AYSO NATIONAL BYLAWS 2005 - 2006

AYSO VISION:

To provide world class youth soccer programs that enrich children's lives.

AYSO MISSION:

To develop and deliver youth soccer programs in a fun, family environment based on the AYSO philosophies:

Everyone Plays

Balanced Teams

Open Registration

Positive Coaching

Good Sportsmanship

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NATIONAL BYLAWS OF AMERICAN YOUTH SOCCER ORGANIZATION

ARTICLE I: AYSO PHILOSOPHY AND STRUCTURE

Section 1.01 Philosophy.

The Philosophy of the Organization is to educate and develop young people by encouraging their interest and participation in soccer through its "Everyone Plays," "Open Registration," "Balanced Teams," "Positive Coaching" and "Good Sportsmanship" concepts.

Section 1.02 General Structure.

The Organization shall be divided into such operating divisions as the National Board of Directors (the "Board") may from time to time determine. The present operating divisions are divided by geographical area into sections, with the responsibility for each section being vested in a section director. Each section is divided into areas, with the responsibility for each area being vested in an area director. Each area is divided into regions, with the responsibility for each region being vested in a regional commissioner. The Board shall have the right to determine the number of divisions, including sections, areas and regions and their geographical boundaries (which need not be contiguous).

Section 1.03 Organization Duties and Responsibilities

(a) The responsibilities of the Organization to regions shall be:

(1) To define the geographical boundaries of a region and any boundary disputes between regions.

(2) To provide National Rules & Regulations.

(3) To set up standard regulations pertaining to uniforms.

(4) To provide a source of insurance for liability coverage and accident reimbursement program.

(5) To provide such services and materials for educational purposes and the operation of regions as the executive members determine are necessary and affordable.

(6) To provide guidance in organization and operation of its divisions including regions, areas and sections.

(7) To supervise inter-play between regions, areas and sections.

(8) To provide legal advice when needed.

(9) To provide assistance in developing access to playing fields, including the formation of subsidiary corporations for such purpose consistent with the Organization's nonprofit status.

(10) To provide statements of policy relating to the foregoing areas of responsibility.

(11) To conduct the business of the Organization as a nonprofit corporation.

(b) The Board may grant the right to a region to operate special programs under certain rules and guidelines as may be approved from time to time by the Board. In addition, the Board may, consistent with these Bylaws, and the policies, rules, regulations and philosophies of the Organization, authorize the Organization and any of its divisions to operate, participate in or sponsor, alone or in concert with other organizations, other similar youth development activities, including soccer camps and after-school soccer programs. In approving applications for such activities, the Board must be assured that any such program will not overburden or conflict with the current existing programs and philosophies of AYSO.

Section 1.04 Duties and Responsibilities of a Region

The duties and responsibilities of a region shall be, to the extent permitted by its size and available resources:

(a) To operate and offer a quality youth soccer program in a safe, fun, fair and positive environment that complies in spirit and letter with the Bylaws, policies, rules, regulations and philosophies of the Organization;

(b) To maintain good community relations with the primary objective being youth development and to become involved in other community activities;

(c) To register with the National Support & Training Center all participating players, coaches, referees and, where appropriate, administrators, prior to the commencement of the season;

(d) To assign players and coaches to assure proper balance of teams within each age division within the region or within a reasonable part thereof;

(e) To obtain and maintain safe playing facilities;

(f) To obtain and be accountable for uniforms, balls, goals and other equipment and to use such equipment in a safe manner;

(g) To schedule practices and games;

(h) To recruit and assign volunteer coaches and referees, and train them through clinics and audio/visual programs;

(i) To disseminate information to the participants, their families and the community concerning the region and its programs;

(j) To recognize volunteer efforts;

(k) To hold periodic meetings of the Regional Board and disseminate to the participants, their families and the community appropriate information concerning the operation of the rRegion by the Board;

(l) To publish for the region and the files of the Organization, and make available to the participants and their families at least annually, financial statements of the region and guidelines for the operation of the region approved by the Area

Director and Section Director, or in the absence of such guidelines operate the region in accordance with the Standard Regional Guidelines as are in effect from time to time;

(m) To collect and disburse fees and other moneys for the sound financial organization and operation of the region, to keep and submit to the National Support & Training Center as required, accurate financial records to insure continuation of the tax exempt status of the Organization, to participate in the National Accounting Program, and to pay to the National Support & Training Center prior to the start of each season the National portion of its registration fees and all amounts due with respect to its purchases;

(n) To elect or appoint, at a minimum, a regional commissioner, treasurer, risk manager/safety director, a coach administrator, a referee administrator, a referee administrator and a child and volunteer protection advocate;

(o) To comply with the Soccer Accident Insurance (SAI) plan and to submit insurance claims according to current procedures;

(p) To notify the National Support & Training Center immediately of any threatened or actual claim against a region;

(q) To implement the Organization's National programs available to the region at least once a season;

(r) To cooperate with neighboring regions, and area, section and development personnel, to promote growth, development and cooperation throughout the Organization;

(s) To participate in area, section and National events and programs and;

(t) To cooperate in policies and procedures developed by the Board or the National Support & Training Center with respect to requiring each coach, referee and

other designated volunteers to complete a volunteer form, and with respect to verifying the information obtained, before permitting the coach, referee or such volunteer to participate.

Section 1.05 Pilot Program Regions

(a) The Board may from time to time establish a pilot program region within a geographical area, not in conflict with an existing region.

(b) A regional commissioner for the program will be appointed by the Board. Such pilot regional commissioner for the pilot program shall not become an executive member unless and until the pilot program is chartered as a region.

(c) The pilot program will operate and be subject to the Organization's Bylaws, rules, regulations, policies and philosophies.

(d) The pilot program region shall apply for its charter within five years of inception. Existing pilots shall apply for their charter within five years commencing July 1, 2004. If deemed necessary, a pilot program region may be extended for an indefinite period of time with review by the area director, section director and National Board approval.

Section 1.06 Chartered Regions

The Board shall have sole power to grant a charter to a region when it demonstrates that:

(a) Responsible adults apply for the charter and show a willingness to abide by the Bylaws, rules, regulations, policies and philosophies of the Organization;

(b) The region plans to field a reasonably expected number of teams during its forthcoming season, or has reached a reasonably expected number of players based on the demographics of its geographical location;

(c) No geographic conflict exists with any other region;

(d) The region has maintained financial and administrative stability and fulfilled its financial and other obligations as a pilot region.

Section 1.07 Revocation of Charter or Pilot Status

The Board may reduce a chartered region to pilot status or suspend or revoke the charter or pilot status of any region not in compliance with its duties and responsibilities as defined in Section 1.04 or for noncompliance with these Bylaws or the rules, regulations, policies and philosophies of the Organization.

ARTICLE II: OFFICES

Section 2.01 Principal Office

The Organization's principal office (the "National Support & Training Center") shall be fixed and located in such place as the Board shall determine from time to time.

Section 2.02 Other Offices

Branch or subordinate offices may be established at any time by the National Executive Director at any place or places.

ARTICLE III: MEMBERS

Section 3.01 Categories of Members

There shall be three categories of members: honorary members, executive members and participating members.

Section 3.02 Honorary Members

Honorary membership may be extended by the Board to individuals who have rendered outstanding or extraordinary service on behalf of youth soccer in America. The term, rights, duties and privileges of each honorary member shall be fixed by the Board.

Section 3.03 Executive Members

Executive membership shall be extended to:

(a) All members of the Board as long as they remain on the Board.

(b) All section directors, area directors, special directors, and regional commissioners of chartered regions as long as they hold their respective positions.

No person may hold more than one position within the Organization which is an executive membership position and such memberships shall not be transferable.

Section 3.04 Participating Members

(a) Participating membership shall be extended to:

(1) All youth who exhibit a sincere interest in soccer and who have become registered as a participating player pursuant to the Rules & Regulations of the Organization.

(2) All section and area staff, and all regional administrators, coaches and referees who become registered with the Organization.

(b) The term of each participating member shall be the length of time such participating member is registered with the Organization.

Section 3.05 Right to Vote

(a) Only executive members shall have the right to vote. Each executive member of record shall be entitled to cast one vote at meetings of the executive members. Whenever any corporate action is to be taken by vote of the executive members, it shall, except as otherwise expressly provided by the California Nonprofit Public Benefit Corporation Law (the "Law") or by these Bylaws, be authorized by a majority of votes cast (not counting abstentions) by the executive members.

(b) Nothing in this Section 3.05 shall be construed as limiting the right of the Organization to refer to persons or entities associated with it as "members" even though such persons or entities are not executive members as defined in Section 3.03, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Law or

the foregoing provisions of this Section 3.05, unless such persons or entities shall have qualified for executive membership as set forth above. All references in these Bylaws, or in the Law, to "approval by the members" or "approval by a majority of all members" shall be deemed to apply to the executive members only.

Section 3.06 Regional Registration Fee

Each participating player shall pay a registration fee in such amounts and at such times as shall be determined by the region. These fees shall be sufficient to enable the region to meet its financial obligations, including its financial and other commitments to the Organization.

Section 3.07 Termination of Membership

(a) The Board, or its designee, may expel an executive member for conduct which the Board shall deem inimical to the best interests of the Organization, including, without limitation, violation of any provision of these Bylaws or any of the rules, regulations, policies or philosophies of the Organization.

(b) The Board, or its designee, shall give the executive member who is the subject of the proposed action 15 days prior notice of the proposed expulsion and the reasons therefore. The executive member may submit orally or in a written statement to the Board, or its designee, a response regarding the proposed action not less than five days before the effective date of the proposed expulsion. Prior to the effective date of the proposed action, the Board, or a designee authorized to decide that the proposed expulsion not take place, shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion.

(c) The procedures contained in subparagraph (b) above shall only apply to the termination of an executive member's rights as a member under the Law. The

Board, or its designee, may, without notice or hearing, suspend any or all operational powers or authority that an executive member may have by virtue of holding a position described in ARTICLE VII for a period not to exceed 90 days. In addition, this Section 3.07 does not govern the expulsion or suspension of a participating member. Each region may adopt its own standards and procedures for suspension or expulsion of a participating member consistent herewith.

Section 3.08 Place of Meetings
Meetings of the entire executive membership shall be held at any place designated by the Board.

Section 3.09 Annual Meetings
The annual meeting of all executive members of the Organization shall be held within 45 days of the end of each fiscal year but preferably before the end of each fiscal year. Directors shall be elected at the NAGM and any other proper business may be transacted at the NAGM.

Section 3.10 Special Meetings
Special meetings of the executive membership shall be held as may be determined necessary by the Board or at the request of one-third of the executive members. In addition, regular or special meetings of executive members within any particular division of the Organization shall be held as may be determined necessary by the area director, section director or Board.

Section 3.11 Notice of Annual or Special

(a) Written notice of each annual or special meeting of executive members shall be given not less than 10 nor more than 90 days before the date of the meeting to each executive member entitled to notice thereof; provided, however, that if notice is given by telecopier, electronic transmission or delivery by courier, and the notice is not mailed by first-class, registered, or certified mail, the notice shall be given

not less than 20 days before the meeting. Such notice shall state the place, date and hour of the meeting 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 mailing of the notice, intends to present for action by the executive members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for action.

(b) Notice of an executive members' meeting shall be given either personally or by mail or by other means of written communication in accordance with Section 5511(b) of the Law.

(c) The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to the executive members.

Section 3.12 Quorum

A majority of the executive members, present either in person or by proxy, shall be necessary to constitute a quorum at a meeting.

Section 3.13 Adjourned Meetings and Notice Thereof

Any executive members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but in the absence of a quorum 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 thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any executive members' meeting is adjourned for more than 45 days, notice of the adjourned meeting shall be given as in the case of the meeting as originally called, whether annual or special.

Section 3.14 Proxies

Every executive member entitled to vote at a meeting of executive members or to express consent or dissent without a meeting may authorize another person or persons to act for her/him by written proxy. Every proxy must be signed by the executive member. No proxy shall be valid after the expiration of three months from the date thereof. Every proxy shall be revocable at the pleasure of the executive member executing it. The proxy, in order to be valid, must be delivered to, and accepted by, the National Secretary prior to the opening of the meeting.

Section 3.15 Action by Members Without a Meeting by Written Ballot

(a) Any action which may be taken at any regular or special meeting of the executive members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

(1) The Organization distributes a written ballot to every executive member entitled to vote on the matter;

(2) The ballot sets forth the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the Organization;

(3) The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(4) The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot;

(5) The ballot shall be solicited in a manner consistent with Section 5511(b) of the Law and Section 3.16 of these Bylaws. All such

solicitations shall indicate that number of responses needed to meet the quorum requirement and, with respect to ballots other than for the elections of Directors, shall state the percentage of approvals necessary to pass the measures submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

(b) Directors may be elected by written ballot.

(c) A written ballot may not be revoked.

(d) The Board shall give written notice of the results of any vote taken under this Section 3.15 within 30 days after the time period specified for the receipt of ballots.

Section 3.16 Form of Proxy or Written Ballot
The form of any written ballot or proxy distributed to 10 or more of the executive members shall afford an opportunity on the form of written ballot or proxy to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot or proxy. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot or proxy in which the Directors to be voted on are named therein as candidates and which is marked by an executive member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Section 3.17 Conduct of Executive Member Meetings
The National President may preside as chairman at all meetings of the executive members. The chairman shall conduct each such meeting in a business like and fair manner, but shall not be obligated to follow any technical, formal or

parliamentary rules or principles of procedure. The chairman shall have all of the powers usually vested in the chairman of a meeting of members.

Section 3.18 Rights of Inspection

These Bylaws, the Articles and the accounting books and records and minutes of proceedings of the Organization, of the Board, of the committees of the Board, and of each division of the Organization shall be open to inspection upon the written request of any executive member.

ARTICLE IV: DIRECTORS

Section 4.01 Powers

Subject to any limitations contained in the Articles of Incorporation (the "Articles"), these Bylaws or the Law relating to action required to be approved by the executive members or by a majority of all the executive members, the activities and affairs of the Organization 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 Organization to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Organization 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 hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers (except the National President), agents and employees of the Organization, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate. In the case of the removal or resignation of the National President, under the provisions of Section 6.04, the National Board of Directors shall appoint one of the Directors

to fulfill the remainder of the term until the next National Annual General Meeting of the executive members.

(b) To conduct, manage and control the affairs and activities of the Organization, and to make such Rules & Regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time, as they may deem appropriate.

(d) To authorize the issuance of memberships in the Organization from time to time, upon such terms and for such consideration as may be lawful.

(e) To borrow money and incur indebtedness for the purposes of the Organization, and to cause to be executed and delivered therfore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidence of debt and securities therefore.

Section 4.02 Number of Directors

The authorized number of Directors of the Organization shall be eleven until changed by an amendment to these Bylaws duly adopted with the approval of the executive members.

Section 4.03 Term of Office

All Directors shall serve staggered terms of three years each. The executive members, under the procedures prescribed in Section 4.05, shall elect three classes of Directors, with the first class having three Directors, the second class having four Directors and the third class having four Directors. The term of office for the Directors in each class shall expire at the third following annual meeting of the executive members and each succeeding third year thereafter.

Section 4.04 Procedures for Nomination of Directors

(a) All section directors, or the designated appointee of each section director, shall comprise a nominating commission to seek qualified candidates for election as Directors and/or as President. The nominating commission shall make its report at least 75 days before the date of the election, and the National Secretary shall forward to each executive member a list of candidates nominated by office.

(b) Six executive members or more may nominate candidates as Directors and/or as President at any time before the 45th day preceding the election. On timely receipt of such petition, the National Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating commission.

(c) Any executive member at the National Annual General Meeting present in person or by proxy may place names of candidates for election as Directors and/or President in nomination.

Section 4.05 Voting Procedures for Election of Directors

(a) The Directors and President shall be elected at the National Annual General Meeting.

(b) At the National Annual General Meeting, the election of the Directors shall precede the election of the National President.

(c) All Directors shall be elected by classes, with each class consisting of either three or four seats. The executive members shall cast their votes for all Directors of the same class at the same time. Each executive member shall be entitled to cast one vote for each seat in the class. These votes may not be cumulative, but each vote must be cast in favor of a different candidate. All nominations for the class must close before the first ballot is taken. After the

executive members have cast their ballots, the candidates receiving the highest number of votes, either in person or by proxy, are elected.

Section 4.06 Place of Meetings
Regular or special meetings of the Board shall be held at any place which has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Organization.

Section 4.07 Annual Meetings
The Board shall hold an annual meeting for the purposes of organization, selection of officers and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 4.08 Regular Meetings
Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 4.09 Special Meetings
Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the National President, the National Secretary or any two Directors.

Section 4.10 Notice

(a) Annual and special meetings of the Board shall be held upon at least seven days' notice by first-class mail or 48 hours' notice given personally or by telephone, telegraph, telex, telecopier, electronic transmission, or other similar means of communication.

(b) Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Organization or as may have been given to the Organization by the Director for purposes of notice.

(c) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. 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 or residence of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 4.11 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 the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of 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.

Section 4.12 Quorum

(a) A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.15. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by the Law, the Articles, or these Bylaws, except as provided in subsection (b) of this section 4.12.

(b) A meeting at which a quorum is initially present 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 for such meeting; provided, that the Board can only take action pursuant to this subparagraph (b) on items included in the agenda for the meeting.

Section 4.13 Participation in Meetings by Conference Telephone

Directors may participate in a meeting of the Board or a committee meeting through use of a conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another.

Section 4.14 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 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.

Section 4.15 Action by Board Without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee shall individually or collectively consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.16 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 Organization.

Section 4.17 Vacancies

(a) Subject to the provisions of Section 5226 of the Law, any Director may resign effective upon giving written notice to the Chairman of the Board, the National President, the National Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

(b) Vacancies may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director at any regular or special meeting of the Board. Each Director so selected shall hold office until the next annual meeting of the executive members and until a successor has been selected to serve the remainder of the vacated Director's term of office.

(c) A vacancy in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the Executive Members fail, at any regular or special meeting of Executive Members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

(d) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Sections 5230 through 5238 of the Law. In addition, the Board may remove, and declare vacant, the office of a Director who fails to attend three Board meetings within any one fiscal year.

(e) The executive members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

(f) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.18 Removal of Directors
Except as otherwise provided herein or by the Law, any or all Directors may be removed with or without cause, by a majority vote of the executive members participating in such vote.

Section 4.19 Fees and Compensation
Directors shall not receive any compensation for their services as Directors or as members of committees or commissions, but reimbursement or advancement may be made for any expenses incurred or paid by them for the benefit of the Organization.

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the California Attorney General; provided, however, that the Organization may advance money to a Director or officer of the Organization 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 Organization. Subject to the provisions of Section 5227 of the Law, nothing contained in this Section 4.19 shall be construed to preclude any Director from serving the Organization in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefore.

Section 4.20 Interested Transactions Prohibited
No director shall enter into any interested or self-dealing transaction with the Organization except as may be in compliance with Section 5233 of the Law.

ARTICLE V: COMMITTEES

Section 5.01 Executive Committees

(a) 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. The Executive Committee shall have and may exercise only such powers as are specifically delegated to it by the Board to manage the business and affairs of the Organization.

(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, however, that all appointments to the Executive Committee shall be by a majority vote of the Directors then in office.

(c) Any action that 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 National Secretary.

(d) The Board may, at any regular or special meeting, overrule any action or actions of the Executive Committee by a majority vote of all members of the Board, provided that any such action will not affect the contractual rights of parties outside the Organization.

Section 5.02 Standing or Special Committees

(a) If the Board determines that the management of the Organization 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.

(b) 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.

(c) The establishment of a standing or special committee shall be effected 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 and specifically identifies the committee as a "standing" or "special committee." Each such committee shall consist of two or more Directors and shall be presided over by a Director selected by the Board.

(d) 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.

Section 5.03 Limitations Upon Committees of the Board

No committee of the Board shall have any of the authority of the Board with respect to:

(a) The approval of any action for which the Law also requires approval of the executive members or approval of a majority of all executive members;

(b) The filling of vacancies on the Board or on any committee that has the authority of the Board;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board that by its express terms is not so amendable or repealable;

(e) The appointment of other committees of the Board or the members thereof 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.

Section 5.04 Advisory Commissions

The Chairman of the Board, the Board, or the National President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Directors 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 Chairman of the Board, the Board, the Executive Committee, the National President or the chairman of the advisory commission.

ARTICLE VI: OFFICERS

Section 6.01 Officers

The officers of the Organization shall be a National President, a National Secretary and a National Treasurer. The Organization may also have, at the discretion of the Board, a

Chairman of the Board, a National Executive Vice President, one or more National Vice Presidents, one or more Assistant National Secretaries, one or more Assistant National Treasurers, a National Executive Director, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.03. No person shall hold more than one office.

Section 6.02 Election of the National President
After all the Directors have been elected under the provisions of Sections 4.05 or 4.17, the executive members shall elect one Director, by a majority of the votes cast, to serve a one year term as National President.

If no Director receives a majority of the votes cast on the first ballot, the executive members shall elect one of the two Directors receiving the highest total of votes cast on the first vote. All other officers of the Organization, except such officers as may be elected or appointed in accordance with the provisions of Section 6.03 or Section 6.05 shall be chosen annually by, and shall serve at the pleasure of, the Board. They shall hold their respective offices until their resignation, removal, or other disqualification from service or until their respective successors shall be elected.

Section 6.03 Subordinate Officers
The Board may elect, and may empower the National President to appoint, such other officers as the business of the Organization may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.04 Removal and Resignation
The National President can be removed only under the provisions of Section 4.17(d) and 4.18 of these Bylaws. Any other officer may be removed at any time, either with or without cause, by the vote of two-thirds of the entire Board or, in the case of an officer, who is chosen under Section 6.03, by any officer upon whom such power of removal may be

conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

Any officer may resign at any time by giving written notice to the Chairman of the Board, National President or National Secretary of the Board, but without prejudice to the rights, if any, of the Organization under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 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.

Section 6.06 Chairman of the Board
The Chairman of the Board, if there be such an officer, shall assume the duties and responsibilities normally associated with the position or those duties assigned by the Board.

Section 6.07 National President
The National President shall be the chief executive officer of the Organization and, subject to the control of the Board, shall:

(a) Provide leadership and broad guidance to the Organization in all its activities;

(b) Preside, when present, at the meetings of the executive members and, in the absence of the Chairman of the Board, or if there be none, at the meetings of the Board;

(c) Nominate, subject to the approval of a majority of the entire Board and without prejudice to the rights of all Board members to make such nominations, members of Board committees as and when needed;

(d) Have the general powers and duties usually vested in the office of President of a nonprofit volunteer organization;

(e) Prepare and submit at each NAGM a written annual report covering the Organization's activities for the twelve months ending on the date of the Meeting; and

(f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 6.08 National Executive Vice President
The National Executive Vice President if any, shall assume the duties of the National President in the latter's absence and perform such other duties as may be assigned from time to time by the Board.

Section 6.09 National Vice President
The National Vice Presidents, if any, shall perform such duties as may be directed by the National President and have such other duties as may be assigned to them from time to time by the Board.

Section 6.10 National Secretary
The National Secretary, or a designee, shall keep the minutes of the proceedings of all Board and executive members' meetings, certify official records, maintain a list of names and addresses of all executive members, and issue notice of meetings of the executive members and the Board. The National Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Organization's Articles and Bylaws, as amended to date.

Section 6.11 National Treasurer
The National Treasurer, or such person designated by the Board, shall be the Chief Financial Officer of the Organization, have custody of all funds, securities, evidence of indebtedness and other valuable documents, and deposit funds and securities in the name and to the credit of this Organization in a bank or depository. The National Treasurer, or such designee, may invest such funds under the supervision of the Board in

such investments as may comply with Section 5240 of the Law. The National Treasurer, or such designee, shall keep in appropriate books an accurate account of all money received and paid out. The National Treasurer or such designee shall render a report of the funds, receipts and disbursements of the Organization annually or at such other times as requested by the Board.

Section 6.12 National Executive Director
The National Executive Director shall be the chief administrative officer of the Organization and, subject to the supervision of the Board, shall:

(a) Supervise, direct, and control the business and affairs of the Organization;

(b) Hire, supervise, and direct all employees of the Organization, and have the power to delegate responsibilities and commensurate authority to subordinates;

(c) Supervise, direct, and control the collection, deposit, investment and disbursement of all funds of the Organization in accordance with the specific or general instructions of the National Treasurer.

(d) Be a nonvoting ex-officio member of the Board, Executive Committee, and all standing committees and, whenever practical, serve as the staff adviser and recording secretary thereof;

(e) Have the general powers and duties of management usually vested in the office of a National Executive Director or general manager of a nonprofit volunteer organization; and

(f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII: SPECIAL DIRECTORS

Section 7.01 Section Director

A section director shall be nominated by **themselves and** the area directors within each section and appointed by the Board for a term of three years. Each section director shall report to the Board and be responsible for the general welfare and administration of the Organization within such section and be in charge of all inter-area activities within such section. The section staff, through the section director, shall be responsive to the Board in accomplishing such administrative functions as may be requested. The section director shall oversee appropriate dispute resolution mechanisms within the section. A section director may be suspended or removed by the Board.

Section 7.02 Area Director

Each area director shall be nominated by **themselves and** the regional commissioners within each area. Subject to the approval of the appropriate section director, area directors shall be appointed by the Board for a term of three years. Each area director shall:

(a) Report to the section director and be responsible for the performance and growth of their areas and all inter-regional and extra-regional activities within their areas;

(b) Organize and maintain volunteer staff to assure adequate support and services to the regions in their areas;

(c) Be the official spokesman for the area in regard to publicity, outside development, cultural exchange, internal development, business systems, budgets, bylaws, Board policies, Rules & Regulations;

(d) Be responsible for such other matters that directly relate to the operation of the area; and

(e) Oversee dispute resolution within the area.

An area director may be suspended by the section director responsible for such area and suspended or removed by the Board.

Section 7.03 Regional Commissioner
Each regional commissioner shall be nominated by a majority of the regional board in accordance with the regional guidelines in effect for each region or, in the absence of any such nomination, by the area director. Subject to the approval of the area director and the section director, a commissioner shall be appointed by the Board for a term of three years. If there are term limitations in the region's guidelines that specify a shorter term of office, the appointment shall be for the term specified in those regional guidelines. A regional commissioner shall have the responsibility and authority to administer the day-to-day business of the region within the framework of these Bylaws, including without limitation, Section 1.04 hereof, and the regional guidelines of the region. A regional commissioner shall maintain close liaison with the area director and coordinate inter-area activities through the area director. A regional commissioner may be suspended by the area director or the section director and suspended or removed by the Board.

Section 7.04 Other Special Directors
It shall be within the authority of the Board to establish positions that are not set forth within these Bylaws and to appoint Special Directors to fill those positions. These positions may include, among others, a National Director of Tournaments and the Chairmen of the National Coaching and Refereeing Commissions. Any person appointed to a position established under this Section 7.04 shall become an executive member of the Organization. Special Directors shall be appointed by the Board for a term of three years, or such shorter term as the Board may prescribe.

Section 7.05 Multiple Terms
Nothing contained in Section 7 shall limit the number of terms that an executive member may serve.

ARTICLE VIII: RULES & REGULATIONS

Section 8.01 National Rules and Regulations

The Organization shall adopt a set of Rules & Regulations to be known as the "National Rules & Regulations" governing the conduct, playing, and scheduling of soccer games.

Section 8.02 Amendments

(a) The National Rules & Regulations may be amended or repealed at the NAGM if approved by the executive members provided that the proposed change has been submitted in writing to the National Support & Training Center no later than 70 days prior to the date of the NAGM.

(b) The requirement that a proposed change be submitted in writing to the National Support & Training Center no later than 70 days prior to the date of the NAGM may be suspended by the vote of two-thirds of the Executive Membership, either in person or by proxy.

Section 8.03 Section Rules and Regulations

(a) Each section may adopt such Rules & Regulations governing the conduct, playing, and scheduling of soccer games within the section as may be deemed appropriate which are not inconsistent with the National Rules & Regulations as may be in effect from time to time.

(b) The Section Rules & Regulations may be amended or repealed if approved by a majority of the chartered regional commissioners, area directors, and section director of the section as a group, each being entitled to one vote.

ARTICLE IX: MISCELLANEOUS

Section 9.01 Inspection of Articles and Bylaws

The Organization shall keep in its principal office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection

by the executive members at all reasonable times during office hours. The Organization shall upon the written request of any executive member furnish a copy of the Articles or Bylaws as amended to date.

Section 9.02 Endorsement of Documents: Contracts
Subject to the provisions of applicable law, no note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Organization and any other person shall be valid and binding on the Organization unless the signing officers had the authority to execute the same. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 9.03 Construction and Definitions
Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 9.04 Maintenance of Corporate Records
The accounting books, records, and minutes of proceedings of the executive members, the Board and the Executive Committee 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 Organization. The minutes shall be kept in written, typed or printed form, and the accounting books and records shall be kept either in written typed or printed form or in any other form capable of being converted into written, typed or printed form.

Section 9.05 Annual Report
The Board shall cause an annual report to be furnished to the Directors and executive members not later than 120 days after the close of the Organization's fiscal year. The annual report shall be accompanied by any report thereon of independent

accountants, or, if there is no such accountant's report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization. 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 fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Organization both unrestricted and restricted to particular purposes, for the fiscal year;.

(d) The expenses or disbursements of the Organization, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by Section 9.06.

Section 9.06 Annual Statement of Certain Transactions and Indemnification

(a) The Organization shall furnish annually to its executive members and Directors a statement of any covered transaction or indemnification described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 9.05. A covered transaction under this Section 9.06 is a transaction in which the Organization was a party, and in which any Director or officer had a direct or indirect material financial interest (excluding a mere common directorship).

(b) The statement required by this Section 9.06 shall describe briefly:

(1) Any covered transaction during the previous fiscal year involving more than $50,000 or which was one of a number of covered transactions in which the same interested persons had a direct

or indirect material financial interest and which transactions in the aggregate involve more than $50,000.

(2) The names of the interested persons involved in such transactions, stating such person's relationship to the Organization, 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.

(3) The amount and circumstances of any indemnification or advances aggregating more than $10,000 paid during the fiscal year to any officer or Director of the Organization pursuant to Section 9.07; provided that no such report need be made in the case of indemnification that has been approved by the executive members

Section 9.07 Indemnification

The Organization shall, to the maximum extent permitted by Law, indemnify each Executive Member and the National Executive Director against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was acting as an agent of the Organization and shall advance to such persons expenses incurred in defending any such proceeding to the maximum extent permitted by law. The Board may, in its discretion, provide by resolution for such indemnification of, or advance of expenses to, other agents, members and employees of the Organization, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Section 9.08 Insurance

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization against any liability asserted against or incurred by the agent

in such capacity or arising out of the agent's status as such whether or not the Organization will have the power to indemnify the agent against such liability under the provisions of Section 9.07, provided, however, that the Organization shall have no authority to purchase and maintain such insurance to indemnify any agent of the Organization for a violation of Section 5233 of the Law.

Section 9.09 Prohibited Uses of Membership Lists
The membership list is a corporate asset. Without consent of the National Executive Director the membership list or any part thereof may not be used by any person for any purpose unrelated to an executive member's interest as an executive member. Without limiting the generality of the foregoing, without the consent of the Board, or its designee, the membership list or any part thereof may not be:

(a) Used to solicit money or property unless such money or property will be used solely for the benefit of the Organization;

(b) Used for any purpose which the user does not reasonably and in good faith believe will benefit the Organization;

(c) Used for any commercial purpose or purposes in competition with the Organization; or

(d) Sold or purchased by any person.

Section 9.10 Fees
Each region shall remit a membership fee to the Organization for each participating player in the region in such amount as shall be determined from time to time by the executive members.

Section 9.11 Fiscal Year
The fiscal year of the Organization shall commence on July 1 of each year and end on June 30 of the following year.

Section 9.12 Budget Presentation by Goals and Objectives

Annually, the National Board of Directors shall present to the Executive Members at the National Annual General Meeting a set of goals and objectives for the American Youth Soccer Organization. The proposed budget for each fiscal year, which shall also be presented annually to the Executive Members, shall be predicated and based upon the stated goals and objectives. The proposed budget shall provide a thorough and specific analysis and explanation of how the proposed amount and type of expenditures assists the organization in attaining its stated goals and objectives.

The National Board of Directors shall provide periodic status reports not less than quarterly through the AYSO National Web site and at the National Annual General Meeting regarding each goal and objective presented to the Executive Members.

ARTICLE X: AMENDMENTS

Section 10.01. Bylaws

(a) New Bylaws may be adopted or current Bylaws may be amended or repealed by the vote of two-thirds of the executive members, either in person or by proxy or ballot, except as otherwise provided by the Law. Amendments to be considered at the National Annual General Meeting under the provisions of the section must be submitted in writing to the National Support & Training Center no later than 70 days prior to the date of the National Annual Meeting.

(b) The requirement that a proposed change be submitted in writing to the National Support & Training Center no later than 70 days prior to the date of the National Annual General Meeting may be suspended by the vote of three-quarters of the Executive Membership, either in person or by proxy.

(c) In addition to the right of the executive members as provided in subparagraph (a) to adopt, amend or repeal Bylaws, and except as otherwise provided in the Law, Bylaws may be adopted, amended or

repealed by the Board by a two-thirds vote of the Directors present and voting (but not less than a majority of the entire Board) at a Board meeting unless the action would materially and adversely affect the rights of the executive members as to voting.

Section 10.02. Articles of Incorporation
The Articles of Incorporation may be amended if approved by a two-thirds vote of the executive members, either in person or by proxy or ballot, except as otherwise provided in the Law and if approved by a two-thirds vote of the Directors present and voting (but not less than a majority of the entire Board) at a Board meeting.

Section 10.03. Adoption
I hereby certify that the foregoing amended Bylaws were validly adopted at the meeting of the executive members held on May 29, 2005 at Waikoloa, Hawaii, became effective on that date and repealed and superseded all previous Bylaws, and are the current Bylaws of the American Youth Soccer Organization.

James Schauer, National Secretary 15 June 2005

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AYSO Supply Center Reorder #GE003-1, revised 06/2005