



BYLAWS

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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)

INTRODUCTION

California State Soccer Association - South, (referred to herein as “Cal South” and “the corporation”) was organized as a Nonprofit Public Benefit Corporation under the General Nonprofit Corporation Law of the State of California. As stated in Article III of the corporation’s Articles of Incorporation, the specific and primary purposes of Cal South is to promote, sanction and provide public educational soccer programs for both amateurs and youth. These Bylaws govern the operations of the corporation and its management and the relationship between the corporation and its management and the relationship between the corporation and its members as they work to achieve the purposes of the corporation.

ARTICLE I. AFFILIATION

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

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 cause all its members to comply with the USSF Bylaws, policies, rules, regulations and requirements. Cal South shall not join any organization which has membership requirements that conflict with the USSF articles of incorporation, Bylaws, policies, and requirements.

Section 3. Preemption

To the extent allowed by applicable federal and state law, the articles of incorporation, Bylaws, policies, rules, regulations and requirements of USSF shall preempt and supersede Cal South’s own Articles of Incorporation, Bylaws and its Rules and Regulations (collectively, referred to herein as its “Governing Documents”) and the decisions of the corporation’s Board of Directors, its officers, District Commissioners and its members, when there is a material conflict. Where the corporation’s Governing Documents are silent on an issue, the applicable provisions of the USSF governing documents shall be applied.

Section 4. Reporting

Pursuant to the reporting policies and requirements of USSF applicable to State Association Members, Cal South shall do all of the following:

- (1) Submit to USSF copies of the corporation's current Governing Documents on an annual basis;
- (2) Submit to USSF any amendment to the corporation's Governing Documents, not later than ninety (90) days after its adoption; and
- (3) Submit to USSF its most current annual reports and financial statements not later than ninety (90) days after the start of the USSF seasonal year.
- (4) Register with USSF, at least once each seasonal year, the names and addresses of its players, coaches, and team and organizational administrators.
- (5) Pay any fees due to USSF by the deadline any said fees are required to be paid.
- (6) Allow USSF, upon request, to review its Governing Documents, records, programs and procedures, at least once every four (4) years for the purpose of determining compliance with USSF Bylaws.

Section 5. Seasonal Year

The seasonal year of Cal South shall be determined by the USSF.

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.

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 corporation's Board of Directors. The Board of Directors shall 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 by the Board of Directors.

ARTICLE III. OFFICES

Section 1. Principle Offices

The Board of Directors shall fix the location of the principal executive office of the corporation any place within the geographical borders of Cal South's operations.

Section 2. Branch Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE IV. MEMBERSHIP

Section 1. Membership Classification

The corporation shall have multiple membership classes as follows: (1) Associate Members, (2) League Members, (3) Partner Members and (4) Special Members. Additional membership classes may be added at the suggestion of the Board of Directors, from time to time, upon approval by a majority vote of the League Members.

Section 2. Associate Members

Anyone who actively participates in the activities of Cal South shall be classified as an Associate Member. The corporation shall make available Associate Membership in the corporation to all soccer players, coaches, trainers, managers, administrators, parents/guardians of players and officials not subject to suspension under USSF Bylaw 241, Section 4. Associate Members shall not have an individual right to vote on any matter.

Section 3. League Members

Each affiliated individual league or club organized for operation as a youth and/or amateur soccer organization in any District shall be classified as a League Member. The corporation shall make available membership in any League Member of the corporation to all soccer players, coaches, trainers, managers, administrators, parents/guardians of players and officials not subject to suspension under USSF Bylaw 241, Section 4. League Members in good standing shall have the right to vote in the manner described in Section 7 of this Article IV.

Section 4. Partner Members

Any business, entity or organization which, by agreement with the Board of Directors, actively supports and/or sponsors the activities of Cal South through the donation of goods, services or money shall be classified as a Partner Member. Partner Members shall not have the right to vote on any matter.

Section 5. Special Members

Any organization operating within the geographical boundaries of Cal South which, as part of its curriculum or program, uses the game of soccer as a recreational or teaching tool for its participants may make application to the Board of Directors for a limited non-competitive affiliation with Cal South. Upon approval of the application by the Board of Directors, such organization shall be designated as a Special Member with limited rights and benefits. Special Members shall not have the right to vote on any matter.

Section 6. Sanction or Removal of a Member

Should the Board of Directors find the conduct of any 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 of Directors 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 of Directors.

Section 7. Voting By League Members

Each League Member in good standing of this corporation shall be entitled to vote as follows:

- (a) League Members may elect the District Commissioner of their District to represent their District as a voting member of the Board of Directors, in accordance with the provisions of Article X.
- (b) League Members may elect the officers of the corporation, in accordance with the provisions of Section 4 of Article VII.
- (c) League Members may vote on proposed amendments to the Bylaws in accordance with the provisions of Section 1 of Article XII.
- (d) League Members may vote on proposed revisions, additions or amendments to the Rules and Regulations when, in the discretion of the Board of Directors, it is deemed necessary or appropriate.
- (e) League Members may vote on the creation of new membership classes in accordance with the provisions of Section 1 of Article IV.
- (f) League Members may vote on certain other limited matters only as specifically authorized by provisions of these Bylaws or the Board of Directors.

Each League Member shall have votes in proportion to the number of duly registered players with Cal South as per the Cal South Registration Information System (CORIS) in the first week of November of the current seasonal year. Each League Member shall have one (1) vote for each 375 players, or fraction thereof, but in no case shall a League Member's number of votes exceed eight (8).

League Members may cast its entitled vote(s) at the AGM only if credentialed to do so. The credential procedure will be distributed to the member leagues and posted on the website not less than 45 days prior to the AGM.

League Members may have delegates at the AGM equal to the number of votes it is allowed to cast at the meeting. All votes of the League Member may be cast by any of the delegates present at the time of the vote even if not all of its representatives are present.

Section 8. Voting By Directors

Each Director of this corporation shall be entitled to one vote, as follows:

- (a) Directors may elect the officers of the corporation at the Cal South Annual General Meeting ("AGM"), in accordance with the provisions of Section 4 of Article VII.
- (b) Directors may vote on proposed amendments to the Bylaws in accordance with the provisions of Section 1 of Article XII.
- (c) Directors may vote on proposed revisions, additions or amendments to the Rules and Regulations when, in the discretion of the Board of Directors, it is deemed necessary or appropriate.
- (d) Directors may vote on the creation of new membership classes in accordance with the provisions of Section 1 of Article IV.
- (e) Directors may vote on certain other limited matters only as specifically authorized by provisions of these Bylaws or the Board of Directors.

No proxy vote between directors shall be allowed or accepted.

ARTICLE V. ANNUAL GENERAL MEETING (AGM)

Section 1. Attendance

All members of Cal South, of whatever classification, may attend the AGM.

Section 2. Place of Meeting

The AGM may be held any place within the geographical boundaries of Cal South operations which may be designated by the Board of Directors.

Section 3. Date of Meeting and Notice

The AGM shall be held in the first quarter of each calendar year. The date and time of the AGM shall be determined by the Board of Directors and published to the members by a public notice not less than thirty (30) days prior to the date of the AGM.

Section 4. Conduct of Business

All business of the AGM, including procedures, discussions and debate shall be conducted in accordance with these Bylaws, Rules and Regulations of Cal South and the Rules of Parliamentary Law known as "Robert's Rule of Order" (current edition).

A quorum shall consist of all league members and directors, present and voting.

Section 5. Order of Business

The order in which business shall be normally conducted during each AGM shall be as follows:

1. Call to Order
2. Roll Call
3. Credentials Report
4. Reading of Minutes from the previous AGM
5. Acceptance of Minutes of the previous AGM
6. Reports:
 - (a) President
 - (b) Executive Vice President
 - (c) Vice President of Adults
 - (d) Vice President of Youth
 - (e) Treasurer
 - (f) Secretary
 - (g) District Commissioners
7. Committees
8. Unfinished Business
9. Proposal for amendments to the Constitution, Bylaws, and/or Rules and Regulations
10. Election of Officers
11. New Business
12. Good of the Game
13. Adjournment

Section 6. Nomination of Officers

Any voting league member or director of the corporation may nominate individuals for the officer positions on the Board of Directors, except for the Vice President of Adults and Vice President of Youth positions. Any adult voting league member or director of the corporation may nominate individuals for the Vice President of Adults and any youth voting league member or director of the corporation may nominate any individual for Vice President of Youth. All Nominees for the officer positions on the Board of Directors must be received by the Board of Directors no less than fifty (50) days before the day of the election.

Nominations shall not be received from the floor of the AGM.

Any nominee may refuse the nomination or request removal of his name from the ballot.

Section 7. Voting

The League Members and Directors of the corporation entitled to vote at the AGM and the number of votes each League Member shall be entitled to cast on any matter shall be determined in accordance with the provisions of Section 7 of Article IV.

Section 8. Adult Council

In even numbered years the Adult Council shall elect a Vice President of Adults at the AGM. In odd numbered years the Adult Council shall elect an Assistant Vice President of Adults at the AGM. Nominations shall be as set forth above in Article V, Section 6. Voting shall be as set forth in Article V, Section 7. In the event of a conflict, the Chairman of the Board of Directors shall appoint an individual for the purpose of conducting the election.

The Adult Council shall be composed of representatives of adult leagues, properly credentialed, with voting strength as set forth in Article V, Section 7. The Council may make recommendations to the Board with respect to Adult soccer.

Section 9. Youth Council

In odd numbered years the Youth Council shall elect a Vice President of Youth at the AGM. In even numbered years the Youth Council shall elect an Assistant Vice President of Youth at the AGM. Nomination shall be as set forth above in Article V, Section 6. Voting shall be as set forth in Article V, Section 7. In the event of a conflict, the Chairman of the Board of Directors shall appoint an individual for the purpose of conducting the election.

The Youth Council shall be composed of representatives of youth leagues, properly credentialed, with voting strength as set forth in Article V, Section 7. The Council may make recommendations to the Board with respect to Youth soccer.

ARTICLE VI. SPECIAL MEETING OF THE MEMBERS

Section 1. Board of Directors Request

A special meeting of the members may be called at any time for any purpose by a majority of the Board of Directors.

Section 2. League Member Request

A written request for a special meeting may be made at any time to the President, any Vice President or the

Secretary of the corporation by any League Member. Said request shall specify the business proposed to be transacted and shall be sent by registered mail to the business office of the corporation. The officer receiving such request shall have the power, but not the obligation, to present the request to the Board of Directors for review and discussion.

Section 3. Notice

Notice of the date, time and place of any special meeting of the members shall be given in the same manner as prescribed in Section 3 of Article V. The notice shall also state the general nature of the business to be transacted and/or those matters which the Board of Directors intends to present to the League Members for a vote.

ARTICLE VII. DIRECTORS

Section 1. Powers

Subject to the provisions of applicable 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 of Directors. The Board of Directors shall promulgate, implement, and publish rules and regulations pursuant to which the operations and purposes of Cal South will be accomplished.

Section 2. Numbers and Qualification

The number of positions on the Board of Directors may vary from time to time in accordance with the provisions and limitations of these Bylaws. However, in no instance shall the authorized numbers of positions on the Board of Directors exceed twenty (20).

Section 3. Composition of the Board of Directors

The Board of Directors shall consist of the following:

1. President
2. Executive Vice President
3. Vice President of Adults
4. Vice President of Youth
5. Treasurer
6. Secretary
7. A District Commissioner representing each District.

Section 4. Election and Term of Office

All Directors, except for the District Commissioners, shall be elected by ballot of the League Members at the AGM. The Vice President of Adults and the Vice President of Youth shall be elected by ballot by their respective Council at the AGM. Each District Commissioner shall be elected by the League Members within their respective districts, in accordance with the provisions of Article X.

Those individuals elected at the AGM to serve in the officer positions shall be deemed elected to immediately fill the positions on the Board of Directors upon adjournment of the AGM, to hold said office until the expiration of the term for which elected. The term of office of a Director shall be two (2) years and until their successor is duly elected and qualified.

The election of Directors shall be staggered with the President, Vice President of Adults and Secretary elected

in even numbered years and the Executive Vice President Vice President of Youth and Treasurer elected in odd numbered years.

Section 5. Vacancies

Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director or at a special meeting called for that purpose. A vacancy on the Board of Directors caused by the removal or resignation of a District Commissioner shall be filled in the manner designated in Section 7 of Article X.

A vacancy or vacancies shall be deemed to exist in the case of death, resignation, removal or disqualification of any Director, or, if the Board of Directors 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, or if the authorized number of Directors is increased, or if the League Members fail at the AGM to elect the required number of Directors to be voted for at that meeting.

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

No reduction in the number of directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 6. Removal of Directors

The entire Board of Directors, or any individual Director, may be removed from office as provided in Sections 7220 through 7225 of the California Corporations Code.

Section 7. Meetings

The Board of Directors shall hold an Annual Board Meeting (ABM) and a regular monthly meeting. Special meetings of the Board of Directors may be called as necessary according to the provisions of these Bylaws.

Section 8. Place of Meetings

Meetings of the Board of Directors shall be held within the geographical boundaries of Cal South's operations at any place designated for that purpose.

Section 9. Annual Board Meeting (ABM)

The ABM shall be held immediately following the adjournment of the AGM by the members of the newly constituted Board of Directors.

Section 10. Regular Meetings

Regular meetings of the Board of Directors shall be held on the first weekend of each month or such weekend designated by the Board of Directors.

Section 11. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes, may be called at any time by the Chairman of the Board, or if the Chairman is absent or refuses to act, by the President or by two (2) Directors.

Section 12. Notice of Meetings

Written notice of the time and place of any regular meeting or special meeting of the Board of Directors shall be delivered personally to each Director, communicated by telephone or sent by letter or facsimile, charges prepaid, addressed to each Director at the Director's address as it is shown upon the records of the corporation, or if it is not shown on such records or is not ascertainable, at the place in which the meetings of the Board of Directors are usually held. In the event notice is mailed, it shall be deposited in the United States mail at least forty-eight (48) hours prior to the time of the holding of the meeting. In the event notice is delivered in any other manner provided above, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Each manner of giving notice hereunder shall be deemed legal and personal notice to each Director.

Section 13. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called or noticed, or wherever held, shall be valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed in the records of the corporation by the Secretary.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be signed and filed with the regular minutes of the Board.

Any agreement, instruments, certificate or other document relating to any action taken by unanimous written consent shall state thereon that it is being taken pursuant to a unanimous written consent in lieu of a meeting and that the action so taken is authorized pursuant to the powers granted to the Directors by the Bylaws of the corporation.

Section 15. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the date, time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 12 of this Article VII, to the Directors who were not present at the time of adjournment.

Section 16. Quorum

A majority of the authorized number of Directors, as fixed by the Articles of Incorporation or by these Bylaws, shall constitute a quorum for the transaction of business. The action of a majority of the Directors present at any meeting where there is a quorum shall be a valid corporate act. A meeting at which a quorum is initially present may be continued and the remaining members of the Board may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum of the meeting.

Section 17. Conduct of Business

All business conducted at every meeting of the Board of Directors, including procedures, discussions and

debate shall be conducted in accordance with these Bylaws, Rules and Regulations of Cal South and the Rules of Parliamentary Law known as "Robert's Rule of Order" (current edition).

Section 18. Order of Business

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

1. Call the meeting to order
2. Introduction of visitors
3. Review and approval of minutes of the previous meeting
4. Agenda
5. Review of Agenda
6. Review of Agenda items
7. Establish Agenda priorities
8. Establish or adjust Agenda chronology
9. Business conducted pursuant to Agenda
10. Adjournment

ARTICLE VIII. COMMITTEES

Section 1. Designation and Authority

The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board of Directors. The Board of Directors 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.

Any committee, to the extent provided in the applicable resolution of the Board of Directors, shall have all the authority of the Board of Directors, except with respect to matters or actions which would require consent of the majority of the Board of Directors.

The Board of Directors 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

The Executive Committee shall not be utilized for regular Board of Directors business, and shall only be called into session by request of the Chairman or by two officers of the Corporation for review or examination of special or unique matters. The Executive Committee shall consist of the President, Executive Vice President, Vice President of Adults, Vice President of Youth, Secretary, Treasurer, and one (1) District Commissioner.

Section 3. Standing Committees

Notwithstanding any provision of Section 1 of this Article VIII, the corporation shall have the following standing committees in session at all times: (1) Protest, Appeals and Discipline (PAD); (2) Finance; (3) Risk Management; (4) Tournament; (5) State Cup; (6) Personnel and (7) Sponsorship.

Section 4. Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these Bylaws, Sections 8 (place of meetings), 10 (regular meetings), 11 (special

meetings), 12 (notice of meeting), 13 (waiver of notice), 14 (action without meeting), 15 (adjournment) and 16 (quorum), with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternative members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee which rules are not to be inconsistent with the provisions of these Bylaws.

ARTICLE IX. OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, Executive Vice President, , Vice President of Adults, Vice President of Youth, Secretary and a Treasurer.

The corporation may also have, at the discretion of the Board of Directors, a Chairman 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 3 of this Article IX.

Section 2. Election and Term

The President, Executive Vice President, Secretary, and Treasurer shall be elected by the League Members of this corporation at the AGM. The Vice President of Adults shall be elected by the Adult Council at the AGM. The Vice President of Youth shall be elected by the Youth Council at the AGM. The duration of each officer's tenure of office shall be as provided in Section 4 of Article VII of these Bylaws.

Section 3. Subordinate Officers

The outgoing President shall hold the subordinate officer position of "Past President" and fill that office for a term of not less than one (1) year. The Assistant Vice President of Adults and Assistant Vice President of Youth shall be subordinate officers and will be allowed one (1) vote within their respective Council.

The President may annually appoint, with the approval of the Board of Directors, such 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 of Directors.

A subordinate officer, including the "Past President", shall not sit on the Board of Directors as a voting member. This rule shall not apply to individuals who qualify to vote as a member of the Board of Directors by meeting the requirements of other sections of these Bylaws.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by a two-thirds (2/3) majority of the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or the Chairman, or to the Secretary. Any such resignation shall take effect at 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 in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner provided in Section 5 of Article VII for regular appointments to such office.

Section 6. Chairman of the Board

The President shall act as Chairman of the Board, unless another individual is selected as Chairman of the Board and shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by these Bylaws.

Section 7. President

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business, operations and the officers of the corporation. He shall preside at the AGM and all other meetings of the members of this corporation, and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall be an ex-officio member of all of the standing committees of the Board of Directors, and the executive committee, if any, and shall 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 be prescribed by the Board of Directors or these Bylaws.

The President shall 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 this corporation. The President shall tender all such documentation and records to the successor President immediately upon leaving office.

Section 8. Executive Vice President

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. 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 of Directors or by these Bylaws. The Executive Vice President shall evaluate all discipline matters under the jurisdiction of the Board of Directors and make the determination of whether the Board of Directors or the Protest, Appeals, and Discipline Committee shall adjudicate the matter.

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 this corporation. The Executive Vice President shall tender all such documents and records to the successor Executive Vice President immediately upon leaving office.

Section 9. Vice President of Adults

The Vice President of Adults shall be Chairman of the Adult Council and responsible for promoting the interest of adult soccer within the Association. 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. The Director shall conduct one Adult Council meeting prior to the AGM and such other Meetings of the Adult Council as they may occur. 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 of Directors.

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 this corporation. The Vice President of Adults shall tender all such documents and records to the successor Vice President of Adults immediately upon leaving office.

Section 10. Vice President of Youth

The Vice President of Youth shall be Chairman of the Youth Council and responsible for promoting the interest of youth soccer within the Association. 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. The Director shall conduct one Youth Council meeting prior to the AGM and such other Meetings of the Youth Council as they may occur. 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 of Directors.

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 this corporation. The Vice President of Youth shall tender all such documents and records to the successor Vice President of Youth immediately upon leaving office.

Section 11. Secretary

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

The Secretary shall give, or cause to be given, notice of all meetings of the members of this corporation, and of the Board of Directors, required by these Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

The Secretary shall keep, or cause to be kept, a book or books, containing true and correct copies of all documentation submitted to the Secretary by each of the designated officers in this Article IX, as required by these Bylaws to be kept in the official records of this Corporation, and shall maintain and keep said records of this Corporation in an up-to-date status at all times.

Section 12. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and any other accounts. The books or accounts shall be, at all reasonable times, open to inspection by any Director.

The Treasurer shall (a) prepare financial statements on a monthly basis for the Board of Directors and (b) assist the Board in establishing a proposed budget.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall disburse funds of the corporation, as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of his 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 of Directors or by these Bylaws.

ARTICLE X. DISTRICT COMMISSIONERS

Section 1. District Commissioner

Each District shall elect a District Commissioner to represent that District on the Board of Directors. 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.

In no event shall a District Commissioner simultaneously hold a position as an officer on the Board of Directors, and in the event such a situation arises, said District Commissioner shall immediately resign one of the positions.

Section 2. Election of District Commissioners

One (1) District Commissioner shall be elected by the eligible League Members of each District to serve for a term of two (2) years.

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.

Elections of District Commissioners shall be conducted not later than thirty (30) days prior to the AGM. The term of office for each newly elected District Commissioner shall commence immediately upon the adjournment of the AGM.

Section 3. District Commissioners Election Committee

The Board of Directors shall each year appoint a District Commissioners Election Committee. The purpose of the District Commissioners Election Committee shall be (1) to request, secure and compile a list of qualified and certified nominees for the office of District Commissioner for each District electing its District Commissioner in that given year, and (2) to prepare and mail to each League Member each District's election ballot.

Requests for nominations for District Commissioner shall be mailed to each eligible League Member.

Section 4. Nominations

Each League Member within each District may, by certified majority vote of the board of directors of the League 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 District's properly noticed election of the District Commissioner.

Section 5. Election and Voting Procedures

The District Commissioners Election Committee shall cause to be mailed a secret ballot to each eligible League Member in each District electing a District Commissioner not later than ten (10) days prior to the District's properly noticed election. The secret ballot shall be mailed by Certified Mail, Return Receipt Requested, to each eligible League Member.

Each affiliated League Member shall have one (1) vote.

All secret ballots shall be returned by mail to the District Commissioners Election Committee not later than five (5) days following the date of the respective District's election. The District Commissioners Election Committee shall count said secret ballots and certify the results to the Board of Directors. The District Commissioners Election Committee shall submit to the Secretary, to be kept in the official records of this corporation, the certified results together with all ballots representing the election of each District Commissioner.

Section 6. Removal and Resignation

Any League 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, either with or without cause, by a majority vote of the eligible League Members of the District and upon the approval of a majority of the Board of Directors. The affected District Commissioner shall abstain from voting on the matter.

Any District Commissioner may resign at any time by giving written notice to the Board of Directors or the Chairman 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 7. Vacancies

A vacancy in the office of a District Commissioner because of death, resignation, removal, disqualification or any other cause shall be filled by a special election.

When a sitting District Commissioner has been elected to fill an officer position on the Board of Directors and has chosen to relinquish his position as a District Commissioner, a new District Commissioner shall be elected to fill the vacancy created according to the methods provided herein. The newly elected District Commissioner shall assume office immediately upon certification of the results by the District Commissioners Election Committee.

When a District Commissioner's position is declared vacant, the Executive Committee of this corporation, with approval by the Board of Directors, 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 8. Powers of District Commissioners

The District Commissioners shall, subject to the control of the Board of Directors, represent their respective District and shall administer and have oversight authority over their respective Districts to guide each member of that District.

Within any District, a District Commissioner may designate assistants to aid them in the performance of his duties. A District Commissioner may designate an assistant to represent them at meetings of the Board of Directors, in the event of their absence. Each District Commissioner shall submit a list of assistants to the Secretary of the corporation.

A District Commissioner has the authority to hold hearings and the authority to suspend whenever:

- (a) A League Member has declined to hold said hearing and passes the authority to the District Commissioner
- (b) The reason for or the personnel involved in said hearing does not fall within the jurisdiction of a single League Member; or
- (c) The District Commissioner deems it necessary for alleged violations of Cal South and/or USSF Bylaws and/or Rules and Regulations whenever a League Member does not adjudicate the matter.

The authority to suspend may only be implemented pending a proper hearing, which shall occur within thirty (30) days of the event(s) in question, but only until the Board of Directors of the corporation has had the opportunity to review and ratify such action. The District Commissioner shall, immediately upon implementing a decision to suspend, notify the President and Secretary of the corporation in writing of said action.

Section 9. Duties and Responsibilities of District Commissioners

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

- (a) The 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 Chairman of the Board.
- (b) The District Commissioner shall submit a report to the Secretary regarding all activities within his District not later than thirty (30) days prior to the AGM.
- (c) The District Commissioner, or his appointed assistant, shall attend each meeting of the Board of Directors.
- (d) The District Commissioner, or his appointed assistant, when invited, shall attend the annual meeting of each League Member within the District who grants an invitation and shall serve as an advisor to each League Member.
- (e) The District Commissioner shall attend League Member meetings and meetings of the Board of Directors of each League Member, as frequently as possible, and specifically when invited to any such meeting.
- (f) The 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 this corporation. The 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) The District Commissioner shall submit to the Secretary, to be kept in the official records of this corporation, a true and correct copy of all documentation relating to all activities during his term in office.

ARTICLE XI. CORPORATION RECORDS AND REPORTS

Section 1. Maintenance of Governing Documents

The corporation shall keep at its principle executive office, the original or copy of the corporation's Governing Documents, as amended to date, which shall be open to inspection by all members at all reasonable times during office hours, as provided in Section 7160 of the California Corporation Code.

Section 2. Maintenance and Inspection of Books and Records

The corporation shall keep at its principle 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 8320 of the California Corporations Code, which shall be open to inspection by the Directors and members of this corporation, from time to time and in the manner provided in Sections 8330 through 8338 of the California Corporations Code.

Section 3. Certification by Secretary

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

Section 4. Checks, Drafts, Evidences of Indebtedness

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the corporation shall be signed or endorsed by such persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. Corporate Contracts and Instruments; How Executed

The Board of Directors, 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 of Directors, 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 6. Annual Report

The Board of Directors shall cause an annual report or statement to be prepared and presented to the Board of Directors, and such annual report or statement shall become a part of the permanent records of the business of this corporation. Said annual report or statement shall be prepared thirty (30) days prior to the ABM. The District Commissioners shall cause a copy of said annual report or statement to be provided to all League Member Presidents not later than twenty (20) days prior to the ABM.

Section 7. Financial Audits

The financial accounts of the corporation shall be audited by an independent accounting firm on an annual basis. Such audit shall include a detailed income and expense report which shall be published to each League Member prior to the AGM.

ARTICLE XII. AMENDMENT TO BYLAWS

Section 1. Member Amendment

Any member of the corporation may make a proposal to amend the Bylaws. Any such proposed amendment shall be submitted in writing to the President or Secretary of the corporation not less than ninety (90) days prior to the AGM.

Any and all amendments proposed by members for presentation and vote by the League Members and directors, except for amendments approved and ratified by the Board of Directors according to the provisions of Section 2 of this Article XII, shall be sent in writing to each League Member and directors by an officer of the corporation, not less than forty-five (45) days in advance of the AGM.

Any proposed amendment to the Bylaws submitted pursuant to this section must be approved by a three-quarters (3/4) vote of the League Members and directors present and voting.

No member proposal to amend the Bylaws shall be accepted from the floor of the AGM.

Section 2. Board of Directors Amendment

Subject to the right of the League Members to amend these Bylaws at the AGM, as provided in Section 1 of this Article XII, the Board of Directors may amend these Bylaws: (1) at any ABM, (2) any regular or special meeting of the Board of Directors, or (3) whenever two-thirds (2/3) of said Board of Directors shall deem it

necessary as set forth in a written resolution.

Any Director of the corporation, or any committee duly organized by the Board of Directors, may make a proposal to amend the Bylaws. Any such proposed amendment shall be submitted in writing to the President or Secretary of the corporation not less than ninety (90) days prior to the ABM, or any regular or special meeting of the Board of Directors.

Any proposed amendment to the Bylaws submitted pursuant to the provisions of this section must be approved by a three-quarters (3/4) vote of the Board of Directors.

Section 3. Records of Amendments

Whenever an amendment to these Bylaws is adopted, it shall be inserted in the Book of Bylaws with the original Bylaws in the appropriate place by the Secretary of the corporation.

ARTICLE XIII. MISCELLANEOUS

Section 1. Discrimination

The corporation shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

Section 2. Abuse Policies

The corporation shall adopt and maintain policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USSF (subject to any contrary requirements of federal or state law).

Section 3. Amateur Sports Act

The corporation shall comply with the Amateur Sports Act (36 U.S.C. Section 371 et seq.), to the extent applicable.

Section 4. Interplay

The corporation shall abide by USSF Bylaws, policies, and requirements regarding interplay.

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. Those procedures shall include a provision that all grievances involving the right to participate and compete in activities sponsored by USSF, Cal South and its League Members may be appealed to the USSF Appeals Committee which shall have jurisdiction to approve, modify, or reverse a decision.

Section 6. Tax Exempt Status

The corporation shall act to maintain its tax-exempt status under the applicable provisions of the Internal Revenue Code.

Section 7. Colors

The representative colors of Cal South shall be Blue, Gold and White.

Section 8. 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 9. Employees

Full-time and part-time employees of Cal South shall not hold any office in or represent a League Member in any capacity.

Section 10. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a business entity, such as corporation, and a natural person.

ARTICLE XIV. USSF REGULATIONS

Section 1. USSF Bylaw Requirements

The following provisions are adopted by Cal South as a State Association member of USSF, to be in compliance with USSF bylaw requirements applicable to State Associations:

- (a) The USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of Cal South and members of Cal South to the extent applicable under the laws of the State of California. Cal South and its members will comply with USSF bylaws, policies, and requirements.
- (b) Cal South will
 - (1) Submit to USSF annually copies of Cal South's bylaws and governing documents;
 - (2) Submit to USSF any amendment to the articles of incorporation, bylaws, rules, and regulations not later than 90 days after its adoption; and
 - (3) Provide copies of these governing documents to its members.
- (c) Cal South will submit to USSF its most current annual reports and financial statements within 90 days after the start of the USSF's seasonal year.
- (d) Cal South will register with USSF at least once each seasonal year the names and addresses of its players, coaches, and team and organizational administrators.
- (e) Cal South will pay fees due USSF by the deadline the fees are required to be paid.
- (f) Cal South will comply with the Amateur Sports Act, to the extent applicable.
- (g) Membership in Cal South shall be open to all soccer players, coaches, trainers, managers, administrators and officials not subject to suspension under USSF Bylaw 241, Section 4, and to any amateur or youth soccer organization within its boundaries.

- (h) Membership in any affiliated league of Cal South shall be open to all soccer players, coaches, trainers, managers, administrators and officials not subject to suspension under USSF Bylaw 241, Section 4.
- (i) Cal South will not discriminate against an individual on the basis of race, color, religion, age, sex, or national origin.
- (j) Cal South will not join any organization that has requirements that conflict with USSF's articles of incorporation, bylaws, policies, and requirements.
- (k) Cal South and its members will abide by USSF's bylaws, policies, and requirements on interplay.
- (l) Cal South will provide equitable and prompt hearing and appeals procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by USSF and Cal South and its members may be appealed to USSF's Appeals Committee that shall have jurisdiction to approve, modify, or reverse a decision.
- (m) Cal South shall maintain its tax-exempt status under the Internal Revenue Code.
- (n) Cal South shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USSF (subject to any contrary requirements of California law or local law of California).
- (o) Cal South will allow USSF to review its documents and procedures, on request of USSF at least once every 4 years, to determine compliance with USSF bylaws.

Section 2. Preemption

The provisions of Section 1 of this Article XIV are set forth elsewhere in these Bylaws, with minimal non-substantive changes. Nevertheless, to ensure full compliance with the USSF requirements set forth by that governing body, the provisions are included once again in this Article XIV in an identical form from the corporation's previous set of Bylaws. Where there is a material conflict or discrepancy with the individual provisions set forth throughout other articles, the provisions of this Article XIV shall govern and control.