

**BYLAWS
OF
SOUTHERN CALIFORNIA DEVELOPMENTAL SOCCER LEAGUE,
a California Non Profit Public Benefit Corporation**

**ARTICLE I
MISSION OF THE CORPORATION**

Section 1. **PRINCIPAL MISSION.** The principal mission of the Southern California Developmental Soccer League (the "Corporation") is to allow all participating clubs to have the freedom to make decisions that are in the best interest of all their players and to place the League's priority first and foremost on true player development. All SCDSL clubs understand that the landscape of youth soccer is dramatically changing across the country and the philosophy of the Corporation ensures that players of all abilities will be training or competing in an environment that allows them to reach their full potential. Southern California has always been a national leader in player development and the creation of the Corporation is a major step in ensuring that trend continues for many years to come. In the new league all players will have the necessary tools to make their goals and dreams become a reality.

Section 2. **SECONDARY MISSION.** The Corporation's purpose is to provide interplay of teams that are affiliated with Member Clubs (as defined below). The Corporation shall schedule and administer gaming circuits and shall establish and enforce rules and regulations pursuant to its purpose.

Section 3. **CHARITABLE OBJECTIVE.** At all times, the Corporation shall engage in charitable activities, in accordance with the Articles of Incorporation and the requirements of the Internal Revenue Code and the laws of the State of California.

**ARTICLE II
OFFICES**

Section 1. **PRINCIPAL OFFICES.** The Corporation's principal office shall be located at 20633 S. Fordyce Avenue, Carson, CA 90810, or elsewhere, as the Board of Directors shall, from time to time, determine. The Board is granted full power and authority to change the location of the Corporation's principal office.

Section 2. **OTHER 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 III MEMBERSHIP

SECTION 1. MEMBERS. Membership rights in the Corporation shall be granted to soccer clubs ("Members") as follows:

All Members shall be soccer clubs that are organized for operation as amateur youth soccer organizations and are classified as league members as defined in the CalSouth Bylaws; in good standing with CalSouth and are accepted by two-thirds vote by this Corporation's Board of Directors and two-thirds vote by the Technical Directors. Each member is required to have a minimum of five (5) soccer teams enrolled with the Corporation and agrees to abide by the rules and regulations of the Corporation. Further, each member must be in good standing with the Corporation. Only a founding member club per Exhibit A shall be given one vote for all matters that come to the membership for a vote.

SECTION 2. ANNUAL MEETING. Except as the Board of Directors of the Corporation may otherwise provide by resolution duly adopted pursuant to the authority granted hereby, the Annual Meeting of Members of the Corporation shall be held in January of each year at such time, date and place as the Board of Directors may designate, for the purpose of electing Directors and officers and for the conducting of such other affairs as may properly come before the Meeting. If the day fixed for the Annual Meeting shall be a legal holiday, the Annual Meeting shall be held on such other day as the Board may designate.

SECTION 3. REGULAR MEETING. In addition to the Annual Meeting, regular meetings of the Members shall be held in each year at such time, date and place as the Board of Directors may specify. There shall be a minimum of four regular meetings per year.

SECTION 4. SPECIAL MEETINGS. Special Meetings of the Members may be called by the President, the Board of Directors or by the Technical Directors.

SECTION 5. PLACE OF MEETING. The Board of Directors may by resolution designate any place within a fifty-mile radius of the City of Los Angeles as the place of meeting for any Annual Meeting or Regular Meeting of the Members or for any Special Meeting called by the Board of Directors or by the President.

SECTION 6. NOTICE OF MEETING. Written notice stating the place, day and hour of the Meeting and, in case of a Special Meeting, the purpose or purposes for which the Meeting is called, shall be delivered not less than four (4) nor more than sixty (60) days before the date of the Meeting or, in the case of removal of one or more Directors or a merger, consolidation or dissolution, not less than twenty (20) nor more than sixty (60) days before the date of the Meeting, by or at the direction of the President, the Secretary, or the Officer or persons calling the Meeting, to each Member of record entitled to vote at such Meeting.

SECTION 7. QUORUM OF MEMBERS. A quorum shall be present at a meeting of the Members if one-half (1/2) of the Members in good standing are in attendance at the Meeting in person. In the event that there is an odd number of Board Members, the quorum shall be one-half plus one. Except as provided in Section 11(c) of this Article III, the affirmative vote of a majority of the Members present in person at the Meeting and entitled to vote on a matter shall be the act of the Members. If there is not a quorum of the Members present at the meeting, the Members may adjourn the Meeting and the consideration of and voting on such matters as may have been presented to the Members for consideration and voting at that Meeting.

SECTION 8. VOTING. Each Member shall be entitled to one vote on each matter submitted to a vote by the Members.

SECTION 9. PROXIES. A Member shall be entitled to vote and may vote in person only. No Member may vote by proxy on any matter.

SECTION 10. VOTING. Voting by Members for any election shall be by secret ballot, all other matters by voice.

SECTION 11. SPECIAL VOTES BY MEMBERS. Any proposed amendment to the Articles of Incorporation, merger with or consolidation into another corporation, or voluntary dissolution of the Corporation, shall be adopted as follows:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment, approving the plan of merger or consolidation, or proposing (with or without the recommendation of the Board of Directors) that the Corporation be dissolved voluntarily, as the case may be, and directing, in each case, that the proposed action be submitted to a vote at either an Annual or Special Meeting of Members entitled to vote thereon.

(b) Notice shall be delivered within the time and in the manner provided in Article III, Section 6 of these Bylaws, which notice shall set forth the proposed amendment or a summary of the changes to be effected thereby, the proposed plan of merger or consolidation or a summary thereof, or that the purpose or one of the purposes of the Meeting is to consider the voluntary dissolution of the Corporation, as the case may be.

(c) At a Meeting at which a quorum is present, the resolution of the Board of Directors shall have received the affirmative vote of at least two thirds (2/3) of the votes of Members present and voted in person.

SECTION 12. RESIGNATION OF MEMBERS. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessment, or other charges owed to the corporation that are accrued and unpaid.

**ARTICLE IV
AFFILIATION**

The Corporation shall affiliate and comply with the authority of the California Youth Soccer Association-South (“CalSouth”), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (“USSF”), and U.S. Club Soccer.

**ARTICLE V
DEDICATION OF ASSETS**

This Corporation’s assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, institute or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

**ARTICLE VI
STRUCTURE**

The league will be governed by the Board of Directors and the Technical Directors.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. **MANAGEMENT.** The Board shall oversee the administrative policies and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, the Articles of Incorporation, these Bylaws, resolutions duly adopted by the Board, and resolutions duly adopted by Committees designated by the Board pursuant to Article V, below.

Section 2. **NUMBER OF DIRECTORS.** The authorized number of Directors shall be comprised of not less than five (5) persons, nor more than nine (9) persons, until changed by a duly adopted amendment to these Bylaws. Members of the Corporation Board of Directors need not be members of a Member Club.

Section 3. **ELECTION AND TERM OF OFFICE OF DIRECTORS.** The Members, as defined above, shall nominate and elect the members of the Board of Directors for two-year terms. Nominations may be made in writing to the Board of Directors or be made from the floor during the January general meeting. Voting by secret ballot shall be used in all contested elections. Terms of office shall commence April 1, following the elections.

The Board shall be elected with staggered terms as follows:

- (a) Half of the members of the Board shall be elected in January of odd numbered years.
- (b) The other half of the members of the Board shall be elected in January of even numbered years.
- (c) In the event there are an odd number of Directors, one more than half of the members of the Board shall be elected in January of odd numbered years.

There shall be no maximum limit in regards to time in office served by any Board of Directors member, except that the President shall serve no more than two (2) consecutive two (2) year terms in that position. That Board Member would then again be eligible to be President after not having held that office for a two (2) year period.

A vacancy or vacancies shall be deemed to exist in the event of the death, resignation or removal of any Director(s), or if the Board of Directors by resolution declares vacant the office of the 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.

Any vacancy on the Board of Directors may be temporarily filled by the President of the Board of Directors of the SCDSL. A special election shall be held within forty-five (45) days for the purpose of filling the position.

Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the written notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

Section 4. POWERS. Subject to the provisions of the California Non-Profit Corporation Law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to this general grant of power, and subject to the same limitations, the Directors shall have the power to subject to review by the Technical Directors per Article IX,

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Approve indemnification of Directors, officers, and agents and amend Articles of Incorporation;

(c) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings;

(d) Adopt, make, and use a corporate seal and alter the form of the seal; and

(e) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 5. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of California designated from time to time by resolution of the Board. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone other electronic communication equipment, including video conferencing, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 6. ANNUAL GENERAL MEETING. The Board of Directors and Technical Directors shall hold an annual meeting each year on a date and at a time designated by the Board of Directors. The date designated shall be in January of each year. At each such meeting, any business to come before the Board may be conducted, including election of officers.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such times and places as shall be fixed by the Board of Directors, but in no event less frequently than quarterly.

Section 8. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any Vice President or the Secretary or any two Directors. There shall be four (4) days' notice of special meetings given by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic transmission.

Section 9. NOTICE OF MEETINGS. All notices of meetings shall be sent or otherwise given in accordance with Section 10 of this Article V not less than ten (10) nor more than sixty (60) days before the date of the meeting, except, however, for special meetings, four (4) days' advance notice of which shall be given as provided in Section 8

above. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

Section 10. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any meeting requiring a notice shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the Directors at the address of each Director appearing on the books of the Corporation or given by the Director to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or is given, notice shall be deemed to have been given if sent to that Director by first-class mail or telegraphic or other written communication to the Corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a Director at the address of that Director appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Director at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Director on written demand of the Director at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

An affidavit of the mailing or other means of giving any notice of any Directors' meeting shall be executed by the secretary or assistant secretary of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation.

Section 11. WAIVER OF NOTICE OF MEETING. Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to hold the meeting, or who signs an approval of the minutes of such meeting. Notice need not be given a Director 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 part of the minutes of the meeting.

Section 12. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 14. 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 of Directors subject to the provisions of Section 5233 of the Corporations Code of California (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 5212 of that Code (as to appointment of committees), and Section 5238 of that Code (as to indemnification of directors). 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 that meeting.

Section 13. ACTION BY BOARD WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 14. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 15. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This Section 15 shall not be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for those services. If any Director is considered an "Interested Person", as defined under California Nonprofit Corporation Law, Section 5227, then such Director may not be compensated unless not more than forty-nine percent (49%) of all Directors are Interested Persons.

ARTICLE VIII TECHNICAL DIRECTORS

The Technical Directors shall maintain the Rules and Regulations governing the interplay of Member Club teams, including the procedures for scheduling and administering gaming circuits. The Technical Directors shall have the full authority to establish policies and procedures to enforce said Rules and Regulations.

The affairs of Corporation Director of Coaching Representative (DOCRs) shall be administered by the Technical Directors and recommended to the Board of Directors. The Technical Directors shall be comprised of seven (7) DOCRs as established by these bylaws.

Technical Directors shall be elected to two-year terms. Three members will be elected in even number years and four members will be elected in odd numbered years at the Corporation Annual General Meeting. Nominations may be made in writing to the Technical Directors or Board of Directors or be made from the floor during the general meeting. Voting by secret ballot shall be used in all contested elections. Terms of office shall commence April 1, following the elections. There shall be no maximum limit in regards to time in office served by any Technical Director.

Any vacancy of a Technical Director may be temporarily filled by the Technical Chairperson of SCDSL. A special election shall be held within forty-five (45) days for the purpose of filling the position.

A Technical Director may be removed from office with cause by a two-thirds vote of the Board of Directors, or with or without cause by a two-thirds vote of voting DOCRs present at any general meeting.

Each Technical Director must be, or become within sixty (60) days of election a member in good standing with Cal-South. Failure to do so shall result in the automatic and immediate termination of said Technical Director.

The authority over the circuits shall be with the Technical Directors as elected by the DOCRs. The decisions of the Technical Directors with respect to the circuits are subject to Board of Directors review and may be overturned by a two-thirds vote of the Board of Directors.

Technical Directors members serve without compensation unless otherwise approved by the Board of Directors.

ARTICLE IX COMMITTEES

Section 1. COMMITTEES OF THE BOARD. 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 one or more Directors, and such non-Directors as the Board shall determine, to serve at the pleasure of the Board. The Board may designate one or more Directors or non-Directors, as alternate members of any committee, who may replace any absent member at any meeting of the committee.

Section 2. AUTHORITY. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except:

- (a) The filling of vacancies in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and
- (e) The appointment of any other committees of the Board of Directors or the members of these committees.

Section 3. 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 III of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, 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 alternate committee 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 not inconsistent with the provisions of these Bylaws.

ARTICLE X TRIAL BOARD

The Trial Board shall consist of the Corporation Vice President (Chairman), two DOCRs, and one, two or three other persons selected by the Technical Directors Chairman, in his/her discretion. No one whose home club is involved in the complaint shall sit on the Trial Board.

The Trial Board Chairman shall review all misconduct reports.

A Trial Board may be convened to review any ejection, report of misconduct, or similar significant event for which action may be necessary. The Trial Board may impose penalties, including game bans, suspensions, fines, etc., as it deems appropriate.

The Board of Directors, by majority vote, may elect to initiate action and sit as the Trial Board on any matter.

All procedures shall be in accordance with Cal-South procedures. Notification shall be by Certified or Registered U.S. Mail with return receipt requested.

Trial Board action may deny any individual, Member Club DOCR or Board of Directors member from serving in any official capacity with SCDSL.

Trial Board decisions may be appealed per Cal-South procedures.

ARTICLE XI OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, Vice President, Secretary, and a Treasurer or Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII. Any number of offices may be held by the same person.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Notwithstanding the foregoing, the President and Treasurer shall be elected in January of odd numbered years. The Vice President and Secretary shall be elected in January of even numbered years.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in 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 Corporation. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

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 prescribed in these Bylaws for regular appointments to that office.

Section 6. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson 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 and the affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors in the absence of the Chairperson of the Board, or if there be no Chairperson of the Board. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation, subject to the organization chart; Exhibit B, and shall have such other powers and duties as may be prescribed by the Board of Directors, the Technical Directors or the Bylaws. The President shall serve for two (2) years and may be re-elected for one additional term of two (2) years, after which such individual may not serve in such capacity for a minimum of two (2) years.

Section 7. VICE PRESIDENT. In the absence or disability of the President, the 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 Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, the Technical Directors or the Bylaws, and the President, or the Chairman of the Board. The Vice President may serve such terms of office as the Board of Directors shall fix.

Section 8. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and/or committees of Directors, with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present. The minute book shall be available for any board or Technical Director to inspect or review.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, 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 the Bylaws.

Section 9. 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, and losses. The books of account shall at all reasonable times be open to inspection by any Director, Board or Technical.

The Treasurer shall deposit all moneys 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 or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, Board or Technical, whenever they request it, and account for all of transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors Technical Directors or the Bylaws.

ARTICLE XII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to the maximum extent permitted by the California Non-Profit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an "agent" of the Corporation includes any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

**ARTICLE XIII
RECORDS AND REPORTS**

Section 1. MAINTENANCE AND INSPECTION OF BYLAWS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Bylaws as amended to date.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the members of the Board of Directors, Technical Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 3. INSPECTION BY DIRECTORS. Every Director in any capacity shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation

**ARTICLE XIV
GENERAL CORPORATE MATTERS**

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, 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, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, 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 for any purpose or for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. The Corporation shall, however, be governed by a Board of Directors and any reference in said laws to "Directors" or to the "Board of Directors" shall be deemed to refer to said Board of Directors. 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 Corporation and a natural person.

ARTICLE XV AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed only as provided in herein. The following types of changes to these bylaws will require approval of two-thirds of Corporation DOCR voting members present at an Corporation general or special meeting when the proposed changes have been submitted in writing and distributed to the membership for review via mail or e-mail not less than thirty (30) days in advance of the meeting:

- number of directors
- membership approval proportion
- terms of the Board of Directors members
- proxy rights
- voting rights
- membership classifications and rights
- any item which may materially and adversely affect the rights of the members

The Board of Directors, with a two-third majority vote, may make modifications to the remainder of these bylaws provided that such changes require approval of two-thirds of SCDSL voting members.

ARTICLE XVI WINDING UP AND DISSOLUTION

Section 1. Procedure. This Foundation may be wound up and dissolved upon a super majority vote of the Board of Directors and Technical Directors.

Section 2. Distribution of Assets. The assets of the Foundation shall be distributed and allocated to such tax-exempt charitable organizations as may meet the general objectives and mission of the Foundation, or to a community foundation or other charitable organization which will carry out the Foundation's mission, in such manner as the Board deems reasonable and appropriate. Such termination and dissolution shall

be subject to and bound by all then applicable rules of the Internal Revenue Code, and with such approval and consent as may be required by the Internal Revenue Service.

ARTICLE XVII CONFLICT OF INTEREST

A conflict of interest will exist when an issue arises which may affect a Member Club or any other organization which the DOCR member or a Board of Directors member is affiliated or engaged.

No DOCR member, Technical Director, or Board of Directors member may vote on any issue that specifically and directly involves his/her individual Member Club or any of its teams. No DOCR member or Board of Directors member may act on issues that have a direct impact on teams playing within his/her individual club.

Members of the Corporation Board voting on issues in which a conflict of interest exists for them are subject to immediate removal from the Board of Directors as specified within these bylaws.

Approved: March, 2011, amended: August 24, 2011

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true copy of the Bylaws adopted by the Sole Incorporator of SOUTHERN CALIFORNIA DEVELOPMENTAL SOCCER LEAGUE and that the same are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand as the Secretary of the Corporation on this ____ day of _____, 2011.

Michelle Castillo, Secretary