

Bylaws

of the

WESTERN SONOMA COUNTY YOUTH SOCCER LEAGUE, INC.

Amended: October 21, 2004

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**BYLAWS**

**of the**

**WESTERN SONOMA COUNTY YOUTH SOCCER LEAGUE, INC.**

(A nonprofit public benefit Corporation organized  
under the laws of the State of California)

**CHAPTER 1: CORPORATE STRUCTURE AND OPERATION**

**[ARTICLES I through IX]**

**ARTICLE I**

**CORPORATE NAME AND JURISDICTION**

**SECTION 1. CORPORATE NAME**

The name of this corporation is the Western Sonoma County Youth Soccer League, Inc. (WESCO). It is also known by the symbols and logos of the California Youth Soccer Association, Inc. (CYSA), which are the sole and exclusive property of the CYSA, with which this Corporation is affiliated.

**SECTION 2. CORPORATE JURISDICTION**

The jurisdiction of WESCO shall encompass such portions of the county of Sonoma, state of California as shall from time to time be determined by the CYSA.

**ARTICLE II**

**CORPORATE PHILOSOPHY, OBJECTIVES, PROGRAM**

**SECTION 1. PHILOSOPHY**

The following statements express the philosophy of WESCO:

A. WESCO, as an affiliate of the CYSA, is a voluntary public benefit nonprofit organization formed to create, provide and support youth soccer activities in accordance with CYSA regulations as published from time to time.

B. WESCO, its Clubs, members, players, agents and employees will conduct WESCO youth soccer activities in accordance with the Player's, Parent's and Coach's Codes of Conduct as published by CYSA from time to time.

C. WESCO, its Clubs, members, players, agents and employees will conduct WESCO youth soccer activities to such standard of conduct that will not bring the game, CYSA, WESCO, the Club or the members and players into disrepute.

D. WESCO, its clubs, members, players, agents and employees will conduct WESCO youth soccer activities in to such standard of conduct that will not subject the players to physical or mental violence.

E. WESCO, its Clubs, members, players, agents and employees will conduct WESCO youth soccer activities in such a fashion as is morally indefensible.

F. WESCO has the responsibility to help assure the adequacy and effectiveness of its programs.

G. WESCO believes that it is essential to preserve independence in the manner in which it raises funds for support of its programs and to maintain the right to appeal directly and independently to the public for support in conformity with accepted standards for ethical fundraising.

SECTION 2.           **OBJECTIVES**

The objectives and the purpose of WESCO shall be to develop, promote and administer the game of outdoor soccer, among youth (boys and girls under nineteen years of age) within WESCO's jurisdiction.

SECTION 3.           **PROGRAM**

A. In harmony with its stated objectives, WESCO shall:

1. Stimulate the development of such programs and services in as are necessary to meet the needs of players, members and volunteers.

2. Stimulate the development of, and conduct, educational programs for all who are interested in the game of soccer.

3. Encourage the use of volunteers at all levels of WESCO.

4. Conduct necessary fundraising activities.

5. Collaborate with other organizations and agencies in appropriate activities relating to youth soccer.

6. Do such other things and perform such other acts as WESCO may deem necessary to accomplish its purposes.

B. In the advancement of the foregoing, it shall be the responsibility of WESCO to:

1. Comply with the minimum standards developed and maintained from time to time by the CYSA for CYSA activities.

2. Develop and maintain minimum standards for all activities carried out under CYSA and/or WESCO auspices, including program, personnel, membership, administration, fundraising, fiscal accountability, and to develop procedures to assure compliance with such standards.

C. The purpose of WESCO shall be to offer a soccer program to all youth (boys and girls under 19 years of age) within WESCO's jurisdiction and regardless of race, color, creed and/or ability.

#### **SECTION 4. FAILURE TO MEET STANDARDS**

A. WESCO, each of its Clubs, Nonvoting Corporate Members, Voting Corporate Members, Voting Club Members, Officers, Directors, Managers and all employees and agents of WESCO, are charged with the knowledge of, and compliance with these Bylaws, the standards and policies of the CYSA as they are published from time to time, and such standards and policies of WESCO as are set forth herein together with such additional standards and policies as WESCO shall publish from time to time.

B. Should any Officer, Director, and/or any employee or agent of this Corporation, the Managers of a Club, any Club Manager individually, any Voting or Nonvoting Member, or any coach or referee fail to meet, or comply with these Bylaws, CYSA and/or WESCO standards and policies, or engage in conduct which the Board of Directors determines is materially and seriously prejudicial to the interests and purposes of WESCO, that party shall be given written notice of such failure to meet standards by the Board of Directors of WESCO and shall have 10 calendar days from the date of service of such notice to prepare and submit to the Board of Directors of WESCO a plan for corrective action, or request a closed hearing before the Corporate Protests, Appeals, Discipline and Disputes Committee. Notice may be served by first class mail, postage prepaid, to the party's most recent address in the corporate records, and service shall be effective 2 days after posting. Notice may also be served personally and shall be effective when served.

C. Failure by a party to submit a corrective plan acceptable to the Board of Directors within 10 days after service of notice may result in (1) the authority of that Club's Managers being temporarily suspended and such authority shall be exercised by the Board of Directors of WESCO, (2) the temporary suspension of Voting and Nonvoting Membership and any elected or appointed Corporate or Club office held by such member, (3) the temporary suspension of coaching and/or referee rights, duties and assignments, or

(4) such other temporary corrective action as the Board of Directors deems to be in the best interests of this Corporation. After the Board of Directors implements its temporary action as provided in this paragraph, the notice of failure to meet standards shall then be referred to the Corporate Protests, Appeals, Discipline and Disputes Committee for its report and recommendation.

D. Upon receipt of the report and recommendation of the Corporate Protests, Appeals, Discipline and Disputes Committee, the Board of Directors shall make its factual findings and shall exercise its full discretion to suspend or terminate the authority of a Club's Managers, the Membership of a Voting or Non-voting Member, coach or referee, and to take such other corrective action and impose such other terms and conditions as the Board of Directors deems to be in the best interests of this Corporation. The decision of the Board of Directors shall be final and nonappealable 15 days after the date of posting the written decision of the Board to the party's most recent address in the corporate records by first class mail, postage prepaid.

### **ARTICLE III**

#### **CORPORATE MEMBERSHIP**

##### **SECTION 1. CORPORATE CLASSES OF MEMBERSHIP**

There shall be two classes of corporate membership of this Corporation. The first class of corporate membership shall be known as Corporate Nonvoting Members, and the second class of corporate membership shall be known as Corporate Voting Members.

##### **SECTION 2. CORPORATE NONVOTING MEMBERS**

###### **A. CORPORATE INDIVIDUAL MEMBERS**

An individual corporate member, whose membership shall expire annually, shall be a person whose membership is not under suspension or termination, who is current in all fees and other remittances to WESCO, and who is in compliance with all rules and regulations of this Corporation and CYSA, and:

1. Who is a parent or legal guardian of a youth registered as a player in a WESCO Club during the current fiscal year of the Corporation; and

2. who is in full compliance with the rules, regulations and standards of, and in good standing with, the CYSA and WESCO.

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#### B. CORPORATE ORGANIZATIONAL MEMBERS

An organizational corporate member, which membership shall expire annually, shall be a business organization, firm, partnership, Corporation, service club or organization which:

1. Contributes annually to WESCO for a specified fiscal year, or participates in the activities and services of WESCO as determined in the Board's discretion; and

2. Which is in full compliance with the rules, regulations and standards of, and in good standing with, the CYSA and WESCO.

#### C. CORPORATE HONORARY MEMBERS

An honorary corporate member is a person who, in the opinion of the Board, shall be entitled to corporate membership because of outstanding personal service on behalf of youth soccer or to WESCO. Honorary corporate members shall be elected by the Board as Nonvoting Corporate Members of WESCO without having been nominated by the Nominating Committee.

### SECTION 3. **CORPORATE VOTING MEMBERS**

The Corporate Voting Members of this Corporation shall be the persons, in good standing and in compliance with the rules and regulations of this corporation and CYSA, who from time to time are the Chairpersons of each of the Club managers of this Corporation, as provided in these Bylaws, during the fiscal year of their respective terms of office. An Officer or Director of this Corporation shall be eligible to be a Corporate Voting Member during the term of their office. Death, resignation, removal or expiration of term of office of any Chairperson of a Club Managers, as provided in these Bylaws, automatically terminates his/her membership as a Corporate Voting Member of this Corporation. Installation of a successor Chairperson, as provided in these Bylaws, shall operate to install that new Chairperson as a Corporate Voting Member of this Corporation.

### SECTION 4. **CORPORATE MEMBER MEETINGS**

#### A. CORPORATE ANNUAL MEMBER MEETING

It shall be the responsibility of the President of the Board of Directors to fix the time and place, according to California Law, of the annual meeting of Corporate Members of WESCO, at which Directors are to be elected, and to cause notice of the time and place thereof to be given to the Corporate Voting and Nonvoting Members at fifteen (15) days in advance.

The Corporate Annual Member Meeting shall occur no less than twenty (20) days after the Club Annual Member Meeting.

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B. CORPORATE SPECIAL MEMBER MEETINGS

Special Corporate Member meetings may be called by the President of the Board of Directors and shall be called upon the written request of five (5) or more members of the Board of Directors. Notice of the time, place, and in case of a special meeting, the purpose thereof, shall be given by the Secretary of WESCO to each Corporate Voting Member not less than five (5) days before the date specified for such meeting if delivered by first class mail, or forty-eight (48) hours if delivered personally or by telephone, telegraph or facsimile machine.

C. NOTICE OF CORPORATE MEMBER MEETINGS

Notice of the time and place for any regular Corporate Member meeting shall be given in writing and shall be effective on the date of posting addressed to the address of the Corporate Voting and Nonvoting Members as it appears on the records of WESCO, by first class mail, postage prepaid. The notice shall state the location of the meeting and the general nature of the business to be transacted. The notice of any Corporate Member meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

**SECTION 5. CORPORATE QUORUM AND VOTING**

A quorum for the transaction of business shall exist whenever a majority of the Corporate Voting Members are present in person. Each Corporate Voting Member shall be entitled to one vote, to be cast in person, in writing, by telephone, by written proxy, or by any other means authorized by law. Unless a greater vote is required by these Bylaws, any proposal to come before the Corporate Voting Membership shall be deemed to be adopted upon the affirmative vote of the majority of the Corporate Voting Members present and voting, a quorum being present.

**SECTION 6. CORPORATE QUORUM INITIALLY PRESENT**

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Corporate Voting Members, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws, or by law.

**SECTION 7. CORPORATE ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Corporate Voting Membership under the provisions of the California Corporations code, the Articles of Incorporation, or these Bylaws may be taken without a meeting, if all corporate Voting Members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the

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minutes of proceedings of the Corporate Voting Members. Such action by written consent shall have the same force and effect as a majority vote of such Corporate Voting Members. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Corporate Voting Membership without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that the Bylaws of this Corporation authorize its Directors so to act.

#### ARTICLE IV

##### **CORPORATE BOARD OF DIRECTORS**

###### **SECTION 1. CORPORATE OFFICE OF DIRECTOR: NUMBER AND TERM**

The Board shall consist of nine (9) Directors.

At each annual meeting of this Corporation, approximately one third (1/3) of the Board shall be elected in equal numbers for three (3) year terms. At the first annual meeting upon adoption of these Bylaws, nine (9) Directors shall be elected for staggered terms of one (1), two (2) and three (3) years. The Chairpersons of each Club Managers, subject to these Bylaws, shall nominate and elect the Directors.

###### **SECTION 2. CORPORATE ELECTION OF DIRECTORS**

All Directors shall be elected by Corporate Voting Members, subject to these Bylaws, from the nominees submitted by the Chairpersons of each Club Managers or, failing that, by the Nominating Committee of the Board of Directors. If the number of nominees for Director exceeds the number of vacancies to be filled, voting upon the persons duly nominated in accordance with the preceding provisions shall be by secret ballot. Those nominees receiving the greatest number of votes to the extent of the vacancies to be filled, shall be deemed to be elected; provided however, that if two (2) or more nominees shall receive the same number of votes for the last vacancy to be filled, then one or more new ballots shall be cast among such tying nominees until one of them receives a plurality of votes over those received by such other tying nominee or nominees.

###### **SECTION 3. CORPORATE DIRECTOR QUALIFICATIONS**

No salaried employee of the CYSA, WESCO or of any WESCO Club shall be eligible to serve as a Director. A Director may serve as a Chairperson for

a Club Managers of a WESCO Club during the period of said Director's term. A Director who has served a full term of three (3) years shall be eligible to hold office for additional terms. A Director shall be a Corporate Member in full compliance with the rules, regulations and standards of, and in good standing with, the CYSA, WESCO and the California Corporations Code.

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**SECTION 4. CORPORATE DIRECTOR REMOVAL FROM OFFICE**

Any Director may be removed from office as provided in Chapter 1, Article II of these Bylaws.

**SECTION 5. CORPORATE DIRECTOR VACANCIES**

A vacancy for any reason in the office of Director may be temporarily filled by the Board of Directors until a successor is elected for the unexpired term at an election to be held at WESCO's next annual meeting following such vacancy. Any Director who has three (3) consecutive absences from regular meetings of the Board, beginning with the first meeting subsequent to such election, shall be considered as having resigned that Director's position unless the Board excuses one or more of the absences, and the vacancy thus created shall be filled as provided herein.

**SECTION 6. CORPORATE BOARD OF DIRECTORS POWERS**

The Board of Directors, subject to these Bylaws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of WESCO. The Board may cause the books and financial statements of WESCO to be reviewed annually or more frequently as it shall deem prudent. The Board shall have the power to receive, use, hold, invest, and reinvest gifts, bequests, devises, grants, or funds from whatever source and use the same or the proceeds thereof for WESCO, or any of its activities, or as specifically designated.

**SECTION 7. CORPORATE BOARD OF DIRECTORS MEETINGS**

**A. CORPORATE ANNUAL MEMBER/DIRECTOR MEETING**

It shall be the responsibility of the President of the Board of Directors to fix the time and place, according to California Law, of the annual meeting of WESCO at which Directors are to be elected, and to cause notice of the time and place thereof to be given to the Directors and the Corporate Voting Members. At the conclusion of said meeting, the Board of Directors shall conduct its meeting to carry forward the business of the annual Corporate Member meeting, including the election of Officers.

**B. CORPORATE BOARD OF DIRECTORS BUSINESS MEETINGS**

It shall be the responsibility of the President of the Board of Directors to fix the time and place of the regular business meetings of the Board of Directors of WESCO, and to cause notice of the time and place thereof to be given to the Directors and the corporate Voting Members as required by these Bylaws.

C. CORPORATE BOARD OF DIRECTORS SPECIAL MEETINGS

Special meetings of the Board may be called by the President, and shall be called upon the written request of five (5) or more members of the Board. Notice of the time, place, and in case of a special meeting, the purpose thereof, shall be given by the Secretary of WESCO to each member of the Board and the Corporate Voting Members not less than five (5) days before the date specified for such meeting if delivered by first class mail or forty-eight hours if delivered personally or by telephone, telegraph or facsimile machine.

D. CORPORATE BOARD OF DIRECTORS TELEPHONIC MEETINGS

Members of the Board of Directors may participate in a meeting by telephone or through the use of a conference telephone call or a similar communication designed so that all the members in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

E. NOTICE OF CORPORATE BOARD OF DIRECTORS MEETINGS

Notice of the time and place for any meeting of the Board of Directors shall be delivered personally to the Directors and the Corporate Voting Members or sent by first-class mail or better to the address of the Corporate Voting members as it appears on the records of WESCO. Persons entitled to notice of said meetings may waive proper and timely notice in writing. Attendance at any such meeting shall constitute a waiver of proper and timely notice by any person entitled to the same.

SECTION 8. **CORPORATE DIRECTOR QUORUM AND VOTING**

A quorum for the transaction of business shall exist whenever a majority of the Board is present in person. Each Director shall be entitled to one vote, to be cast in person, in writing, by telephone, by written proxy, or by any other means authorized by law. Unless a greater vote is required by these Bylaws, any proposal to come before the Board shall be deemed to be

adopted upon the affirmative vote of the majority of the Directors present and voting, a quorum being present.

**SECTION 9. CORPORATE DIRECTOR QUORUM INITIALLY PRESENT**

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws, or by law.

**SECTION 10. CORPORATE BOARD ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board under the provisions of the California Corporations Code, the Articles of Incorporation, or these Bylaws 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 proceedings of the Board. Such action by written consent shall have the same force and effect as an unanimous vote of such Directors. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that the Bylaws of this Corporation authorize its trustees so to act.

**SECTION 11. CORPORATE CONFLICTS OF INTEREST**

Business relationships should not exist between WESCO and its Directors, the Officers of the Board, its staff or members of the immediate families of any of the foregoing. In instances where a business relationship exists between any of the foregoing, (a) the facts and circumstances of each such business relationship shall be disclosed annually to the Board and when a conflict or potential conflict arises, and (b) the affected Director or Officer shall have no vote and no authority as a Director or Officer that could further any such business relationship.

**SECTION 12. CORPORATE COMPENSATION**

No Director shall receive compensation as such, provided, however, that Directors may be reimbursed from time to time for expenses incurred on behalf of the Corporation, upon vote of the Board of Directors.

## CORPORATE OFFICERS

### SECTION 1.           **CORPORATE OFFICES AND TERM**

The Officers of this Corporation shall consist of a President, Vice President and a Treasurer, all whom shall be elected from and by the Board, and a Secretary who may, but not need be, a member of the Board. The Officers shall be elected by the Board to serve until the next annual meeting of the Board and until their successors are elected and qualified. The President and Vice President may succeed themselves in office for one additional oneterm, if duly qualified. The Treasurer and the Secretary may hold office without limitation on number of terms. The Board may also elect an Assistant Secretary and an Assistant Treasurer who shall serve at the pleasure of the Board and who need not be members of the Board. All

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officers shall be elected from nominees submitted by the Nominating Committee. An officer who is not a current Director of this Corporation, shall be a Nonvoting Member of the Board of Directors.

### SECTION 2.           **CORPORATE OFFICER QUALIFICATIONS**

No compensated employee of the CYSA, WESCO or of any WESCO Club shall be eligible to serve as an Officer of WESCO. No Officer may hold more than one (1) office at a time. An Officer must be a current Voting or Nonvoting member of WESCO, in good standing and shall be in full compliance with the rules, regulations and standards of, and in good standing with, the CYSA and WESCO.

### SECTION 3.           **REMOVAL FROM OFFICE**

Any Officer may be removed from office as provided in Chapter 1, Article II of these Bylaws.

### SECTION 4.           **VACANCIES**

A vacancy in any office, for any reason, may be temporarily filled by the Board of Directors until a successor is elected for the unexpired term at an election to be held under the provisions of these Bylaws.

### SECTION 5.           **DUTIES OF OFFICERS**

A.    **PRESIDENT**                   The President shall preside at all meetings of this Corporation and shall act as President of the Board. The President shall have the title of President of the Board. The President shall be an ex-officio member of all committees, except the Nominating Committee of WESCO. The President shall perform such duties as usually pertain to such office or as

may from time to time be assigned to the President by the Board. The President shall be directly responsible to the Board and shall report to the Board all important matters pertaining to the welfare of this Corporation.

B. **VICE PRESIDENT** The Vice President shall perform the duties of the President in the President's absence, and shall perform such other duties as the President or the Board may from time to time designate. In the case of the President's inability to serve, resignation, removal from office or death, the Vice President shall fill the unexpired term of the President.

C. **TREASURER** The Treasurer shall be the chief financial officer responsible for all the funds and securities of WESCO, shall authorize the paying out of monies on such approvals and signatures as the Board may determine, shall be responsible for the maintenance of adequate books of account, shall present to the Board monthly financial statements of receipts and expenditures and

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at the close of the fiscal year shall present to the Board a financial report for the year accompanied by a balance sheet and an income and expense statement.

D. **SECRETARY** The Secretary shall attend and shall be responsible for the preparation and preservation of the minutes of all meetings of the Board. The Secretary shall serve ex-officio on such committees as may be appointed by the President, except the Nominating Committee. The Secretary shall give all notices required by law or by these Bylaws. The Secretary may sign on behalf of this Corporation, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall do, and perform, such other duties as the Secretary may be assigned from time to time by the Board. The Secretary may authorize the Assistant Secretary, if any, to perform or discharge any of the Secretary's duties or responsibilities.

E. **REGISTRAR** The Registrar may, but need not be, a Director or Officer of this Corporation, and shall serve at the pleasure of the Board of Directors. The Registrar is charged with, and shall oversee, the registration of all players by the Clubs of this Corporation. The Registrar is charged with completing all registrations with the CYSA. The Registrar is charged with, and shall oversee, player waiting lists and the assignment of players to and by the Clubs. The Registrar shall coordinate player and CYSA registration with the Treasurer. The Registrar shall perform such other duties as are assigned by the President.

F. **TOURNAMENT DIRECTOR** The Tournament Director may, but need not be, a Director or Officer of this Corporation, and shall serve at the pleasure of the Board of Directors. The Tournament Director is charged with, and shall

oversee, the all tournaments sponsored by, operated by and under the auspices of this Corporation. The Tournament Director shall report to the Board of Directors. The Tournament Director shall perform such other duties as are assigned by the President.

G. **HEAD COACH** The Head Coach may, but need not be, a Director or Officer of this Corporation, and shall serve at the pleasure of the Board of Directors. The Head Coach is charged with, and shall oversee, the training, education and conduct of the Club Head Coaches and team coaches of each Club. The Head Coach is charged with completing all coaches registrations with WESCO and the CYSA . The Head Coach shall perform such other duties as are assigned by the President.

## ARTICLE VI

### **CORPORATE CHIEF EXECUTIVE OFFICER**

The Board may deem it prudent to employ a Chief Executive Officer of WESCO for such period of time and upon such terms and conditions as the Board may determine, but who meets the requirements set by the CYSA. The Chief Executive Officer shall exercise such powers as customarily given to the Chief Executive officer of a business organization, subject to the limitations and delegations contained in these Bylaws. The Chief Executive Officer shall serve ex-officio, without vote, on all committees of this Corporation, except the Nominating Committee, and shall do, and perform, such other duties as the Board may assign from time to time. The Chief Executive Officer shall serve at the pleasure of the Board.

## ARTICLE VII

### **CORPORATE COMMITTEES OF THE BOARD OF DIRECTORS**

#### SECTION 1. **APPOINTMENT AND TENURE**

Unless otherwise specified, the President may annually appoint standing advisory committees and such special advisory committees as may be authorized by the Board for such period as may be necessary. Unless otherwise specified, committees shall be advisory only and shall have no authority to act for the Board. Committee members shall serve until the designation of their successors, except as otherwise provided herein. The chairperson of each committee shall be a member of the Board. Other committee members may be appointed from among the membership of the Board and from outside of the Board, unless otherwise specified. Each committee

member, with the exception of ex officio members and consultants, shall be entitled to vote at committee meetings.

## SECTION 2. **STANDING COMMITTEES**

The following committees, each of which may have a minimum of three (3) members, shall be appointed annually. Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Board for action.

A. **FISCAL COMMITTEE** This committee shall supervise all matters relating to the funds, securities and investments of WESCO on behalf of the Board. The Fiscal Committee shall be chaired by the Treasurer and shall consist of at least two (2) additional persons selected by the Board. The Committee shall maintain a continuous and overall review of income and expenditures and shall make recommendations to the Board relating thereto. This committee shall annually present to the Board a budget of anticipated receipts and expenditures for the coming year. It shall, in addition,

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regularly review and make recommendations to the Board regarding the Corporation's fiscal position. It shall also consider and advise upon any other matters relating to the fiscal management of this Corporation.

The Fiscal committee, with the consent of the President, shall have authority to act on behalf of the Board on all financial matters which cannot be delayed until the Board's next regularly scheduled meeting. This committee, with the consent of the President, is authorized to commit expenditures up to a total amount which shall be determined from time to time by the Board. Any action taken by such committee pursuant to the foregoing authority shall be reported to the Board at its next regular meeting.

B. **PERSONNEL COMMITTEE** This committee shall have responsibility for recommending to the Board written policies with respect to salary ranges and increments, benefits and conditions of employment and for assisting the Board, the President and the Chief Executive Officer in maintaining sound programs of personnel administration and staff development for employees of this Corporation.

### C. **NOMINATING COMMITTEE**

1. **APPOINTMENT** The Nominating Committee shall be appointed annually as a standing committee of this corporation. The President shall appoint three (3) members from among the members of the Board, one of whom shall be

designated as chairperson. Neither the President, the Secretary nor the Chief Executive Officer shall serve as a member of the committee, as an appointee or ex-officio.

2. **RESPONSIBILITY** This committee shall have responsibility for nominating candidates for (1) those Directorships on the Board required to be filled at the annual meeting in the absence of nominations from the Voting Members and any additional vacancies then existing, (2) for the various offices of the Board. It shall evaluate the participation of members of the Board who are eligible for re-election, analyze the composition of the Board and future needs, and solicit, evaluate, recruit, and select candidates to serve as directors, and nominate at least 60 days prior to the annual corporate Member meeting, a list of candidates for each directorship to be filled for the coming year.

A list of nominees for Director shall be presented to the membership of WESCO at its annual meeting and a list of nominees for Officers of the Board shall be presented to the Board at its annual meeting.

D. **EXECUTIVE COMMITTEE**

1. **APPOINTMENT** The Executive Committee shall consist of the officers of the Board.

2. **RESPONSIBILITIES** The Executive Committee may meet on the call of the President, as frequently as business requires, and may act in emergency situations by majority vote of all members of the Committee.

3. **NONDELEGABLE FUNCTIONS** The Board may not delegate the following functions to the Executive Committee:

- a. Establishment of Board policy;
- b. Approval of the annual financial statement and budget;
- c. Appropriation of funds not provided in the budget;
- d. Establishment of general program objectives;
- e. Approval of officers, new Board members or standing committee.

E. **PROTEST, APPEALS, DISCIPLINE and DISPUTES COMMITTEE**

1. All Clubs, Members, Directors, Officers and agents of this Corporation shall submit all matters of protests, appeals, discipline and disputes relating to decisions, rules interpretations, conduct and interpretation of the rules of the game, application of the appropriate provisions of the California Corporations Code and these Bylaws for determination to the Protest, Appeals, Discipline and Disputes Committee (PAD).

2. The Corporate PAD Committee shall have original jurisdiction over protests, appeals, discipline and disputes arising from application of the appropriate provisions of the California Corporations Code, these Bylaws and those matters relating to an officer, director or employee of the Corporation. The Corporate PAD Committee shall also entertain appeals from the determinations of the Club PAD Committees on all issues over which the Corporate PAD Committee does not have original jurisdiction. All appeals to the Corporate PAD Committee shall be entertained on a de novo basis.

3. All protests, appeals, discipline and disputes shall be submitted in writing to the Secretary of the Corporation, together with such filing fee as shall be determined from time to time by the Board of Directors. Within seven (7) calendar days after the receipt by the Secretary of the Corporation of the written protest, appeal, discipline or dispute, the Secretary shall transmit a copy of the protest, appeal, discipline or dispute to the President and the members of the Corporate PAD Committee. The Corporate PAD Committee shall return a written report and recommendation to the Board of Directors within fourteen (14) calendar days

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after the committee's receipt of the protest, appeal, discipline or dispute, unless the time shall be extended for good cause by vote of the Board of Directors.

4. The Corporate PAD Committee shall be made up of at least three (3) persons, and such additional persons as the President, in the President's absolute discretion, shall determine are necessary and appropriate for proper functioning of the Committee.

5. The rulings and actions of the Board of Directors upon the recommendations and report of the Corporate PAD Committee shall be binding and final on all parties, and subject to the provisions of California Code of Civil Procedure sections 1285, et seq., and any subsequent amendments to such sections and the rights of appeal provided by CYSA.

F. **CREDENTIALS COMMITTEE**

The Credentials Committee shall be comprised of the corporate Registrar and the Registrars of each of the Clubs.

G. **RULES COMMITTEE**

The Rules Committee shall be comprised of the Head Coach and three (3) Chairpersons of WESCO Clubs appointed at the discretion of the President.

SECTION 3. **APPOINTMENT OF CORPORATE CONSULTANTS**

The President, with the approval of the Board, shall appoint to committees such consultants as are deemed necessary from time to time effectuate the purposes and policies of WESCO.

ARTICLE VIII

**CORPORATE PROFESSIONAL ADVISORY COUNCIL**

The President may appoint a Professional Advisory Council of individuals representative of various medical, recreation, athletic and other specialties and related professional fields to advise on broad fundamental policies related to the programs of this Corporation, to advise on potential need for information to the professions, to make recommendations to the Program Committee, and to report to the Board of Directors.

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ARTICLE IX

**CORPORATE OFFICES**

This Corporation may have, and maintain, in the county of Sonoma, state of California an office and may have such other offices within the State of California as the Board may from time to time determine.

**CHAPTER 2: CLUB STRUCTURE and OPERATION**

[ARTICLES X through XVI]

ARTICLE X

**CREATION OF CLUBS OF THE Corporation**

The purposes, powers, duties, obligations and needs of this Corporation and those it serves are best met by the creation of soccer Clubs reflecting the geographic, social, developed skill and demographic diversity of the jurisdiction.

The Board of Directors shall authorize, approve and create such Clubs as the Board of Directors shall determine are necessary and appropriate to achieve the objectives of the Corporation. Upon the approval and creation of a Club by the Board of Directors, the President of the Board shall appoint the Club Managers, as hereinafter provided, from the Club Voting Members, as hereinafter defined in these Bylaws. Thereafter, the Club Voting Members shall elect the Club Managers in accordance with the provisions of these Bylaws.

## ARTICLE XI

### **CLUB VOTING MEMBERS**

The Club Voting Members of each Club authorized, approved and created by the Board of Directors of this Corporation shall be Voting or Nonvoting Members of WESCO and persons in good standing and compliance with the rules and regulations of this Corporation and CYSA, who are the parents or legal guardians of a youth registered as a player in that Club during the current fiscal year of the Corporation. There shall be one (1) Club vote for each youth registered as a player in that Club during the current fiscal year of the Corporation. In the event of a dispute between parents and/or legal guardians as to the person entitled to cast the Club vote, the parent or legal guardian who has executed the registration form for the youth shall be deemed to be the person entitled to cast said vote. In the event that there remains a dispute between parents and/or legal guardians as to the person entitled to cast the Club vote, the Club Chairperson in his or her absolute discretion shall designate the person entitled to cast said vote. A club Voting Member shall be in full compliance with the rules, regulations and standards of, and in good standing with, the CYSA and WESCO. Club Voting Membership shall expire annually.

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## ARTICLE XII

### **CLUB MEMBER MEETINGS**

#### **SECTION 1. ANNUAL CLUB MEMBER MEETING**

The first annual Club Member meeting of each Club shall take place upon notice, in compliance with this paragraph, given by the President of the Board of Directors and thereafter the annual Club Member meeting shall take place on the **third** Thursday of each December of each year. Notice of the time and place for a Club Member meeting shall be given at least fifteen (15) days in advance of the meeting and served by first-class mail or better to the address of the Club Voting Members as it appears on the records of WESCO. The notice shall state the location of the meeting and the general nature of the business to be transacted. The notice of a Club Member meeting at which Club Managers are to be elected shall include the

names of all those who are nominees at the time the notice is delivered or mailed.

## **SECTION 2. SPECIAL CLUB MEMBER MEETINGS**

Special Club Member meetings may be called by the Club Chairperson, and shall be called upon the written request of three (3) or more Club Managers. Notice of the time, place, and in case of a special Club Member meeting, the purpose thereof, shall be given by the Secretary of the Club to each Club Voting Member not less than five (5) days before the date specified for such Club Member meeting if delivered by first class mail, or forty-eight hours if delivered personally or by telephone, telegraph or facsimile machine.

## **SECTION 3. NOTICE OF CLUB MEMBER MEETINGS**

Notice of the time and place for any regular Club Member meeting shall be served by first-class mail or better to the address of the Club Voting Members as it appears on the records of WESCO. The notice shall state the location of the meeting and the general nature of the business to be transacted. The notice of any Club Member meeting at which Club Managers are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

## **SECTION 4. CLUB QUORUM AND VOTING**

A quorum for the transaction of Club business shall be constituted and deemed to be those Club Voting Members who are present in person, by proxy, attending by telephone or voting in writing at each meeting which has been properly noticed under these Bylaws. Each Club Voting Member who shall be entitled to one vote, to be cast in person, in writing, by telephone, by

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written proxy, or by any other means authorized by law. Unless a greater vote is required by these Bylaws, any proposal to come before the Club Voting Membership shall be deemed to be adopted upon the affirmative vote of the majority of the Club Voting Members present and voting, a quorum being present.

## **SECTION 5. CLUB QUORUM INITIALLY PRESENT**

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Club Voting Members, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws, or by law.

## **ARTICLE XIII**

## **CLUB MANAGERS**

### **SECTION 1. CLUB MANAGERS NUMBER AND TERM**

In each Club there shall be five (5) Club Managers for the Club. The term of office for each Club Manager shall be one (1) year.

### **SECTION 2. ELECTION OF CLUB MANAGERS**

All Club Managers shall be elected by Club voting Members, subject to these Bylaws, from the nominees submitted by the Nominating Committee of the Club Managers or, by a nomination from the floor by a Club Voting Member, the consent of the nominee having previously been obtained. If the number of nominees for Club Manager exceeds the number of vacancies to be filled, voting upon the persons duly nominated in accordance with the preceding provisions shall be by secret ballot. Those nominees receiving the greatest number of votes to the extent of the vacancies to be filled, shall be deemed to be elected; provided however, that if two (2) or more nominees shall receive the same number of votes for the last vacancy to be filled, then one or more new ballots shall be cast among such tying nominees until one of them receives a plurality of votes over those received by such other tying nominee or nominees. In the event that Club Managers shall not be lawfully elected, the President of the Board of Directors shall appoint the Club Managers, as provided by these Bylaws, from the Club Voting Members, as defined in these Bylaws.

### **SECTION 3. QUALIFICATIONS**

No compensated employee of the CYSA, WESCO or of any WESCO Club shall be eligible to serve as a Club Manager. A Club Manager shall be eligible to hold office for additional terms. A Club Manager of each Club shall be a Club voting Member of that Club, in good standing and in full compliance with the rules, regulations and standards of, and in good standing with, the CYSA and WESCO.

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### **SECTION 4. REMOVAL FROM OFFICE**

Any Officer, Manager or Member may be removed from office as provided in Chapter 1, Article II of these Bylaws.

### **SECTION 5. VACANCIES**

A Vacancy for any reason in the office of Club Manager may be temporarily filled by the remaining Club Managers until a successor is elected for the unexpired term at an election to be held at the Club's next annual meeting following such vacancy. Any Club Manager who has three (3) consecutive absences from regular meetings of the Club Managers, beginning with the first meeting subsequent to such election, shall be considered as having resigned that Club Manager's position unless the Club Managers excuse one

or more of the absences, and the vacancy thus created shall be filled as provided herein.

#### **SECTION 6. POWERS OF THE CLUB MANAGERS**

The Club Managers, subject to these Bylaws, shall exercise those corporate powers specifically delegated to them by the Board of Directors and conduct, manage, and control the affairs of their Club. The Club Managers shall maintain such books, financial records and statements of their Club as are prudent and as directed by the Board of Directors. The Club Managers shall deliver to the Board of Directors all original bank account statements, cancelled checks, receipts and invoices, together with a financial statement clearly identifying all sources of funds received, within 15 days of the receipt of each bank account statement by the Club Managers. All books and records of the club shall be provided to the Board of Directors upon 10 days written notice.

### **ARTICLE XIV**

#### **CLUB MANAGERS MEETINGS**

##### **SECTION 1. ANNUAL CLUB VOTING MEMBER/MANAGERS MEETING**

It shall be the responsibility of the Chairperson of the Club Managers to give notice of the annual meeting of the club, at which Club Managers are to be elected, to the Club Voting Members. At the conclusion of said Annual Club Member meeting, the Club Managers shall conduct its meeting to carry forward the business of the annual Club Voting Member meeting, including the election of officers.

##### **SECTION 2. CLUB MANAGERS BUSINESS MEETINGS**

It shall be the responsibility of the Chairperson of the Club Managers to fix the time and place of the regular meetings of the Club Managers of the Club, and to cause notice of the time and place thereof to be given to the Club Managers.

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##### **SECTION 3. SPECIAL CLUB MANAGERS MEETINGS**

Special meetings of the Club Managers may be called by the Chairperson, and shall be called upon the written request of three (3) or more Club Managers. Notice of the time, place, and in case of a special meeting, the purpose thereof, shall be given by the Secretary of Club Managers to each Club Voting Member and the Chairperson not less than five (5) days before the date specified for such meeting if delivered by first class mail or forty-eight hours if delivered personally or by telephone, telegraph or facsimile machine.

#### **SECTION 4. TELEPHONIC MEETINGS**

Club Managers may participate in a meeting by telephone or through the use of a conference telephone call or a similar communication designed so that all the members in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

#### **SECTION 5. NOTICE OF CLUB MANAGERS MEETINGS**

Notice of the time and place for a meeting of the Club Managers shall be delivered personally to the Club Managers, or sent by first-class mail or better to the address of the Club Managers as it appears on the records of WESCO.

#### **SECTION 6. QUORUM AND VOTING**

A quorum for the transaction of business shall exist whenever a majority of the Club Managers are present in person. Each Club Manager shall be entitled to one vote, to be cast in person, by telephone, or by any other means authorized by law. Unless a greater vote is required by these Bylaws, any proposal to come before the Club Managers shall be deemed to be adopted upon the affirmative vote of the majority of the Club Managers present and voting, a quorum being present.

#### **SECTION 7. QUORUM INITIALLY PRESENT**

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Club Managers, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these Bylaws, or by law.

#### **SECTION 8. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Club Managers under the provisions of the Articles of Incorporation, or these Bylaws may be taken

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without a meeting, if all members of the Club Managers shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of proceedings of the Club Managers. Such action by written consent shall have the same force and effect as an unanimous vote of such Club Managers. Any certificate or other document filed on behalf of the Club relating to an action taken by the Club Managers without a meeting shall state that the action was taken by a unanimous written consent of the Club Managers without a meeting, and that the Bylaws of this Corporation authorize its Club Managers so to act.

#### **SECTION 9. CONFLICT OF INTEREST**

Business relationships should not exist between each Club and its Club Managers, the Club Officers, its staff or members of the immediate families of any of the foregoing. In instances where a business relationship exists between any of the foregoing, (a) the facts and circumstances of each such business relationship shall be disclosed annually to the Club Managers and when a conflict or potential conflict arises, and (b) the affected Director or Officer shall have no vote and no authority as a Director or officer that could further any such business relationship.

**SECTION 10. COMPENSATION**

No Club Manager shall receive compensation as such, provided, however, that Club Managers may be reimbursed from time to time for expenses incurred on behalf of the Club after approval by vote of the Club Managers.

ARTICLE XV

**CLUB OFFICERS**

**SECTION 1. NUMBER AND TERMS OF CLUB OFFICERS**

The officers of each Club shall consist of a chairperson, Vice Chairperson and a Fiscal Officer, all whom shall be elected from the Club Managers, and a Recording Secretary who may, but not need be, a member of the Club Managers. The officers shall be elected to serve until the next annual meeting of the Club Managers and until their successors are elected and qualified. The Chairperson and Vice chairperson may succeed themselves in office for one additional one-term, if duly qualified. The Fiscal officer and the Recording Secretary may hold office without limitation on number of terms. The Club Managers may also elect an Assistant Recording secretary and an Assistant Fiscal officer who shall serve at the pleasure of the Club Managers and who need not be members of the Club Managers. All officers shall be elected from nominees submitted by the Nominating Committee.

**SECTION 2. DUTIES OF OFFICERS**

**A. CHAIRPERSON** The Chairperson shall preside at all meetings of the Club and shall act as Chairperson of the Club Managers. The Chairperson shall have the title of Chairperson of the Club Managers. The Chairperson shall be an ex-officio member of all committees, except the Nominating Committee of the Club. The Chairperson shall perform such duties as usually pertain to such office or as may from time to time be assigned to the Chairperson by the Club Managers. The Chairperson shall be directly

responsible to the Club Managers and Board of Directors and shall report to the same all important matters pertaining to the welfare of the Club and this Corporation.

**B. VICE CHAIRPERSON** The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence, and shall perform such other duties as the Chairperson or the Club Managers may from time to time designate. In the case of the Chairperson's inability to serve, resignation, removal from office or death, the Vice Chairperson shall fill the unexpired term of the Chairperson.

**C. FISCAL OFFICER** The Fiscal Officer shall be the chief financial officer responsible for all the funds and securities of the Club, shall authorize the paying out of monies on such approvals and signatures as the Club Managers and Board of Directors may determine, shall be responsible for the maintenance of adequate books of account, shall present to the Board monthly financial statements of receipts and expenditures and at the close of the fiscal year shall present to the Board a financial report for the year accompanied by a balance sheet and an income and expense statement. The Fiscal Officer shall deliver to the Board of Directors all original bank account statements, cancelled checks, receipts and invoices, together with a financial statement clearly identifying all sources of funds received, within 15 days of the receipt of each bank account statement by the Club Managers.

**D. RECORDING SECRETARY** The Recording Secretary shall attend and shall be responsible for the preparation and preservation of the minutes of all meetings of the Club. The Secretary shall serve ex-officio on such committees as may be appointed by the Chairperson, except the Nominating Committee. The Recording Secretary shall give all notices required by law or by these Bylaws. The Recording Secretary may sign on behalf of the Club, with such other officers as are authorized by the Club Managers, any and all documents authorized by the Club Managers. The Recording Secretary shall have charge of such books, documents and papers as the Club Managers may determine, and shall do, and perform, such other duties as the Recording Secretary may be assigned from time to time by the Club Managers. The Recording Secretary may authorize the Assistant Recording Secretary, if any, to perform or discharge any of the Recording Secretary's duties or responsibilities.

**E. CLUB REGISTRAR** The Club Registrar may, but need not be, a Manager or Officer of the Club and shall serve at the pleasure of the Club Managers. The Registrar is charged with, and shall oversee, the registration of all players by the Club. The Club Registrar is charged with completing all registrations with WESCO. The Club Registrar is charged with, and shall oversee, player waiting lists and the assignment of players

to and by the Club. The Club Registrar shall coordinate player and registration with the Treasurer. The Club Registrar shall perform such other duties as are assigned by the Chairperson and/or the Corporate Registrar.

**F. CLUB HEAD COACH**

The Club Head Coach may, but need not be, a Manager or Officer of the Club, and shall serve at the pleasure of the Club Managers. The Club Head Coach is charged with, and shall oversee, the training, education and conduct of the Club team coaches. The Club Head Coach is charged with completing all coach's registrations with WESCO and the CYSA. The Club Head Coach shall perform such other duties as are assigned by the Chairperson and/or the Corporate Head Coach.

**ARTICLE XVI**

**COMMITTEES OF THE CLUB MANAGERS**

**SECTION 1. APPOINTMENT AND TENURE**

Unless otherwise specified, the Club Chairperson may annually appoint standing advisory committees for such period as may be necessary. Unless otherwise specified, committees shall be advisory only and shall have no authority to act for the Club Managers. Committee members shall serve until the designation of their successors, except as otherwise provided herein. The chairperson of each committee shall be a Club Manager. Other committee members may be appointed from among the membership of the Club and from outside of the Club, unless otherwise specified. Each committee member, with the exception of ex officio members and consultants, shall be entitled to vote at committee meetings.

**SECTION 2. STANDING COMMITTEES** The following committees, each of which may have a minimum of three (3) members, shall be appointed annually. Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Club Managers for action.

**A. FISCAL COMMITTEE** This committee shall supervise all matters relating to the funds, securities and investments of the Club.

The Fiscal Committee shall be chaired by the Fiscal Officer and shall consist of at least two (2) additional persons selected by the Club Managers. The committee shall maintain a continuous and overall review of

income and expenditures and shall make recommendations to the Club Managers relating thereto. This committee shall annually present to the Club Managers a budget of anticipated receipts and expenditures for the coming year. It shall, in addition, regularly review and make recommendations to the Club Managers regarding the Club's fiscal position. It shall also consider and advise upon any other matters relating to the fiscal management of the Club.

The Fiscal Committee, with the consent of the Chairperson, shall have authority to act on behalf of the Club Managers on all financial matters which cannot be delayed until the Club Managers next regularly scheduled meeting. This committee, with the consent of the Chairperson, is authorized to commit expenditures up to a total amount which shall be determined from time to time by the Corporate Board of Directors. Any action taken by such committee pursuant to the foregoing authority shall be reported to the Club Managers at its next regular meeting.

## **B. NOMINATING COMMITTEE**

1. **APPOINTMENT** The Nominating Committee shall be appointed annually as a standing committee of the Club. The Chairperson shall appoint three (3) members from among the members of the Club Managers, one of whom shall be designated as chairperson.

2. **RESPONSIBILITY** This committee shall have responsibility for nominating candidates for (1) those Club Manager positions for the Club that are required to be filled at the annual meeting and any additional vacancies then existing, (2) for the various offices of the Club Managers. It shall evaluate the participation of members of the Club Managers who are eligible for re-election, analyze the composition of the Club Managers and future needs, and solicit, evaluate, recruit, and select candidates to serve as Club Managers, and nominate at least 30 days prior to the annual Club Member meeting, a list of candidates for each Club Manager position to be filled for the coming year.

A list of nominees for Club Manager shall be presented to the membership of each Club at its annual meeting and a list of nominees for Officers of the Club Managers shall be presented to the Club Managers at its annual meeting.

## **C. PROTEST, APPEALS, DISCIPLINE and DISPUTES COMMITTEE**

1. Members, Managers, Officers, referees and players of each Club shall submit all matters of protests, appeals, discipline and disputes

relating to decisions, rules interpretations, conduct and interpretation of the rules of the game, application of the appropriate provisions of the

California Corporations Code and these Bylaws for determination to the Club Protest, Appeals, Discipline and Disputes Committee (PAD).

2. The Club PAD Committee shall have original jurisdiction over all protests, appeals, discipline and disputes, except for those arising from application of the appropriate provisions of the California Corporations Code, these Bylaws and those matters relating to an officer, director or employee of the Corporation.

3. All protests, appeals, disciplines and disputes shall be submitted in writing to the Recording Secretary of the Club, together with such filing fee as shall be determined from time to time by the Board of Directors. Within seven (7) calendar days after the receipt by the Recording Secretary of the Club of the written protest, appeal, discipline or dispute, the Recording Secretary shall transmit a copy of the protest, appeal or dispute to the Chairperson and the members of the Club PAD Committee. The Club PAD Committee shall return a written report and recommendation to the Club Managers within fourteen (14) calendar days after the Committee's receipt of the protest, appeal or dispute, unless the time shall be extended for good cause by vote of the Club Managers.

4. The Club PAD Committee shall be made up of at least three (3) persons, and such additional persons as the Chairperson, in the Chairperson's absolute discretion, shall determine are necessary and appropriate for proper functioning of the Committee.

5. The rulings and actions of the Club Managers upon the recommendations and report of the Club PAD Committee shall be binding and final on all parties, and subject to the provisions of California Code of Civil Procedure sections 1285, at seq., and any subsequent amendments to such sections, unless properly appealed within ten (10) calendar of the posting of notice of that said rulings and actions to the protesting party or parties.

**CHAPTER 3: GENERAL CORPORATE AND CLUB PROVISIONS**

**(ARTICLES XVII through XXI)**

**ARTICLE XVII**

**CORPORATE AND CLUB RULES AND PROCEDURES**

Unless otherwise provided in these Bylaws, "Robert's Rules of Order Newly Revised" shall be observed as the rule of procedure for all meetings of the Nonvoting and Voting Members, the Board of Directors, the Club Managers and the various committees of the Board of Directors and Club Managers provided for in these Bylaws.

**ARTICLE XVIII**

**FISCAL YEAR**

The fiscal year of WESCO and its Clubs shall begin on the first day of April of each year and end on the last day of March of the next succeeding year.

**ARTICLE XIX**

**USE OF THE NAME AND SYMBOLS OF WESCO/CYSA**

It is hereby reaffirmed that the name CYSA, by which this Corporation is identified in its affiliation, is the lawful property of the CYSA, and is used by WESCO by, and with, the consent of the CYSA. Accordingly, in the event of the dissolution of WESCO or in the event its affiliation with the CYSA is terminated, voluntarily or involuntarily, WESCO shall immediately discontinue the further use of such name and symbols, and of any other name and symbols which may hereafter be adopted by the CYSA and authorized for use by WESCO, and will promptly take all required action under the laws of the State of California to amend its character to change its name to a name which does not contain the word "CYSA" and which is not otherwise confusingly similar to its present name.

**ARTICLE XX**

**INDEMNIFICATION**

WESCO shall indemnify any and all of its Directors, Officers or staff, or former Directors, officers, or staff, against all costs and expenses reasonably incurred by them, or any of them, in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being, or having been, Directors, Officers, or staff, such



expenses to include the cost of reasonable settlements made with any such Director, Officer or staff shall be finally adjudged in such action, suit or proceedings to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement, or otherwise.

**ARTICLE XXI**

**AMENDMENTS**

These Bylaws may be amended from time to time, or new Bylaws adopted, by the affirmative vote of not less than fifty-one percent (51%) of the authorized number of Corporate Voting Members without regard to the number of Corporate Voting Members who are actually serving the Corporation.

Dated:

\_\_\_\_\_, President

Attested to:

\_\_\_\_\_, Secretary

