affiliate Member or the Director purporting to cast the ballot, and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

The Nominations, Elections and Credentials Committee shall count properly returned ballots and electronic ballots and certify the results to the Board. The Nominations, Elections and Credentials Committee shall submit to the Secretary, to be kept in the official records of the Corporation, the certified results together with all ballots representing the election of each Officer and District Commissioner.

- d. All ballots shall remain confidential to the extent permitted by law.
- e. The Nominations, Elections and Credentials Committee shall act as the Inspector of Elections pursuant to Section 5615 of the Nonprofit Law with regard to any vote by mailed or electronic ballot. In carrying out its duties as Inspector of Elections, the Members of the Nominations, Elections and Credentials Committee shall:
 - (i) Determine the number of Members outstanding and the Voting Power of each, receive ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all Members.
 - (ii) Perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three or more Members of the Nominations, Elections and Credentials Committee serving as inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or

- certificate made by the inspectors of election is prima facie evidence of the facts stated therein.
- (iii) Destroy all ballots cast thirty (30) days after the close of balloting.

Section 12. Youth and Adult Councils

In addition to the voting rights set forth in Section 9 of this Article, the Youth and Adult Councils may make recommendations to the Board with respect to Youth and Adult soccer, respectively.

Section 13. Record Date

For purposes of establishing the Affiliate Members entitled to vote on any action properly set before the Membership, the Board may, in advance, fix a record date. The record date so fixed shall be no more than sixty (60) days before the Balloting Date (in the case of the Annual Election) or the AGM.

ARTICLE VI. DIRECTORS

Section 1. Powers and Duties

- a. Subject to the provisions of the Nonprofit Law, any limitations in the Corporation's Articles of Incorporation and the Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under direction of the Board. The Board shall promulgate, implement, and publish Rules and Regulations, Standard Operating Procedures and Policy Guidelines pursuant to which the operations and purposes of Cal South will be accomplished.
- b. It is the obligation of each Director to perform his or her duties 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. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a Member of any committee of the Board on which a Director may serve.
- c. It shall be the duty of the Directors to:
 - (i) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
 - (ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
 - (iii) Meet at such times and places as required by these Bylaws; and
 - (iv) Register their addresses, phone and facsimile numbers, and e-mail addresses with the Secretary. Notices of meetings delivered, telephoned or telegraphed to them at such addresses shall be valid notices thereof. Notices of meetings delivered by facsimile, e-mail or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the Director has given his or her consent to receive notice by such means.

Section 2. Numbers and Qualification

- a. The number of authorized Directors shall be equal to the sum of the number of Districts plus the number of Officers as set forth in Section 1.a. of Article VIII. Not included among the Directors are Assistant Officers, as may be elected or appointed pursuant to Section 1.b. of Article VIII.

- b. All Directors, Officers and subordinate Officers must pass a background check (according to such criteria as shall be set forth from time to time by the Nominations, Elections and Credentials Committee) prior to taking such office. In the event that a Director, Officer or subordinate Officer takes office prior to completion of his or her background check, that Director, Officer or subordinate Officer shall be removed from office immediately upon receipt of a background check that fails to satisfy the minimum requirements established by the Board and the Nominations, Elections and Credentials Committee.

Section 3. Composition of the Board

- a. The Board shall consist of the following:
 - (i) President
 - (ii) Executive Vice President
 - (iii) Vice President of Youth
 - (iv) Vice President of Adults
 - (v) Treasurer
 - (vi) Secretary
 - (vii) A District Commissioner representing each District

- b. The Chief Executive Officer (CEO) shall be a nonvoting member of the Board.

Section 4. Vacancies

- a. Vacancies on the Board may be filled by the vote of a majority of the remaining Directors (though less than a quorum, or by a sole remaining Director), or, at the discretion of the Board, by a vote of the Members, whether by written ballot or at a Special Members' Meeting called for that purpose.

- b. A vacancy or vacancies shall be deemed to exist in the case of death, resignation, change of residency outside of the Boundaries, removal or disqualification of any Director, or, if the Board by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, if the authorized number of Directors is increased, or if the Members fail, at the AGM, to elect the required number of Directors to be voted for at that meeting, or if a Director fails a background check.

- c. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation becomes effective.

- d. No reduction in the number of authorized Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

- e. The term of any person elected to fill a vacancy pursuant to this Section shall be the duration of the term of the vacated office.

Section 5. Removal of Directors

Any or all of the Directors may be removed without cause if approved by the vote of two-thirds (2/3) of the Voting Power; provided, however, that if Members may cumulate their votes for the purposes of electing Directors, no Director may be removed (unless the entire Board is removed) if the votes cast against removal, or not consenting in writing to the removal, would be sufficient to elect the Director if voted cumulatively at an election at which the same total number of votes were cast (or, if the action is taken by written ballot, all of the Voting Power was voted) and the entire number of Directors authorized at the time of the Director's most recent election were then being elected.

Section 6. Regular and Annual Meetings

- a. Regular meetings of the Board shall be held no less frequently than every other month. A regular meeting of the newly elected Directors shall be held immediately following the adjournment of the AGM at which those Directors commenced their terms of office, which meeting shall be the Annual Board Meeting ("ABM").
- b. Any Director may participate in a meeting, and any meeting of the Board may be held, by conference telephone, video screen or other electronic transmission, provided the requirements specified below are met. A Director who participates in a meeting by such means shall be considered present in person for that meeting.
 - (i) In the case of a meeting held by conference telephone or video screen, all Directors participating in the meeting are able to hear one another.
 - (ii) In the case of other electronic transmission,
 - (A) Each Director participating in the meeting can communicate with all other Members concurrently, and
 - (B) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Board.

Section 7. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, Executive Vice President, the Secretary, or by any two (2) Directors.

Section 8. Place and Time of Meetings

Meetings of the Board shall be held within or outside the Boundaries at such place and time designated by the Board.

Section 9. Notice of Meetings

- a. Notices of Board meetings are valid if made to Directors by:
 - (i) Personal delivery of a written notice;
 - (ii) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the Director;

- (iii) Electronic mail (email); or
- (iv) Other electronic means,

provided, however, that notice may only be provided by facsimile, e-mail or other electronic means to a Director who has given his or her consent to receive notice by such means and if a record capable of retention, retrieval and review of such notice is recorded.

- b. Notice of regular Board meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all Directors. Otherwise, notice of regular meetings of the Board shall be valid if made no less than fourteen (14) days prior to the date of the meeting. Notice of special meetings of the Board shall be valid if made at least forty-eight (48) hours prior to the date and time of the meeting except for notice by mail which is not valid unless made four (4) days prior to the date of the meetings.
- c. All notices of Board meetings shall be given or sent to the Director's address, telephone number, fax number or e-mail address as shown on the Corporation's records.
- d. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 10. Contents of Notice

Notice of Board meetings not herein dispensed with shall specify the place (if other than the Corporation's principal office), day and hour of the meeting. The general purpose of any special meeting of the Board must be stated in the notice of that meeting, and no business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

Section 11. Waiver of Notice and Consent to Holding Meetings

- a. Notice of a meeting of the Board need not be given to any Director who:
 - (i) Either before or after the meeting signs:
 - (A) A waiver of notice,
 - (B) A written consent to the holding of the meeting, or
 - (C) An approval of the minutes of the meeting, or
 - (ii) Attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.
- b. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Quorum for Meetings

- a. A majority of the Directors then in office shall constitute a quorum for the transaction of any business except adjournment.
- b. The action of a majority of Directors at a meeting where there is a quorum shall be a valid corporate act (subject to the more stringent provisions of these Bylaws or the Nonprofit Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between the Corporation and any other corporations that have common Directors, (iii) creation of an appointment to committees of the Board, and (iv) indemnification of Directors.)
- c. If, during a meeting at which a quorum was initially present, some Directors leave rendering the meeting without a quorum, the Board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of Directors required to take action if a quorum were present.
- d. Except as otherwise provided in these Bylaws (including, without limitation, subsection c. of this Section), in the Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present.
- e. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 13. Action Without Meeting

- a. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively (i.e., in one or more identically worded documents) consent in writing or electronic transmission (pursuant to subsection b., below) to such action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an Interested Person shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- b. Written consent may be made via:
 - (i) Facsimile telecommunication or e-mail when such transmission is directed to the facsimile number or e-mail address, respectively, that the Corporation has provided from time-to-time to Directors for sending communications to the Corporation;
 - (ii) Posting on an electronic message board or network that Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting; or
 - (iii) Other means of electronic communication;

as to which the Corporation has placed in effect reasonable measures to verify that the sender is the Director purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 14. Conduct of Business

All business conducted at every meeting of the Board, including procedures, discussions and debate, shall be conducted in accordance with these Bylaws, Rules and Regulations of Cal South and Rosenberg's Rules of Order. In the event of any conflict between the Bylaws, on the one hand, and the Rules and Regulations or Rosenberg's Rules of Order, on the other hand, the Bylaws shall prevail. In the event of any conflict between the Rules and Regulations and Rosenberg's Rules of Order, the Rules and Regulations shall prevail.

Section 15. Order of Business

The order in which business shall be normally conducted during each meeting of the Board shall be as follows:

- a. Call the meeting to order
- b. Introduction of visitors
- c. Review and approval of minutes of the previous meeting
- d. Business conducted pursuant to Agenda
- e. Adjournment

Section 16. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49) percent of the Directors may be Interested Persons. An "Interested Person" is:

- a. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months excluding any reasonable compensation paid to a Director as Director. For purposes of this definition, compensation means payment as a full or part-time employee, an Officer, a contractor, a vendor or otherwise.
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 17. Self-Dealing

The Corporation shall not enter into any contract or transaction with any (1) Director, (2) Officer of the Corporation, or (3) corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are Directors, or have a material financial interest, or in which any of these parties would be directly or indirectly interested, unless:

- a. The material facts regarding that Director's or Officer's financial interest in such contract or transaction, or regarding such common Directorship, Officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all Members of the Board, prior to consideration by the Board of such contract or transaction; and
- b. Such contract or transaction is authorized in good faith by a vote of the majority of the Directors then in office without counting the votes of the Director who has an interest in the transaction;
- c. Before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

- d. At the time the transaction is entered into (i) the transaction is fair and reasonable to the Corporation and (ii) the Corporation entered into it for its own benefit.

Section 18. Transactions With Entities With Mutual Directors

The Corporation shall not engage in transactions with any other corporation, association or entity in which a Director is also a Director unless:

- a. The material facts as to the transaction and as to such Director's other Directorship are fully disclosed or known to the Board and the Board authorizes, approved or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director or Directors; or
- b. As to contracts or transactions not approved as provided in subsection a. of this Section, the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

Section 19. Compensation

Directors shall serve without compensation, although they shall be allowed reimbursement of expenses incurred in the performance of their regular duties as specified in Section 1.c. of this Article. Directors may be compensated for rendering services to the Corporation in any capacity other than Director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 16 and 17 of this Article.

Section 20. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 21. Insurance for Corporate Agents

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such.

Section 22. Indemnification by Corporation of Directors, Officers, Employees and Agents

- a. Subject to the required findings to be made pursuant to subsection e. of this Section, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, the Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Section 5233 of the Nonprofit Law (incorporated, in part, into Section 17 of this Article) or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

- b. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by subsection e. of this Section was made in the manner provided for in that Section; and
 - (ii) Upon application, the court in which the action was brought has determined that, in view of all of the circumstances of the case, the agent should be entitled to indemnification 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.
- c. To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Section, 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 claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of subsections b. and e. of this Section shall determine whether the agent is entitled to indemnification.
- d. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the 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,
- e. The indemnification granted to an agent in subsections a. through c. of this Section is conditioned on the following:
 - (i) The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the 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 person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
 - (ii) The determination that the agent did act in a manner complying with subdivision (i), above, shall be made by:
 - (A) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - (B) The court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the Corporation opposes the application by the agent, attorney, or other person.
- f. Expenses incurred in defending any proceeding may be advanced by the 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 Section 22. However, no indemnification or advance shall be made under this Section in any circumstance when it appears:

- (i) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Members, 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
 - (ii) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- g. Nothing contained in this Section 22 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section 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 of the Corporation as defined in subsection e.(i) of this Section. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.
- h. For purposes of this Section 22, the following terms shall have the meanings ascribed:
- (i) "Agent" means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise;
 - (ii) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
 - (iii) "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

ARTICLE VII. COMMITTEES

Section 1. Designation and Authority

- a. The Board may, by resolution adopted by a majority of the authorized number of Directors, designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. The Board may designate one (1) or more Directors as alternate Members of the committee, who may replace any absent Member at any meeting of the committee.
- b. The Board may, by resolution adopted by a majority of the authorized number of Directors, dissolve any committee, revoke, amend or modify the powers of any committee or revoke, amend or modify the purpose of any committee.

Section 2. Executive Committee

Notwithstanding Section 1 of this Article, there shall be an Executive Committee that may exercise the authority in the management and affairs of the Corporation when the Board is not in session. The Executive Committee shall consist of the President, Executive Vice President, Vice President of Youth, Vice President of Adults, Secretary, Treasurer, and one (1) District Commissioner to be elected by the Board to serve on the Executive Committee. The CEO shall serve as a nonvoting Member of the Executive Committee.

Section 3. Standing Committees

In addition to any committees of the Board created pursuant to Sections 1 and 2 of this Article, the Corporation shall have the following standing committees of the Board:

- a. Protest, Appeals and Discipline (PAD);
- b. Finance;
- c. Risk Management;
- d. Personnel; and
- e. Nominations, Elections and Credentials Committee.

Section 4. Audit Committee

- a. If the Corporation is required to register with the Office of the Attorney General, in any fiscal year in which the Corporation has gross revenues of \$2 million or more, the Corporation shall have an audit committee. Notwithstanding the other provisions of this Article, the audit committee shall have the following duties and composition:
- b. It shall be the duty of the audit committee to:
 - (i) Recommend to the Board the retention and termination of the independent auditor;
 - (ii) Confer with the auditor to satisfy the committee Members that the financial affairs of the charitable organization are in order;
 - (iii) Review and determine whether to accept the audit; and
 - (iv) Approve performance of any non-audit services to be provided by the auditing firm.

In addition, the audit committee may negotiate the compensation of the auditor on behalf of the Board;

- c. The audit committee shall be composed of at least one person. Audit committee Members need not be Directors. In addition, the composition of the audit committee shall be restricted as follows:
 - (i) Unless they are volunteers and not staff of the Corporation, its President and Chief Financial Officer (Treasurer), as well as the Corporation's Chief Executive Officer, any paid staff, and anyone who does business or has any financial interest in any entity that does business with the nonprofit may not be on the audit committee.
 - (ii) If the Corporation has a finance committee, its Members must comprise less than fifty percent (50%) of the audit committee and the chair of the finance committee may not serve on the audit committee.
- d. Audit Committee Members may receive no more compensation than Directors receive for their service to the Corporation as Directors.

Section 5. Advisory Committees

- a. At the discretion of the Board, the corporation may have Advisory Committees as described in subsection b. of this Section. In addition, the Corporation may have such additional Advisory Committees as may from time to time be designated by the President or by resolution of the Board, with such purposes and composition as determined by the President or Board.
- b. The standing Advisory Committees are as follows:
 - (i) Bylaws Rules and Regulations;
 - (ii) State Referee;
 - (iii) Technical Coaching;
 - (iv) State Cup; and
 - (v) Tournament.

Section 6. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board and its Members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt Rules and Regulations pertaining to the conduct of meetings of committees to the extent that such Rules and Regulations are not inconsistent with the provisions of these Bylaws.

Section 7. Limitation on Authority of Committees

The following powers are reserved to the Board as a whole and may not be delegated to any committees thereof:

- a. The filling of vacancies on the Board or on any committee that has the authority of the Board;
- b. The appointment of committees of the Board or the Members thereof;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- g. The approval of any action for which the Nonprofit Law requires approval of Members or approval of a majority of all Members regardless whether the Corporation has Members; and
- h. The approval of any transaction to which the Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the Nonprofit Law and Section 17 of Article VI.

ARTICLE VIII. OFFICERS

Section 1. Officers

- a. The Officers of the Corporation are the President, Executive Vice President, Vice President of Youth, Vice President of Adults, Secretary and Treasurer. Each Officer must have primary residence and reside within the Boundaries. An Officer of Cal South may not simultaneously serve as an officer of any Affiliate Member or Special Member. If elected to the Board, any person who is an officer of any Affiliate Member or Special Member must resign that office prior to being qualified for and to assuming the office of the Corporation to which he or she was elected.
- b. The Corporation may also have, at the discretion of the Board, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, a Parliamentarian and such other subordinate Officers as may be appointed in accordance with the provisions of Section 2 of this Article.

Section 2. Subordinate Officers

- a. The outgoing President shall hold the subordinate Officer position of "Immediate Past President" and fill that office for a term of not less than one (1) year.
- b. The President may annually appoint, with the approval of the Board, such other subordinate Officers to designated positions, as the operations of the Corporation may require. Each individual appointed to such subordinate Officer position shall hold said office for such period, have such authority, and perform such duties as are provided in these Bylaws or in applicable resolutions of the Board.
- c. A subordinate Officer, including the "Immediate Past President," shall not be voting Members of the Board. This rule shall not apply to individuals who are duly elected to the Board in another office or as a District Commissioner.

Section 3. President

The President shall:

- a. Preside at all meetings of the Board and of the Members;
- b. Oversee, direct and supervise the Officers and Directors;
- c. Subject to the control of the Board, generally supervise, direct and control the business and operations of the Corporation;
- d. Be an ex-officio Member of all of the standing committees of the Board and chair the executive committee;
- e. Have the general powers and duties of management usually vested in the office of President of a corporation, and such other powers and duties as may from time to time be prescribed by the Board;

- f. Keep complete and accurate documentation of all activities of the President, and submit a copy of such documentation to the Secretary which shall be deemed a part of the official records of the Corporation; and
- g. The President shall tender all such documentation and records to the successor President immediately upon leaving office.

Section 4. Executive Vice President

- a. In the absence or disability of the President, the Executive 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.
- b. The Executive Vice President shall evaluate all discipline matters under the jurisdiction of the Board and make the determination of whether the Board or the Protest, Appeals, and Discipline Committee shall adjudicate the matter.
- c. The Executive Vice President shall have such powers and perform such other duties as, from time to time, may be prescribed for the Executive Vice President by the Board or by these Bylaws.
- d. The Executive Vice President shall keep complete and accurate documentation of all the activities of the Executive Vice President, and submit a copy of such documentation to the Secretary, which shall be deemed a part of the official records of the Corporation.
- e. The Executive Vice President shall tender all such documents and records to the successor Executive Vice President immediately upon leaving office.

Section 5. Vice President of Youth

- a. The Vice President of Youth shall be Chairman of the Youth Council and responsible for promoting the interest of Youth soccer within the Association.
- b. The Vice President of Youth shall represent Cal South in an official capacity at United States Soccer Federation meetings and other meetings regarding Youth soccer of other organizations.
- c. The Vice President of Youth may conduct meetings of the Youth Council as appropriate.
- d. The Vice President of Youth shall have such other powers and perform such other duties, as from time to time may be prescribed by the Board.
- e. The Vice President of Youth shall keep complete and accurate documentation of all the activities of the Vice President of Youth, and submit a copy of such documentation to the Secretary which shall be deemed a part of the official records of the Corporation.
- f. The Vice President of Youth shall tender all such documents and records to the successor Vice President of Youth immediately upon leaving office.
- g. In the absence or disability of the President and the Executive Vice President, the Vice President of Youth 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.

Section 6. Vice President of Adults

- a. The Vice President of Adults shall be Chairman of the Adult Council and responsible for promoting the interest of Adult soccer within the Association.
- b. The Vice President of Adults shall represent Cal South in an official capacity at United States Soccer Federation meetings and other meetings regarding Adult soccer of other organizations.
- c. The Vice President of Adults may conduct meetings of the Adult Council as appropriate.
- d. The Vice President of Adults shall have such other powers and perform such other duties, as from time to time may be prescribed by the Board.
- e. The Vice President of Adults shall keep complete and accurate documentation of all the activities of the Vice President of Adults, and submit a copy of such documentation to the Secretary, which shall be deemed a part of the official records of the Corporation.
- f. The Vice President of Adults shall tender all such documents and records to the successor Vice President of Adults immediately upon leaving office.
- g. In the absence or disability of the President, the Executive Vice President and the Vice President of Youth, the Vice President of Adults 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.

Section 7. Secretary

The Secretary shall:

- a. Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
- b. Keep, or cause to be kept, at the principal office of the Corporation or at such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the Board and committee meetings; the actions taken and decisions made by the Board at that meeting, including the votes for, against and in abstention of each such action or decision, and may include how each Director voted on such action or decision.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the Corporation.
- e. Exhibit at all reasonable time to any Director, or to his or her agent or attorney, on request therefor, these Bylaws as amended to date, the Articles of Incorporation as amended to date, the minutes of the proceedings of the Directors, and the Corporation's applications for tax exemption.

- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 8. Treasurer

The Treasurer shall:

- a. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with applicable Generally Accepted Accounting Principles.
- b. Prepare, or cause to be prepared, and disseminate to the Directors, monthly financial statements and such other financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.
- c. Assist the Corporation in establishing a proposed annual budget.
- d. Exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefor, the books of account of the Corporation.
- e. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, and (2) disburse, or cause to be disbursed, the Corporation's funds as the Board may order.
- f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
- i. Provide, or cause to be provided, to the public, all filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service and all other tax regulation and charitable solicitation regulation authorities, or by statute.
- j. If required by the Board, give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

Section 9. Chief Executive Officer

- a. In addition to the Officers, as listed in Section 1 of this Article, the Corporation may have a Chief Executive Officer (or CEO). Subject to the control of the Board, the CEO shall generally supervise, direct and control the Corporation's activities and affairs.
- b. The CEO shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board.
- c. The CEO shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.
- d. The CEO shall attend all meetings of the Board and of the Executive Committee unless excused by the President.
- e. The CEO shall have no right to vote.

Section 10. Compensation

The salaries, if any, of the Officers shall be fixed from time to time by resolution of the Board. The salary received by any Officer shall be reasonable and given in return for services actually rendered to the Corporation that relate to the performance of the charitable or public purposes of the Corporation. No Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director; provided, however, that such compensation paid a Director for serving as an Officer shall only be allowed if permitted under the provisions of Article VI of these Bylaws.

ARTICLE IX. DISTRICT COMMISSIONERS

Section 1. District Commissioner

- a. Each District shall elect a District Commissioner to represent that District on the Board. The District Commissioner shall be thoroughly familiar with and advise all Members within that District with respect to questions or issues and interpretations of the Bylaws, Rules and Regulations, Risk Management Policy, and Protest, Appeal and Disciplinary Policy of Cal South, and every additional program provided by Cal South.
- b. In no event shall a District Commissioner simultaneously hold a position as an Officer on the Board or as an Officer of any Affiliate Member or Special Member. Any person elected to be a District Commissioner who then concurrently serves as an Officer of the Board, an Affiliate Member or a Special Member shall immediately resign one of the positions and may not serve in either post until he or she does resign from one of them.
- c. Each District Commissioner must have primary residence and reside within the Boundaries.

Section 2. Election of District Commissioners

- a. District Commissioners shall be elected by the eligible Affiliate Members of each District to serve for a term of two (2) years.
- b. District Commissioners shall be elected in alternate years. The even numbered Districts (2, 4, and 6) shall elect their respective District Commissioners for terms beginning in even numbered years, and the odd numbered Districts (1, 3, 5, and 7) shall elect their respective District Commissioners for terms beginning in odd numbered years.
- c. Election of District Commissioners shall be conducted each year as part of the Annual Election as set forth in Article V, Section 9.

Section 3. Nominations

Requests for nominations for District Commissioner shall be mailed or emailed, as determined by the Nominations, Elections and Credentials Committee, to each eligible Affiliate Member in Good Standing. Each Affiliate Member within each District may, by certified majority vote of the Board of Directors of the Affiliate Member, nominate up to two (2) candidates for the position of District Commissioner for their respective District. Such certified nominees shall be submitted no less than fifty (50) days prior to the Balloting Date.

Section 4. Removal and Resignation

Any Affiliate Member of a District may request a special meeting or hearing for the removal of their District Commissioner at any time. A District Commissioner may be removed without cause by a majority vote of the eligible Affiliate Members of the District and upon the approval of a majority of the Board.

Any District Commissioner may resign at any time by giving written notice to the Board or the President or to the Secretary. Any such resignation shall take effect on the date of the receipt of such written notice or at any later time specified therein, and unless otherwise specified therein, the acceptance shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in the office of a District Commissioner because of death, resignation, change of residency outside of the Boundaries, removal, disqualification or any other cause, shall be filled by the Board, which shall appoint a District Commissioner to fill the vacancy. The newly appointed District Commissioner shall serve out the remainder of the unexpired term of the outgoing District Commissioner who has vacated the office.

Section 6. Powers of District Commissioners

- a. Subject to the control of the Board, each District Commissioner shall, represent his or her respective District and shall administer and have oversight over said District to guide each Member of that District.
- b. Within any District, a District Commissioner may designate assistants to aid him or her in the performance of his or her duties. A designated assistant to a District Commissioner may represent the District at meetings of the Board in a nonvoting capacity in the event of the District

Commissioner's absence. Each District Commissioner shall submit the name and address of his or her designated assistant to the Secretary.

Section 7. Duties and Responsibilities of District Commissioners

Subject to the control of the Board, the duties of a District Commissioner shall include, but not be limited to the following:

- a. Each District Commissioner shall be thoroughly familiar with the Bylaws, Rules and Regulations, Risk Management Policy, and Protest, Appeal and Disciplinary Policy of Cal South, and shall be thoroughly familiar with the insurance program and each program provided by Cal South for the benefit of all Members of whatever class. Whenever there is doubt and uncertainty regarding any program or benefit, a ruling shall be obtained from the President.
- b. Each District Commissioner shall submit a written report to the Secretary regarding all activities within his or her District not later than thirty (30) days prior to the AGM.
- c. Each District Commissioner, or his or her designated Assistant District Commissioner (in a non-voting capacity), shall attend each meeting of the Board. Attendance of an Assistant District Commissioner at a meeting of the Board shall NOT constitute presence of the District Commissioner for purposes of establishing a quorum.
- d. Each District Commissioner, or his or her designated Assistant District Commissioner, when invited, shall use best efforts to attend the annual meeting of each Affiliate Member within the District who grants an invitation, and shall serve as an advisor to each Affiliate Member.
- e. Each District Commissioner shall attend Affiliate Member meetings and meetings of the Board of each Affiliate Member as frequently as possible, especially when invited to any such meeting.
- f. Each District Commissioner shall keep complete and accurate documentation of all activities during his term in office, which shall be deemed part of the official records of the Corporation. Each District Commissioner shall tender all such documents and records to the successor District Commissioner and shall assist the elected successor District Commissioner in assuming the duties of the office.
- g. Each District Commissioner shall submit to the Secretary, to be kept in the official records of the Corporation, a true and correct copy of all documentation relating to all activities during his term in office.
- h. Each District Commissioner shall have the authority to suspend and hold hearings pursuant to the Cal South policy manual.

ARTICLE X. CORPORATION RECORDS AND REPORTS

Section 1. Maintenance of Governing Documents

The Corporation shall keep at its principal executive office the original or copy of the Governing Documents, as amended to date, which shall be open to inspection by all Members at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Books and Records

The Corporation shall keep at its principal executive office the original or copy of all the Corporation's accounts, books and records of its business and properties, as provided for in Section 6320 of the Nonprofit Law, which shall be open to inspection by the Members of the Corporation, from time to time and in the manner provided in Sections 6334 and 6330, respectively, of the Nonprofit Law and as set forth below.

Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4. Members' Inspection Rights

- a. Unless the Corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:
 - (i) Inspect and copy the records containing Members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested;
 - (ii) Obtain from the Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.
- b. The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method if reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the Membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
- c. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section, it may deny the Member access to the Membership list.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 6. Certification by Secretary

The Secretary shall furnish, upon written request by any Member, a certified copy of any of the Governing Documents, as amended or otherwise altered to date.

Section 7. Corporate Contracts and Instruments; How Executed

The Board, except as limited by the Bylaws, or as otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the

Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit, or to render it liable to any purpose or to any amount.

Section 8. Annual Report

The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors and Members of the Corporation, which report shall contain the following information in appropriate detail:

- a. A balance sheet as of the end of the fiscal year, an income statement, and a statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized Officer that they were prepared without audit from the Corporation's books and records;
- b. A statement of the place where the names and addresses of current Members are located; and
- c. Any information required by Section 9 of this Article.

The Corporation shall annually notify each Member of the Member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this Bylaw, on written request by a Member, the Board shall promptly cause the most recent annual report to be sent to the requesting Member.

Section 9. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all Directors and Members, or as a separate document if no annual report is issued, the Corporation shall, within one hundred and twenty (120) days after the end of the Corporation's fiscal year, annually prepare and furnish to each Director a statement of any transactions or indemnifications of the following kind:

- a. Any transaction (1) to which the Corporation, or its parent or subsidiary, was a party, (2) in which an Interested Person had a direct or indirect material financial interest, and (3) which involved more than \$50,000 or was one of several transactions with the same Interested Person involving, in the aggregate, more than \$50,000. For these purposes, an Interested Person includes Interested Persons as that term is defined in Article I of these Bylaws and, in addition, any holder of more than ten percent (10%) of the Voting Power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of Interested Persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interest person is a partner, only the interest of the partnership need be stated.

- b. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director pursuant to 5238 of the Nonprofit Law (dealing with indemnification of corporate agents, incorporated into Section 22 of Article VI of these Bylaws).

ARTICLE XI. AMENDMENT TO BYLAWS

Section 1. Amendment of Bylaws

- a. Subject to any provision of law applicable to the amendment of bylaws of a California nonprofit

public benefit corporation, these Bylaws, or any of them, may be altered, amended or repealed, and new Bylaws adopted by approval of:

- (i) Three-fourths (3/4) of the Directors then in office; or
 - (ii) Three-fourths (3/4) of the Voting Power represented and voting.
- b. Subject to the Members' right under these Bylaws and the limitations set forth below, the Board may adopt, amend or repeal Bylaws unless doing so would materially and adversely affect the Members', or a class or classes of Members' rights, as to voting, dissolution, redemption or transfer. The Board may not extend a Director's term beyond that for which the Director was elected.
- c. The Board may not, without the Members' approval, specify or change any Bylaw that would:
- (i) Fix or change the minimum or maximum number of Directors;
 - (ii) Fix or change the authorized number of Directors; or
 - (iii) Change from a fixed number of Directors to a variable number of Directors or vice versa.
- d. Without the approval of the Members, the Board may not adopt, amend or repeal any Bylaw that would:
- (i) Allow any Director to hold office by designation or selection rather than by election of the Members;
 - (ii) Extend or increase a Directors' term of office;
 - (iii) Increase the quorum for Members' meeting;
 - (iv) Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - (v) Authorize cumulative voting.
- e. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the votes of three-fourths (3/4) of the Members present and voting; provided, however, that any such adoption, amendment, or repeal also requires approval by three-fourths (3/4) of the Members of a voting class present and voting if that action would:
- (i) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
 - (ii) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
 - (iii) Increase or decrease the number of Memberships authorized for that class;
 - (iv) Increase the number of Memberships authorized for another class;
 - (v) Effect an exchange, reclassification, or cancellation of all or part of the Memberships of that class; or
 - (vi) Authorize a new class of Members.

- f. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.
- g. Any vote of the Members to approve an amendment to the Bylaws shall be held at the AGM, a Special Members' Meeting held for that purpose, by ballot, or by unanimous written consent.
- h. Any Member may make a proposal to amend the Bylaws. Any such proposed amendment shall be submitted in writing to the President or Secretary not less than ninety (90) days prior to the AGM or at the time Members call for a Special Members' Meeting pursuant to Section 3 of Article V. Any and all amendments proposed by Members for presentation and vote by the Affiliate Members shall be sent in writing to each Affiliate Member and the Directors by President, Executive Vice President, Secretary or Assistant Secretary not less than forty-five (45) days in advance of the AGM or as prescribed by Section 3 of Article V in the event of a Special Members' Meeting called for the purpose of amending the Bylaws.
- i. Any Director or any committee of the Corporation (whether a committee of the Board or an Advisory Committee) may make a proposal to amend the Bylaws. Any such proposed amendment shall be submitted in writing to the President or Secretary no less than thirty (30) days prior to the ABM, or any regular or special meeting of the Board, at which said amendment will be voted on.

Section 2. Amendment of Articles

- a. Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the Voting Power represented and voting.
- b. Notwithstanding subsection a. of this Section, the Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first Directors nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the Nonprofit Law.

Section 3. Records of Amendments

Whenever an amendment to these Bylaws is adopted, it shall be inserted in the Minute Book with the original Bylaws and all prior amendments in the appropriate place by the Secretary.

ARTICLE XII. MISCELLANEOUS

Section 1. Discrimination

The Corporation shall not discriminate against any individual on the basis of sex, race, color, ancestry, religious creed, national origin, physical disability (including HIV and AIDS), mental disability, medical condition, age, marital status or sexual orientation.

Section 2. Abuse Policies

The Corporation shall adopt and maintain policies prohibiting sexual and physical abuse, retaliation and harassment because of sex, race, color, ancestry, religious creed, national origin, physical disability

(including HIV and AIDS), mental disability, medical condition, age, marital status or sexual orientation, or other abuse, retaliation or harassment prohibited by USSF.

Section 3. Amateur Sports Act

The Corporation shall comply with the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. Section 220501 et seq.), to the extent applicable.

Section 4. Suspension Upon Being Charged with Certain Crimes

Any person participating in any Cal South program, or in any program of any Affiliate Member or Nonvoting Member of Cal South, who is charged by a competent local, state or federal authority with a crime of moral turpitude or any felony, shall be suspended from participating in all ways in any and all such programs. A person so suspended will have the right to request lifting the suspension at such time as the charge is dismissed or when he or she is acquitted of the charges.

Section 5. Appeals Procedures

The Corporation shall provide equitable and prompt hearing and appeals procedures to guarantee the rights of individuals to participate and compete.

Section 6. Tax Exempt Status

The Corporation shall act to maintain its tax-exempt status under Section 501(c)(3) and other applicable Sections of the Internal Revenue Code and Section 23701(d) of California Revenue and Taxation Code.

Section 7. Corporate Seal

The Corporation's seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California".

Section 8. Employees

Full-time employees of Cal South shall not hold any office, or represent an Affiliate or Special Member, in any capacity.

Section 9. Fiscal Year

The Corporation's fiscal year shall correspond with its Seasonal Year and begins on September 1 of each year and ends on August 31 of the following year.

Section 10. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, 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 a business entity, such as a corporation, and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE XIII. USSF REGULATIONS

Section 1. Governance

Cal South shall be an affiliated branch of, and operate under the authority of, The United States Soccer Federation (USSF).

Section 2. Compliance & Preemption

As a State Association Member of USSF, Cal South shall act to be in compliance with all USSF Bylaws, policies, rules, regulations and requirements applicable to State Association Members. Cal South will use its best efforts to cause all its Members to comply with the USSF Rules. Cal South shall not join any organization which has requirements that conflict with the USSF Rules. To the extent allowed by applicable federal and state law, the USSF Rules shall preempt and supersede the Governing Documents. Likewise, if there is a material conflict between the USSF Rules and any decision of the Board, Officers, District Commissioners or Members, then the USSF Rules shall prevail to the extent allowed by law. Where the Governing Documents are silent on an issue, the applicable provisions of the USSF Rules shall apply.

Document Revision Log

Document Revision Log						
Revision	Date Published	BRPC Approval	Date	BOD/Member Approval	Approval Date	Description
R1 V1 011115	01/11/2015	Luca Pacelli Jack Larkin Humberto Jara Mark Flahan Steve Marquez	12/05/14	BOD Meeting	01/11/15	1. Changes related to: 1.1. Decoupling AGM from Elections 1.2. Allowing Electronic Voting 1.3. Format changes 2. Article I 2.1. Sections: 1, 3. Article IV 3.1. Section 5 4. Article V 4.1. Sections; 5, 7, 8, 9,10,11, 12 5. Article VI 5.1. Section 6 6. Article IX 6.1. Section: 2, 3, 4
R2 V1 041018	05/04/18	Luca Pacelli Jack Larkin Humberto Jara Mark Flahan Roy Carlson	04/10/18	1. Member Vote 2. BOD Approval	1. 04/10/18 2. TBD	1. Article V Section 6 Amended by Vote of the Membership 1.1. Set new Quorum minimum to 33% of the Weighted Membership Voting Power.

