

**AMENDED AND RESTATED
BYLAWS OF
COUNTY LINE YOUTH SOCCER LEAGUE
A California Nonprofit Public Benefit Corporation**

These amended and restated bylaws, dated April 1, 2025 (the “**Bylaws**”) of County Line Youth Soccer League, a California nonprofit public benefit corporation (the “**Corporation**”) are effective as of the date hereof and hereby fully amend and restate the Bylaws of the Corporation executed upon the filing of the Articles of Incorporation on November 18, 1982, and thereafter amended and revised on January 1, 2024, which are both hereby deleted and superseded in their entirety and replaced with the following:

**ARTICLE I
NAME AND AFFILIATION**

Section 1.01 Name. The name of the organization is County Line Youth Soccer League.

Section 1.02 Affiliation. The Corporation shall be an affiliated branch of the California Youth Soccer Association, Incorporated (“**CYSA**”) and shall follow and comply with all the rules and regulations of the Corporation, CYSA, and the United States Youth Soccer Association (“**USYSA**”), United States Soccer Federation (“**USSF**”), and the Federation International de Football Association (“**FIFA**”).

**ARTICLE II
OFFICES**

Section 2.01 The principal office of the Corporation shall be located at such place within the State of California as shall be fixed from time to time by resolution of the Board of Directors (the “**Board**”), and if no place is fixed by the Board, such place as shall be fixed by the President. The Corporation may also have such other offices within and without the State of California as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE III
PURPOSE**

Section 3.01 General Purpose. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

Section 3.02 Specific. The Corporation is organized exclusively for non-profit purposes; more specifically to organize and sponsor youth soccer at all age levels to participate in recreational and competitive play. The Corporation shall provide an environment conducive to learning, playing, and enjoying soccer, positive coaching, equality amongst teams, sportsmanship, and friendly competition.

Section 3.03 Irrevocable Dedication of Assets. This Corporation's assets are irrevocably dedicated to public benefit 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, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

ARTICLE IV NO VOTING MEMBERS

Section 4.01 No Members. The Corporation shall have no members. Any action that would otherwise require the approval of the members shall only require approval by the Board.

Section 4.02 Non-Voting Members. The Board may refer to persons associated with the Corporation who have no voting rights as "members" and adopt policies and procedures for the admission of such persons. Such persons are not "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. Membership in the Corporation shall be for participation and engagement purposes only and shall not confer voting rights or governance authority. Non-voting membership of the Corporation shall consist of (i) 1 parent or guardian for each registered player; (ii) registered players ("**Players**"); (iii) coaches and assistant coaches; (iv) committee members; and (v) the board members of the Corporation (collectively the "**Members**").

Section 4.03 Membership Eligibility & Admission Procedure. Membership shall be automatic upon registration with the Corporation or by majority approval by the Board of Directors. Other qualifications or criteria for membership may be required as determined by the Board from time to time.

Section 4.04 Player Insurance. Insurance coverage will be in effect for a newly registered Player upon receipt of payment for registration fees to the Registrar. A player that had been registered the previous year has insurance coverage in effect until September of the following year. All Players must be properly registered with the league before insurance coverage is valid. A Player must be covered by insurance before they can participate in tryouts, practice sessions, scrimmages or games. Any participant in an event sanctioned by the Corporation or playing on fields reserved through the Corporation must pay for proper insurance to the Registrar.

Section 4.05 Membership Governance. All Members shall abide by the By-Laws, and Rules and Regulations set forth by the Corporation, except when these are superseded by those of CYSA, USYSA, or USSF.

Section 4.06 Player Rights to Participate. Players, upon admission and compliance with any applicable registration requirements, waivers, and fee and insurance obligations, shall have the right to participate in the Corporation's organized soccer league, including team placement, practices, games, and related events. This right is contingent on continued compliance with the Corporation's policies, code of conduct, and any other rules established by the Board of Directors, CYSA, USYSA, or USSF.

Section 4.07 Exclusion of Membership. The Board of Directors may exclude membership, either new or returning, anyone who has exhibited conduct contrary to the established code of conduct.

Section 4.08 Membership Expulsion, Suspension, or Termination.

(a) **Cause for Expulsion, Suspension, or Termination.** A Member may be expelled or suspended or a Member's membership rights may be terminated if the President or a 2/3 vote of the Board ("**Super-Majority**"), in good faith and according to a fair and reasonable procedure, determines that either:

(i) A Member's social media is defaming of the corporation, Players, coaches, officials, or the league.

(ii) The Member fails to pay the required registration fee or any other required consideration in a timely fashion after notice of the same.

(iii) The Member violates any term of these Bylaws or the Corporation's policies and established code of conduct.

(iv) The Member violates any rules established by the Board of Directors, CYSA, USYSA, or USSF.

(v) The violation of any local, state, or federal laws.

(b) **Immediate Expulsion, Suspension, or Termination.** The President shall have the authority to discipline, terminate, or suspend the membership of any Player or Member on the spot when the conduct of such person is considered detrimental to the best interest of the Players or the Corporation. However, such Member shall have the opportunity to appeal such expulsion, suspension, or termination, upon the submission of a request for an appeals hearing to the Board of Directors. After such hearing the Board may vote to enforce or overturn such expulsion, suspension, or termination, by a majority vote.

(c) **Notice Requirements.** If a Member is under review for possible expulsion, suspension, or termination, the Board shall provide written notice of a review meeting to the Member and all other concerned parties, including any parents or guardians of a Player who is under review and the head coach of the team in which he/she is a member, if such Member is a Player. Such notice shall inform the Member of the general nature of the charges, which bylaws or rules and regulations have been violated, and any other reasons thereof. At such hearing, the Member shall be given an opportunity to answer and defend such charges. All concerned parties shall be notified no later than twenty-four (24) hours of a meeting to review alleged violations, and may be given by any method reasonably calculated to provide actual notice.

(d) **Member Hearing.** Any Member who receives notice of such Member's expulsion, suspension, or termination shall have the opportunity to be heard, either orally or in writing, at a review hearing. If a Player is under review, an individual who is over the

age of 21 shall appear in the capacity of the advisor to the Player before the Board for a hearing. The review hearing shall be held, regardless of whether or not the Member in question attends. The Board may vote to enforce corrective action, expulsion, suspension, or termination of membership.

(e) **Member Obligation.** Expulsion, suspension, or termination shall not relieve the affected member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred before the expulsion, suspension, or termination, or arising from contract or otherwise.

Section 4.09 Resignation. A member may resign from membership at any time. This Section 4.09 shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. This Section 4.09 shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 Powers.

(a) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board.

(b) The Board shall act as the Corporation's disciplinary body, hearing and rendering judgments concerning Players, referees, coaches, and any other Members within their jurisdiction.

(c) The Board may delegate the management of the Corporation's activities to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.02 Number. The authorized number of directors of the Corporation shall be not less than five (5) nor more than eleven (11); provided that the minimum number or maximum number, or both, may be increased or decreased from time to time by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board (as defined in Section 5.03 herein) and no decrease shall shorten the term of any director then in office. The exact number of authorized directors shall be fixed, within the limits set forth in this Section, by resolution of the Board. At no time shall the Board consist of an even number of directors.

Section 5.03 Entire Board. As used in these bylaws, the term "Entire Board" shall mean the total number of directors then in office.

Section 5.04 Qualifications. Each director shall be at least 18 years of age and shall be an established residence within the Corporation's boundaries. All Board members must be fingerprinted and cleared through a designated Live Scan vendor within sixty (60) days appointed to the Board or expiration date from prior year.

Section 5.05 Interested Persons as Directors. No more than 49 percent (49%) of the persons serving on the Board may be "**Interested Persons.**" An interested person is (1) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 5.06 Election and Term of Office.

(a) **Election.** A person shall be nominated to the Board by a director or a Member submitted to the Secretary at least two weeks prior to the AGM, or by notifying the Board of his or her desire to seek reelection for their position at least two weeks prior to the AGM. A person shall be elected by a majority of the Board at each AGM of the Board. Nominees running unopposed must receive a 2/3 favorable vote, an empty ballot will constitute as unfavorable.

(b) **Term of Office.** Each director shall serve until the next AGM and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to serve a maximum of six (6) consecutive terms.

Section 5.07 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the end of the term of the vacant position and until such director's successor is elected and qualified.

Section 5.08 Removal. Any director may be removed at any time without cause by a majority ("**Majority**") of the Entire Board at a regular or special meeting called for that purpose. No reduction of the authorized number of directors shall have the effect by itself of removing any director before the expiration of the director's term of office.

Section 5.09 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation, except if such resignation would leave the Corporation without a duly elected director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 5.10 Board Meetings. The Board shall hold annual and regular meetings and may also hold special and/or executive meetings. Robert's Rules of Order shall be deemed as adopted at all meetings of the Corporation unless otherwise agreed to by the attendees. Non-voting members are permitted to attend annual, special, and regular board meetings. All members and/or visitors to come before the Board shall be limited to five (5) minute presentations at the beginning of the meeting.

Section 5.11 Annual General and Regular Meetings. The Board shall hold an annual general each year in December at the regularly scheduled monthly meeting ("AGM"), at a time and place fixed by the Board, at which meeting the Board shall elect directors, appoint officers, and transact any other business as shall come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board on a monthly basis by resolution or as specified in the notice of the meeting.

Section 5.12 Special Meetings. Special meetings of the Board may be held at any time upon the call of the Board Chair, the President, the Vice President, the Secretary, or any three (3) or more directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. It is the Presidents duty to set the agenda for the meeting in accordance with the stated need or written request of the board members. The Secretary shall notify each board member prior to the special meeting, either by email, or phone. Such notifications shall include all necessary information related to the agenda of the meeting. Only items mentioned in the call for such meeting can be transacted at such a meeting. All other actions become legal only when approved at the next regular meeting of the board.

Section 5.13 Executive Board Meetings. The Board shall be entitled to call and/or adjourn any Board meeting at any time for the purpose of convening in an executive session to discuss: matters relating to the formation of contracts with third parties; member discipline; personnel matters; or any other matter that a majority of the Board deems appropriate for an executive session

Section 5.14 Place of Meetings. Meetings of the Board may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at Liberty Ranch High School unless another place has been designated by a resolution duly adopted by the Board.

Section 5.15 Notice of Meetings.

(a) **No Notice Required.** No notice of a regular meeting shall be required where the time and place of the meetings are fixed by these bylaws or by Board resolution, as permitted under Section 5.11. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to the director.

(b) **Notice Required.** Notice of any special meeting and of any regular meeting if the time and place are not so fixed by these bylaws or by Board resolution shall be given to each director.

(c) **Delivery of Notice.** Notice, when required, shall be given to each director by one of the following methods:

- (i) First-class mail, with prepaid postage thereon;
- (ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- (iii) Facsimile transmission, email, or other electronic means, if the director has consented to accept notices in this manner; or
- (iv) Personal delivery of oral or written notice, including by courier service.

Such notice shall be addressed or delivered to each director at the director's address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon.

(d) **Timing of Notice.** Notice must be given to each director at least four (4) days before the time set for the meeting if by first-class mail and at least forty-eight (48) hours before the time set for the meeting if given personally, by telephone, by facsimile transmission, or by email or other electronic means.

(e) **Content of Notice.** Notice shall state the time and place where the meeting is to be held. The notice need not specify the purpose of the meeting unless required to elsewhere by these bylaws.

Section 5.16 Quorum and Action of the Board. The presence of 2/3 of the Entire Board ("Super Majority") shall constitute a quorum for the transaction of business. Any act approved by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors leaving less than a quorum, if any action is approved by at least a majority of the directors who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

Section 5.17 Meeting by Remote Communication. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation. Participation by conference telephone or electronic video screen communication constitutes presence in person if all directors participating in the meeting can hear one another. Participation by electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person if each participating director can communicate concurrently with all other participating directors, each director has the means to participate in all matters before the Board, including the ability to propose or object to a specific action proposed to be taken, and the transmission creates a record

that is capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form.

Section 5.18 Adjournment of Meeting. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

Section 5.19 Action 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 of the directors or committee members consent to the action in writing and the number of directors or committee members then serving constitutes a quorum. For purposes of this Section 5.19 only, "all of the directors or committee members" shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 5.20 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from the director's responsibilities as a director when so authorized by a majority of the directors then in office, and as long as no more than 49% of the directors are interested persons within the meaning of Section 5227 of the California Nonprofit Corporation Law.

ARTICLE VI COMMITTEES

Section 6.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate one or more committees, including an executive committee and a finance committee, each consisting of two (2) or more directors, to serve at the pleasure of the Board and to exercise the authority of the Board to the extent provided in the resolution establishing the committee, except that no such committee shall have authority to:

- (a) Approve any action for which the California Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws, requires approval by the Entire Board.
- (b) Fill vacancies on the Board or in any committee which has the authority of the Board.
- (c) Amend or repeal the bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

(e) Appoint committees of the Board or the members thereof.

(f) Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

The designation of a committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

Section 6.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a Super-Majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee, the Financial Committee, and the other committees of the Board shall be subject at all times to the direction of the Board.

Section 6.03 Alternate Members. The Board, by vote of a majority of the Entire Board, may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 6.04 Nonprofit Integrity Act. In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

(a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the "CPA") in conformity with generally accepted auditing standards;

(b) Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;

(c) Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and

(d) Appoint an Audit Committee.

Section 6.05 Audit Committee. The Audit Committee, whether standing or appointed by the Board from time to time, shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President, the Treasurer, or the Chief Financial Officer. Members of the Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee shall:

(a) Make recommendations to the Board on the retention and termination of the CPA;

(b) Negotiate the CPA's compensation, on behalf of the Board;

(c) Confer with the CPA to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;

(d) Review and determine whether to accept the audit; and

(e) Approve non-audit services by the CPA and ensure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the Attorney General.

Section 6.06 Protests, Appeals, and Disciplinary Committee. A Protests, Appeals, and Disciplinary Committee ("PAD") shall be appointed by the Vice President on a case-by-case basis. Such committee shall be composed of 3-5 Members. The PAD committee shall work with the Vice President to substantiate any issues and articulate suggested disciplinary actions.

Section 6.07 Advisory Committees. The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees may, but need not, be directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE VII OFFICERS

Section 7.01 Officers. The officers of the Corporation shall consist of at least a Board Chair or a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of President or Board Chair and Secretary or Treasurer.

Section 7.02 Election, and Term of Office, and Qualifications. The officers of the Corporation shall be elected by a majority vote of the Board at the AGM of the Board, and each officer shall hold office for a one (1) year term, subject to the rights, if any, of an officer under any contract of employment. No person shall hold more than one officer position. Each officer shall hold such office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Officers may be elected for six (6) consecutive terms. Officer positions need not be held only by members of the Board of Directors. All officers shall be subject to the supervision and direction of the Board.

Section 7.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a Super-Majority of the directors present at a duly held meeting at which a quorum is present, subject to the rights, if any, of an officer under any contract of employment.

Section 7.04 Resignation. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such 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 7.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board at the next regular or special meeting of the Board.

Section 7.06 President. The President shall preside at all meetings of the Board. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to such office, and shall perform all such other duties as are properly required of the President by the Board. The President shall, in addition, be the Chief Executive Officer with the power to supervise, and fire all of the Corporation's employees, subject to the terms of any employment contract. The President shall also attend or arrange representation at all District 8 and State CYSA meetings and report back to the Board with any information relevant to the Corporation. The President shall maintain and store inventory, issue and collect all league equipment, and maintain appropriate equipment records.

Section 7.07 Vice President. The Vice President shall, in the absence or disability of the President perform the duties and exercise the powers of the President. The Vice President also shall have such other powers and perform such duties as usually pertain to such office or as are properly required of the Vice President by the Board. The Vice President shall also serve as the Chair of any PAD committee and shall submit a report of such committee's findings to the Board within seven (7) days of such findings.

Section 7.08 Secretary. The Secretary shall have the following powers and duties, and such other powers and duties as usually pertain to such office or as are properly required of the Secretary by the Board:

(a) **Articles and Bylaws.** The Secretary shall keep or cause to be kept the original or a copy of the Corporation's articles of incorporation and these bylaws, as amended, at its principal office in the State of California.

(b) **Minutes and Resolutions.** The Secretary shall record, certify, and keep, or cause to be kept, the original or a copy of the minutes of all meetings and resolutions of the Board and its committees. The minutes may also be kept in a form that is readily convertible into a clearly legible tangible form. These bylaws and the minute book shall be open to review by any director at all reasonable times.

(c) **Notices and Reports.** The Secretary shall give and serve all notices and reports as required by law and these bylaws and shall handle all correspondences on behalf of the Corporation.

(d) **Post Office.** The Secretary shall check the Corporation's post office box weekly.

(e) **Meeting Agenda.** The Secretary shall provide a meeting agenda with Board input at each meeting of the Board.

Section 7.09 Treasurer. The Treasurer shall have the following powers and duties, and such other powers and duties as usually pertain to such office or as are properly required of the Treasurer by the Board:

(a) **Books of Account.** The Treasurer shall have custody of the check book, credit card, and funds and securities of the Corporation and shall keep and maintain full and accurate accounts of all deposits, disbursements, properties, and business transactions of the Corporation. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall also balance all Corporation accounts monthly.

(b) **Deposits and Disbursements.** The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in the depositories designated by the Board and shall disburse the funds of the Corporation as may be ordered by the Board. Additionally, the Treasurer shall ensure that there are two (2) signatures on each check. Signatures shall include the Treasurer and any Board Member listed as a signer on the bank account. The two signatures cannot be from the same family.

(c) **Financial Report.** The Treasurer shall render to the President and any of the directors of the Corporation, at every meeting of the Board, and when requested, an account of all revenue and expenditures of the Corporation's funds the Treasurer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall also provide end of the year financial statement at the close of fiscal year.

(d) **Tax Representative.** The Treasurer shall ensure that the annual taxes are filed with the IRS and FTB. Ensure that 1099's are completed for individuals earning over \$600 and provide any requested information during any audits.

(e) **Fundraising Committee.** The Treasurer shall provide assistance to the Fundraising Committee.

(f) **Referee Payments.** The Treasurer shall be responsible for making bi-weekly payments to all referees.

(g) **Improprieties.** The Treasurer shall report any improprieties immediately to the President and include the status of this report at the next board meeting.

(h) **Inspection.** The Corporation's books of account and records shall be open to inspection at all reasonable times to the Board upon request. The Treasurer shall also provide account receipt books, bank statements, account registers, and invoices for inspection.

Section 7.11 Registrar. The Registrar shall serve as a member of the Board and assume all responsibilities associated with Board membership. The Registrar shall be responsible for proposing registration dates for Board approval and coordinating the player showcase and draft. The Registrar shall supervise the proper and timely registration of all players and coaches and must seek Board approval for any exceptions to the registration process, including but not limited to scholarships, refunds, or team changes. The Registrar shall ensure that all insurance claims are submitted and processed in a timely manner and maintain an up-to-date registration database along

with complete player and team files. The Registrar is also responsible for ensuring that all Board Members are cleared in a timely fashion and that all coaches and assistant coaches are cleared within 60 days of registration. Additionally, the Registrar shall distribute voting ballots to all eligible members at the AGM. If such office of the Registrar remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Registrar.

Section 7.12 Scheduler. The Scheduler shall serve as a member of the Board and assume all responsibilities associated with Board membership. The Scheduler shall be responsible for scheduling all league games—from opening day through the tournament—within 30 days of the draft. The Scheduler shall also coordinate the scheduling of referees for all games, with input from the Referee Coordinator, and schedule games for the winter league. The Scheduler shall serve as a primary contact, along with the Referee Coordinator, for any referee “call-outs” or absences, and will work closely with the Referee Coordinator to secure replacements when referees are unavailable. The Scheduler shall maintain a complete and updated list of referees, including names, emails, and phone numbers. In addition, the Scheduler shall assist the Events Coordinator with scheduling as needed and coordinate field and lighting needs with the Fields Coordinator. If such office of the Scheduler remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Scheduler.

Section 7.13 Referee Coordinator. The Referee Coordinator shall serve as a member of the Board and assume all responsibilities associated with Board membership. The Referee Coordinator is responsible for overseeing the recruitment, selection, and training of all league referees and shall not referee games except in emergency situations. Duties include sending weekly reminders to scheduled referees, providing bi-weekly referee payout information to the Treasurer, and assisting the Treasurer in collecting completed 1099 forms and processing referee payments. The Referee Coordinator shall also maintain a current list of referees, including names, emails, and phone numbers, and ensure that the Scheduler has access to this information. Throughout the season, the Referee Coordinator shall collect and maintain game scores from referees and coaches and work closely with the Events Coordinator to ensure accurate game scores for tournament purposes. In the event a referee is involved in a disciplinary matter, the Referee Coordinator shall serve on the PAD Committee and will assist the Scheduler with referee scheduling, as requested. If such office of the Referee Coordinator remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Referee Coordinator.

Section 7.14 Fields Coordinator. The Fields Coordinator shall serve as a member of the Board and assume all responsibilities associated with Board membership. The Fields Coordinator shall represent the league’s assigned field areas on behalf of the Corporation and act as the sole point of contact with the City for all field-related matters. Responsibilities include conducting an inventory of all fields at least 30 days prior to the Coaches’ Meeting and purchasing, with Board approval, any necessary supplies such as paint, nets, and equipment required for safe play. The Fields Coordinator shall ensure that all facilities are prepared and maintained for league practices within one week following the Coaches’ Meeting and continue to oversee maintenance on a weekly basis throughout the season. The Fields Coordinator is also responsible for reserving fields with the City, coordinating lighting, and ensuring that the league remains in good standing with site administration by complying with all site expectations. Additional duties include obtaining and distributing insurance certificates for each facility, planning and coordinating field work days (such as line painting, mowing, and preparation for tournaments), and communicating field set-up

responsibilities to teams. Specifically, the home team is responsible for setting up corner flags, while the visiting team is responsible for putting them away in the designated area, unless a game immediately follows. If such office of the Fields Coordinator remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Fields Coordinator.

Section 7.15 Coaching Coordinator. The Coaching Coordinator shall serve as a member of the Board and assume all responsibilities associated with Board membership. The Coaching Coordinator shall provide regular updates to the Board regarding coaching matters and maintain open communication with all league coaches. Responsibilities include scheduling and conducting annual coaches meetings and clinics, as needed or requested. The Coaching Coordinator shall represent the Corporation's coaches at the Board and district meetings and coordinate both the recreational and winter leagues. If a coach is involved in a disciplinary matter, the Coaching Coordinator shall serve on the PAD Committee. Additionally, the Coaching Coordinator may purchase new equipment and uniforms for the league as authorized and directed by the Board. If such office of the Coaching Coordinator remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Coaching Coordinator.

Section 7.16 Publicity Coordinator. The Publicity Coordinator shall serve as a member of the board and be responsible for reviewing and approving all materials submitted for public distribution to ensure proper representation of the Corporation's views and policies. This officer shall submit information to local media outlets regarding league activities, promote all events and open registration within the community, and coordinate the distribution of flyers to local schools. The Publicity Coordinator shall maintain the league's website and all official social media platforms, ensuring that all social media activity is conducted through the designated email address: publicity@countylinesoccer.org. This officer shall be the sole representative authorized to respond to any and all social media posts or inquiries on behalf of the Corporation. Additional responsibilities include answering inquiries received through social media, posting the league's monthly agenda and meeting minutes to the website, and posting weekly standings on both the website and social media platforms. If such office of the Publicity Coordinator remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Publicity Coordinator.

Section 7.17 Risk Manager. The Risk Manager shall serve as a member of the board and work closely with the Coaching Coordinator, President, and District 8 Commissioner to address and manage any harassment claims made against the league. This officer shall also collaborate with the Board to assess potential liabilities and evaluate risks to the league, helping to ensure that appropriate measures are in place to protect the organization, its participants, and its reputation. If such office of the Risk Manager remains vacant, the Board shall designate a committee consisting of two (2) or more directors, to fulfill the duties of the Risk Manager.

Section 7.18 Additional Officers. The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer a respective title, term of office, authority, and duties.

Section 7.19 Compensation. The Board may from time to time fix the salaries of the Corporation's officers or such salaries may be fixed by such committee to which the Board has delegated such authority. No officer or Board Member shall receive, directly or indirectly, any salary or other compensation from the league for services (other than the registrar) rendered in the execution of their duties. The Registrar is paid \$2.50 per registered player.

ARTICLE VIII EXECUTION OF INSTRUMENTS; DEPOSITS

Section 8.01 Contracts and Instruments. The Board, subject to the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time (the "**Conflict of Interest Policy**"), attached hereto as Exhibit A and incorporated into these bylaws by reference, and Articles X and XI of these bylaws, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 8.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Definitions. For purposes of this Article IX, capitalized terms used herein shall have the meanings set forth in this Section 9.01:

(a) **"Agent"** means any person who (i) is or was a director, officer, employee, or other agent of the Corporation; (ii) is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or (iii) was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

(b) **"Proceeding"** means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

(c) **"Expenses"** includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article IX or Section 5238(d) or 5238(e)(3) of the California Nonprofit Corporation Law.

(d) **"Third-Party Actions"** means any action or proceeding other than those:

(i) by or in the right of the Corporation to procure judgment in its favor;

(ii) brought under Section 5233 of the California Nonprofit Corporation Law regarding self-dealing transactions; or

(iii) brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

Section 9.02 Indemnification in Third-Party Actions. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any Agent of the Corporation made, or threatened to be made, a party to any Third-Party Action by reason of the fact that the Agent was an Agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, including reasonable attorneys' fees, if the Agent:

- (a) Acted in good faith.
- (b) In a manner the Agent reasonably believed to be in the best interests of the Corporation.
- (c) In the case of a criminal proceeding, had no reasonable cause to believe the Agent's conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful.

Section 9.03 Indemnification in Other Actions. The Corporation shall indemnify any Agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Corporation Law regarding self-dealing transactions, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, against expenses actually and reasonably incurred by the Agent in connection with the defense or settlement of the action if the Agent acted:

- (a) In good faith.
- (b) In a manner the Agent believed to be in the best interests of the Corporation.
- (c) With such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 9.04 Limitation on Indemnification in Other Actions. No indemnification shall be made under Section 9.03:

- (a) In respect of any claim, issue, or matter as to which the Agent has been adjudged to be liable to the Corporation in the performance of the Agent's duty to the

Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 9.05 Mandatory Indemnification. The Corporation shall indemnify any Agent against expenses actually and reasonably incurred where the Agent has been successful on the merits in defense of any proceeding described in Sections 9.02 and 9.03 of these bylaws, or in defense of any claim, issues, or matter therein.

Section 9.06 Insurance. The Corporation may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent's status as an Agent, whether or not the Corporation would have the power to indemnify the Agent against that liability under Section 5238 of the California Nonprofit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of Section 5233 of the California Nonprofit Corporation Law.

Section 9.07 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article IX or under Section 5238 of the California Nonprofit Corporation Law.

Section 9.08 Insurance for Coaches and Assistant Coaches. All team coaches and assistant coaches shall be automatically covered with liability assurance and medical insurance. It is necessary that coaches are properly registered with the Registrar. The coverage is valid only when these persons are acting in the capacity of a team coach or assistant coach. The coverage is not in effect if acting as a referee except in cases when a coach must referee a game due to a referee not showing up.

Section 9.09 Claims Filed on Corporation Form. All injuries requiring medical treatment shall be reported on the proper case report/insurance form. This form shall be obtained through the President. Coaches have 48 hours to contact the President regarding any injuries to Players that require medical treatment. The President will ensure completion of the form and get appropriate signatures. The form will be mailed to District 8 within 15 days of the incident.

ARTICLE X FINANCIAL MANAGEMENT

Section 10.01 Budget. The Treasurer shall work with the Board to ensure a proposed budget is presented to the Board at the February meeting, or soon thereafter. The Board will approve a budget at or before the April meeting. All monies cannot be used until the budget is approved.

Section 10.02 Expenditures. The Board shall ensure all league expenditures are proper and necessary for the conduct of soccer operations or normal business expenses to ensure the league continues to operate properly. Board members have the authority to spend money within their operating budget at their sole discretion.

Section 10.03 Request to Increase Budget. Requests to increase operating budgets above the value requires a vote by 2/3 vote of the Board. No member shall be reimbursed for monies spent without prior approval of the board. Receipts are to be presented to the Treasurer for reimbursement and proper recording within thirty (30) days. No reimbursement will be authorized without a detailed invoice.

Section 10.04 Non-Approved Spending. In the event that non-board approved spending is required during the month, the Board member may spend up to \$100 with prior verbal approval of at least one other Board member. Any amount greater than \$100 but less than \$500, shall require prior verbal authorization from at least three of the following five officers: (i) President; (ii) Vice President; (iii) Treasurer; (iv) Secretary; and (v) Registrar. Any amount greater than \$500 requires the prior written approval of a Super-Majority vote of the Board. In the event that prior approval is not received as described above prior to purchase, the purchaser will be financially responsible for the amount spent.

ARTICLE XI GENERAL PROVISIONS

Section 11.01 Fiscal Year. The fiscal year of the Corporation shall be October 1 to September 30 unless otherwise provided by the Board.

Section 11.02 Corporate Seal. The Corporation shall not have a corporate seal.

Section 11.03 Books and Records. The Corporation shall keep at the principal office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws as amended to date, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

Section 11.04 Annual Returns. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service before it is filed.

Section 11.05 Annual Report; Statements of Transactions and Indemnification. The Board may choose to send an annual report to each director after the close of the Corporation's fiscal year. Such report may be accompanied by either a report of an independent accountant or, if there is no such report, the certificate of the Treasurer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. If such annual report is sent, it 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 Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

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

(e) A statement describing any transaction during the previous fiscal year that involved more than fifty thousand dollars (\$50,000), or a series of transactions with the same person that in the aggregate involved more than fifty thousand dollars (\$50,000) and in which:

(i) The Corporation, its parent, or its subsidiary was a party; and

(ii) Any director or officer of the Corporation, its parent, or its subsidiary had a direct or indirect material financial interest (not including a mere common directorship).

The statement shall include:

(i) The names of the directors or officers involved in such transactions;

(ii) The person's relationship to the Corporation;

(iii) The nature of the person's interest in the transaction; and

(iv) Where practicable, the amount of such interest.

(f) A statement of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Corporation pursuant to Section 5238 of the California Nonprofit Corporation Law.

Section 11.06 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 11.07 Check-Signing Authority. All checks, drafts, or other orders for payment of money, as well as endorsements, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation, shall be signed or endorsed by such Officers or Agents of the Corporation as the Board may determine from time to time. The Board shall designate, through resolution or policy, the specific Officers or agents authorized to sign checks or other financial

instruments on behalf of the Corporation and may establish thresholds requiring multiple signatures for certain transactions, as deemed necessary

Section 11.08 Contract Signing Authority. The President, or Vice President when the role of the president is vacant, shall have the authority to enter into and execute contracts, agreements, and other legally binding documents on behalf of the Organization, subject to any limitations or approval requirements established by the Board of Directors. The Board may, by resolution, delegate contract-signing authority to other Officers or agents as deemed necessary and may establish thresholds requiring prior Board approval for certain transactions.

Section 11.09 Affiliations. The Corporation's Affiliations shall be discussed annually in January and only renewed by a majority vote of the Board.

ARTICLE XII CONFLICT OF INTEREST TRANSACTIONS

Section 12.01 In any instance where the Corporation proposes to enter into a conflict of interest transaction, including self-dealing transactions as defined in the Corporation's Conflict of Interest Policy and under Section 5233 of the California Nonprofit Corporation Law, the Corporation shall follow the procedures and rules set out in the Conflict of Interest Policy.

ARTICLE XIII AMENDMENTS

Section 13.01 The board may adopt, amend, or repeal these bylaws by the Super-Majority vote of the Board except that:

- (a) Where any corporate action requires a greater vote in these bylaws, any amendment or repeal of such provision must be approved by the same greater vote.
- (b) No amendment may extend the term of a director beyond that for which the director was elected.
- (c) Such action shall be authorized at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XIV NON-DISCRIMINATION

Section 14.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XV REFERENCE TO ARTICLES OF INCORPORATION

Section 15.01 References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically expected by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

[SIGNATURE PAGE FOLLOWS]

The undersigned, JESSICA HERZOG, hereby certifies that the undersigned is the duly elected and acting Secretary of California Immigration Project, a California Nonprofit Public Benefit Corporation, and that the foregoing amended and restated bylaws were adopted as the bylaws of the Corporation as of ~~March~~ ^{April} 1, 2025, and that the same do now constitute the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 1 day of April, 2025.

COUNTY LINE YOUTH SOCCER LEAGUE,
a California Nonprofit Public Benefit Corporation



Jessica Herzog, Secretary