

BYLAWS
of

Valley Center Pauma Youth Sport Organization
a California nonprofit public benefit corporation
EIN# 20-1182991

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BYLAWS
Of
Valley Center Pauma Youth Sports Organization
A California nonprofit public benefit corporation

ARTICLE 1

NAME

1.1 Corporate Name. The name of this corporation is Valley Center Pauma Youth Sports Organization.

ARTICLE 2

OFFICES

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

2.2 Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE 3

PURPOSE

3.1 General Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for charitable purposes.

3.2 Specific Purpose. The specific purpose of the Corporation shall include without limitation, promoting youth soccer and providing an opportunity for all interested youths in the area to participate in a soccer program.

ARTICLE 4

LIMITATIONS

4.1 Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office. The Board may participate in local initiatives, propositions and/or items that have a direct correlation to Article 3 of these bylaws. Participation shall have a unanimous Board vote to support said items.

4.2 Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5

DEDICATION OF ASSETS

5.1 Property Dedicated to nonprofit Purposes. The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Director or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

5.2 Distribution of Assets upon Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 6

MEMBERSHIP

6.1 Members. The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

6.2 Associates. Any person who actively participates in the Corporation's activities shall be referred to as an "associate." These associates shall have no voting rights in the Corporation, and are not "members" of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law. The Board may, from time to time, adopt policies and procedures for the admission of associates.

6.3 Removal of Associates. Should the Board find the conduct of any associate (whether player, parent, coach, assistant coach, official, or officer) detrimental to the best interests of the Corporation or of soccer, the Board may take such action as it deems reasonable, applicable, and appropriate, including but not limited to, suspension from and removal from the Corporation and Corporation activities. Such action shall require the vote of a majority of the directors then serving. The Board may, from time to time, adopt policies and procedures for the removal of associates.

- (a) Associates shall sign an agreement of membership as defined in Article 6. Such agreements are defined in appendix A.
- (b) Immediate suspension of an associate may be done by the Commissioner for just cause.
 - (i) Investigation into the actions of the Associate and suspension will be conducted by at least one (1) Board member. Additional investigator(s) may be assigned as necessary.

- (ii) Appeal of the suspension may be requested by the Associate after seven (7) days. The Board will rule on a final disposition of the Associate at that time.
- (iii) Any appeals will be heard at the next full Board meeting or special meeting,
- (iv) The seven (7) day appeal may be postponed until sufficient time has been allocated for a thorough investigation. At the time of the completed investigation, the Associate will be given a seven (7) day notice of right to appeal.
- (v) Any disciplinary action will adhere to Article 9.1 of these bylaws and/or referred to the Cal South Protest, Appeals and Disciplinary Committee and/or to the Presidio League for further disposition.

ARTICLE 7

DIRECTORS

7.1 Powers. Subject to the limitations of the Articles and these Bylaws, California Nonprofit Corporation Law and any other applicable laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is here by expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To conduct, manage and control the affairs and activities of the Corporation, and to make such rules and regulations there for not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

7.2 Number of Directors. The number of directors to serve on the board of directors shall be no less than Five (5) and not more than Fifteen (15). The exact number shall be fixed, within these limits, by resolution of the board of directors.

7.3 Selection and Term of Office.

- (a) Each year, the Board shall collect nominations to fill the board of Directors positions for the following fiscal term. These nominations may be submitted no earlier than 30 days before the annual Board meeting. At the annual meeting the Directors shall hold an election to fill the positions of Directors.
- (b) Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or appointed and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. The Board Term shall run from the annual board meeting in which the position is filled until the term has been completed and the next annual board meeting is held.. The Board may arrange for terms to be staggered or amend the length of a term if deemed necessary.

7.4 Interested Persons. Not more than forty-nine percent (49%) of the persons serving on the Board at any time maybe interested persons. For purposes of this Section 7.4, an interested person is:

- (a) Any person being compensated by the Corporation for services rendered to it within the previous

twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or

Any violation of the provisions of this Section 7.4 shall not affect the validity or enforceability of any transaction entered in to by the Corporation.

7.5 Resignation and Vacancies.

- (a) Subject to the provisions of Section 5226 of the Law, any director may resign effective upon giving written notice to the Commissioner, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.
- (b) Voting vacancies on the Board shall be appointed by the remaining current Directors at the next regular or special meeting of the Board. Non-voting Board members will be appointed at the earliest convenience. Each director so selected shall hold office until the expiration of the term of the replaced director and until successor has been duly elected.
- (b) A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any director or an increase in the authorized number of directors.
- (c) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court to have breached any arising under Sections 5230 through 5238 of the Law. Any Director maybe removed with cause by a majority of the directors the in office, at any regular or special meeting of the Board, or without cause by a majority of all Members.

Article 8

Meetings

8.1 Place of Meetings. Meetings of the Board of Directors shall be held at any place within or outside the State of California designated by the Board or the Commissioner. In the absence of any such designation, meetings shall be held at the principal office of the Corporation.

8.2 Regular Meetings. Each year, the Board shall hold an annual meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget, and transaction of other business. The primary meeting is sometimes referred to in these Bylaws as the “annual meeting” shall be held within 30 days of the close of the regular soccer season. Other meeting(s) should be held as needed to conduct league business. Meetings of the Board may be held at such time and place as the Board may need from time to time by resolution. Those persons specified in Section 6.2, above, shall be entitled to attend the annual meeting, but shall not be entitled to vote.

8.3 Special Meetings. Special meetings of Members may be called at any time by the Board, the Commissioner, or 5 percent or more of the Members.

8.4 Notice of Meetings.

- (a) Whenever Directors are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than seventy two(72) hours or more than thirty(30) days before the date of the meeting to each Director entitled to notice thereof; and

- (1) In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or
 - (2) In the case of the annual meeting, those matters which the Board, at the time of the notification of the notice, intends to present for action, but, subject to the provisions of applicable law, any proper matter maybe presented at the meeting for such action.
- (b) The notice of any meeting at which the directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to Directors.
- (c) Notice of a meeting shall be given either personally, by mail, by e-mail, posted on the League website or by other means of written communication. Notifications will be addressed to a Director at the address of such Director appearing on the books of the Corporation or given by the Director to the Corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located or by publication on the Club website. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.
- (d) Agendas for meetings shall be posted no less than 72 hours from the meeting date on the League website. Meeting agenda items will be conducted in accordance to Article 7.13.

8.5 Quorum. A majority of the voting power shall constitute a quorum at any meeting of Directors. If a quorum is present, the affirmative vote of the majority of the voting power entitle to vote and voting on any matter shall be the act of the Board, unless the vote of a greater number is required by law, by the Articles or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors form the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

8.6 Adjourned Meetings and Notice Thereof. Any meeting, whether or not a quorum is present, maybe adjourned from time to time by the vote of a majority of the Directors present, but in the absence of a quorum (except as provided in Section 3.10) no other business may be transacted at such meeting. It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted there at, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any meeting is adjourned for more than forty-five (45) days' notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether annual or special.

8.7 Action without Meeting. Subject to Section 5513 of the Law, any action which, under any provision of the Law, may be taken at any regular or special meeting of Directors, may be taken without a meeting if the Corporation distributes a written communication to every Director entitled to vote on the matter. Such ballot shall set forth the proposed action provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to communicate their vote in writing to the Corporation. Approval by written communication pursuant to this Section shall be valid only when the number of votes cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting. This section allows for action to be conducted via e-mail.

8.8 Conduct of Meeting. The Commissioner shall preside as Chairman at all meetings of the Board. The Chairman shall conduct each such meeting in a businesslike and fair manner and shall follow Robert's Rules of Order, Revised, where they are applicable and not inconsistent with the Law or these Bylaws. The

Chairman shall have all of the powers usually vested in the Chairman of a meeting of Board. Without limiting the generality of the foregoing, the Chairman's rulings on procedural matters shall be conclusive and binding on all Directors, unless at the time of a ruling a request for a vote is made to the Directors entitled to vote and present at the meeting, in which case the decision of a majority of such Directors shall be conclusive and binding on all Directors.

8.9 Participation in Meetings by Conference Telephone or group e-mail. Directors may participate in a meeting of the Board, or a committee meeting, through use of a conference telephone, email or similar communications equipment, so long as all directors participating in such meeting can hear one another or respond by voce or in an e-mail.

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

8.11 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

8.12 Meeting Minutes. Meeting minutes shall be kept for each posted meeting. Minutes for the previous meeting will be approved at the next posted Board meeting. Rosters of attendees will be kept on file with agendas and approved minutes. Approved minutes will be posted on the League website.

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

8.14 Executive Committee.

- (a) Subject to the provisions of Section 7.19, the Board may, by resolution adopted by a majority of the number of directors then in office, establish an executive committee consisting of such number of directors as may be determined by the Board which, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. The executive committee shall also have the power of general supervision, management, and control of the business of the Corporation and over its several officers.
- (b) Appointments to the executive committee shall be by a majority vote of the directors then in office. A majority of all the members of the executive committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the executive committee at any time, either with or without cause and to fill vacancies; provided that all appointments to the executive committee shall be by a majority vote of the directors then in office. The compensation, if any, of each member of the executive committee shall be as prescribed from time to time by the Board. Any action which under the provisions of the Law may be taken at a meeting of the executive committee may be taken without a meeting if authorized by a writing signed by all members of the executive committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Corporation.

8.15 Standing or Special Committees.

- (a) The term "standing committee" or "special committee" shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such standing or special committee, and meetings of standing or special committees may be called by the Board or the chairman of the standing or special committee.
- (b) In the event that the Board determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees in addition to the executive committee, the Board may from time to time establish one or more such committees. The establishment of a standing or special committee shall be in effect by a resolution of the Board approved by the vote of the majority of the directors then in office, which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two or more Standing or Special committee Directors and shall be presided over by a Director elected by the Board.
- (c) Committees referred to herein (Article 7.20) may be disbanded, dissolved or removed by majority vote of the Board of Directors.

8.16 Limitations upon Committees of the Board. No committee of the Board, including any executive committee, shall have any of the authority of the Board with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (b) The fixing of compensation of the directors for serving on the Board or on any committee which has the authority of the Board;
- (c) The amend mentor repeal of Bylaws or the adoption of new Bylaws;
- (d) The amend mentor repeal of any resolution of the Board which by its express terms is not so amendable or repeal able;
- (e) The appointment of other committees of the Board or the members there of if such committee will have the authority of the Board;
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (g) The approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the directors then in office (without counting the vote of any interested director) at the next meeting of the Board.

8.17 Advisory Commissions. The Board, the Executive Committee or the Commissioner may from time to time appoint such advisory commissions as deemed appropriate, consisting of Director(s) or persons who are not directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chairman of each such advisory commission, and meetings of advisory commissions may be called by the Board, the executive committee, the Commissioner or the chairman of the advisory commission.

8.18 Fees and Compensation.

- (a) Directors and members of committees or commissions may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.
- (a) Not with standing Section 7.21(a), this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of any such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation. Subject to the provisions of Section 7.4, nothing contained in this Section 7.21 shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation there for.

8.19 Standing Rules. Prior to June 1st of each year the Board shall promulgate rules and procedures ("Standing Rules") for selecting teams, registration, and coaching policy.

ARTICLE 9

OFFICERS

9.1 Officers. The officers of the Corporation shall be a President (Commissioner), a Vice President, a Secretary, a Treasurer, who shall all be duly elected directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President.

9.2 Election. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 8.5, shall have 2 year terms, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. There shall be no limit of terms served.

9.3 Staff Positions. The Commissioner may appoint directors or non-directors to fill from one to five or more staff positions, with such authority and responsibilities as the Board may from time to time determine. Such appointed persons shall attend Board meetings, but only those *who* are also duly elected directors shall be entitled to vote at such Board meetings.

9.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

9.6 President (Commissioner). The President, referred to in these Bylaws as the "Commissioner," is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Corporation. The Commissioner shall preside at all meetings of the Board. The Commissioner has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board, including the responsibility and authority to conduct the business of the organization within the framework of these Bylaws. The Commissioner shall serve as an ex-officio member of all of the Corporation's committees except the involvement of Nominations. The Commissioner shall represent the Corporation in dealings with the Leagues, or appoint a designee in his place.

9.7 Vice President. The Vice President, if any, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the board of directors

or the President may prescribe.

9.8 Secretary. In the absence or disability of the President and Vice President, the Secretary shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice there of given, the names of those present at Board, and committee meetings, and the proceedings there of. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall also keep an associate membership register, showing the names of the Associates and their addresses. The Secretary shall give, or cause to be given, notice of all meetings of, the Board, and any committees there of required by law or by these Bylaws to be given, shall keep these records of the Corporation in safe custody, shall handle the Corporation's correspondence, and shall have such other powers and perform such other duties as may be prescribed by the Board.

9.8 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall prepare an annual budget which shall include a schedule of registration fees and which shall be submitted to the Board, for its approval, prior to spring registration of players, and shall prepare the annual report as required for presentation at the Annual Board Meeting. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer may appoint an Assistant Treasure. The Assistant Treasurer will have voting rights by proxy in the absence of the Treasurer.

9.9 Director of Competitive (DOC). The DOC shall be responsible for coaching operation, strategic planning, coach management/evaluation. The position is also responsible for creating and implementing the coach development, education and evaluation aspects of VCYS. The DOC is a voting member. (a) An Assistant DOC may be appointed to assist the DOC. The Assistant DOC will have voting rights by proxy in the absence of the DOC

9.10 Director of Risk Management. The Director of Risk Management shall be responsible for ensure compliance with all mandated training, certification or education set forth from any related governing body. The Director of Risk Management will also ensure league liability insurance is enforce through the governing body or independently. Any risk discovered through periodic inspections or reporting shall be acted on immediately.

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

9.12 Organizational chart. See appendix A for organization chart

ARTICLE 10

OTHER PROVISIONS

10.1 Protest, Appeal and Disciplinary Hearing Procedures. The Board of Directors shall establish Protest, Appeal, any Disciplinary Hearing procedures that shall be consistent with Cal South rules and regulations, and that

shall apply to all Directors and Associates. Appeals and discipline will be conducted in accordance to Article 6.3 of these by laws.

10.2 Endorsement of Checks and Documents; Contracts. All Contracts, notes, or the residence of indebtedness, issued in the name of or payable to the Corporation shall be signed or endorsed in the manner determined in writing by the Board. Unless there is, written Board resolution to the contrary in effect, two (2) of the three (3) officers must sign all contracts or agreements for services voted on by the Board of Directors. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement there of executed or entered into between the Corporation and any other person, when signed by both the Commissioner, and the Secretary or the Treasurer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contractor engagement, to pledge its credit, to incur any indebtedness for the Corporation, or to render it liable for any purpose or amount.

10.3 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the Law shall govern the construction of these Bylaws.

10.4 Amendments. The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger portion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized on at a duly called and held meeting for which written notice of such meeting, setting for the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws.

10.5 Maintenance of Certain Records. The accounting books, records, minutes of proceedings of the Board, and the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection by any Director, pursuant to Sections 6330 of the Law.

10.6 Annual Report. The Board shall cause an annual report to be furnished to the directors at the annual meeting and in no event later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report and the other Treasurer's accounts shall be examined annually by the Board of Directors. The annual report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the calendar year;
- (b) The principal changes in assets and liabilities, including trust funds, during the calendar year;
- (c) The venue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the calendar year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the calendar year; and

- (e) Any information required by Section 10.7 of these Bylaws.

10.7 Annual Statement of Certain Transactions and Indemnifications.

- (a) The Corporation shall furnish to its Directors a statement of any covered transaction or indemnifications described below, if such covered transaction or indemnification took place at the “annual” board meeting. Such annual statement shall be affixed to and sent with the annual report described in Section 10.6 of these Bylaws. A covered transaction under this Section 6.7 is a transaction in which the Corporation was a party, and in which any director or officer of the Corporation had a director in direct material financial interest (excluding a mere common directorship).
- (b) The statement required by this Section shall describe briefly:
 - (1) Any covered transaction (including compensation of directors and officers) during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same directors or officers had a director in direct material financial interest and which transactions in the aggregate involve more than \$50,000;
 - (2) Any results of an annual audit. This audit shall be completed prior to the “annual” board meeting and presented as the “annual statement”.
 - (3) The names of the directors or officers involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the Corporation.

ARTICLE 11

INDEMNIFICATION

11.1 Terms. For purposes of this Article 10, the following terms shall have the meanings ascribed:

- (a) “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;
- (b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) “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.

11.2 Actions Brought by Persons Other than the Corporation. 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 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,

finances, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.3 Actions Brought by or on Behalf of the Corporation. 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:

- (a) The determination of good faith conduct required by subsection e. of this Section was made in the manner provided for in that Section; and
- (b) 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.

11.4 Successful Defense by Agent. 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 this Section shall determine whether the agent is entitled to indemnification.

11.5 Claims and Suits Awarded Against Agent. 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. Any monetary awards received by the Agent shall be distributed to the Corporation to cover any and all costs borne by the Corporation in the Agent's defense. Distributions shall not exceed the Corporation actual costs. This shall not apply if the Corporation is reimbursed independently via court order.

11.6 Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in subsections (a) through (c) of this Section is conditioned on the following:

- (a) 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 nolocontendere, 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.
- (b) The determination that the agent did act in a manner complying with subdivision (a), above, shall be made by:
 - (i) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - (ii) 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.

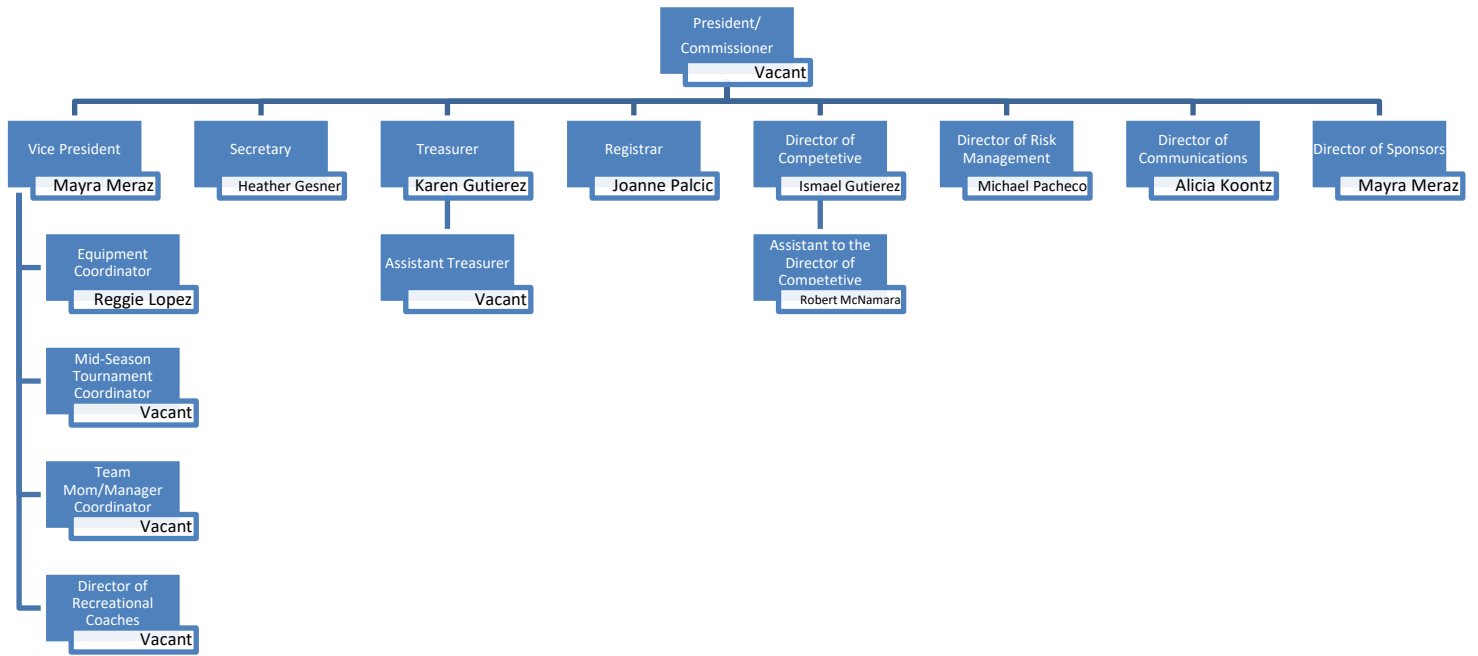
11.7 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation

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 Article 10. However, no indemnification or advance shall be made under this Article in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.8 Contractual Rights of Non-Directors and Non-Officers. Nothing contained in this Article 10 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. Nothing contained in this Article 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.

APPENDIX A



APPENDIX B

Insert Coaching agreement