

# WHITTIER AREA YOUTH SOCCER A CALIFORNIA CORPORATION

## BYLAWS

### ARTICLE I NAME AND AFFILIATION

The name of this organization shall be WHITTIER AREA YOUTH SOCCER, herein after referred to as WAYS. WAYS shall be an affiliated branch of, and comply with the authority of, the United States Soccer Federation (USSF), United States Youth Soccer (USYS), and the California Youth Soccer Association – South (CYSA-S).

### ARTICLE II OFFICES

The principal office for the transaction of the business of the corporation is located in Los Angeles County, California. The Board of Directors may change the principal office from one location to another.

### ARTICLE III PURPOSE AND OBJECTIVES

The purpose for which WAYS is organized is to provide nonprofit, public educational soccer play for youth under nineteen (19) years of age.

### ARTICLE IV NONPARTISAN ACTIVITY

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purpose described above, and it shall be nonprofit and nonpartisan.

### ARTICLE V DEDICATION OF ASSETS

The properties and assets of this nonprofit public benefit corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to nonprofit youth-oriented purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code, section 501 (a).

### ARTICLE VI MEMBERSHIP

#### Section 1 MEMBERS' CLASSIFICATION

There shall be two classes of members of this Corporation. They shall be known as player-parent members and associate members.

a) Definition and Rights of Player-Parent Members

Player-parent members are those persons listed on the registration as legal guardians of the player(s) to a maximum of two. They are eligible to participate on all committees and to hold office. Each player-parent member is eligible to vote at all member meetings.

b) Definition and Rights of Associate Members

Associate members are those members, other than player-parent members, who actively participate in the activities of WAYS and are registered with the Director of Registration. These members may include, but are not limited to, coaches, team parents, referees, and members of the Board of Directors. Associate members have the same voting and member rights as player-parent members as long as they meet the requirements of Article VII, section 10.

Section 2 TERM OF MEMBERSHIP

The player-parent and associate member term of membership shall be for the duration of the seasonal year for which they are registered. The seasonal year shall be determined by the United States Soccer Federation (USSF) and United States Youth Soccer (USYS).

Section 3 FEES, DUES AND ASSESSMENTS

Each player-parent member in good standing shall pay, within the time and on the conditions set by the Board of Directors, the initial application fee in amounts to be fixed from time to time by the Board of Directors. The fees shall be established prior to registration, but the Board of Directors may, at its discretion, adjust the fees for family memberships, according to the number and age of the dependents belonging to the family.

Section 4 REMOVAL OF MEMBER

Should the Board of Directors find the conduct of any member detrimental to the best interest of WAYS or to the purpose for which WAYS has been formed, the Board of Directors may take such action as the Board of Directors may deem reasonable, applicable and appropriate, including but not limited to suspension from or expulsion from WAYS. The Protest, Appeals, and Disciplinary Committee, established by the Board of Directors, shall take such action.

Procedure for Expulsion. Following the determination that a member should be expelled, the following procedure shall be implemented:

- a) A notice shall be sent by any means that provides proof of delivery (Refusal to accept or sign for delivery shall not be grounds to claim lack of proper notification) to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Protest, Appeals, and Disciplinary Committee composed of two (2) Board Directors, two (2) team administrators and/or officials (i.e.: coaches, assistant coaches, team parents, and/or referees), and two (2) general members, chaired by the First Vice President, and approved by the Board of Directors. The notice of the proposed expulsion shall state the date, time, and place of the hearing regarding the proposed expulsion.

- c) Following the hearing, the Protest, Appeals, and Disciplinary Committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Protest, Appeals, and Disciplinary Committee shall be final.
- d) Any person expelled from the corporation shall receive a refund of fees, provided the action occurs before player team assignments, and before the player has received his/her uniform.

Section 5 TRANSFER OF MEMBERSHIPS

No member may transfer for value a membership or any right arising from it. All rights of memberships cease on the member's death.

ARTICLE VII MEETINGS OF MEMBERS

Section 1 PLACE OF MEETINGS

Meetings of the membership shall be held at any place within the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

Section 2 ANNUAL MEETING

The Annual General Meeting (AGM) shall be held in January. The date shall be determined by the Board of Directors with a minimum of two (2) weeks notice.

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

- 1. Call to Order
- 2. Credentials Report
- 3. Reading of the Minutes from the previous AGM
- 4. Acceptance of the Minutes of the previous AGM
- 5. Reports:
  - a. President
  - b. First Vice President (including Committee reports)
  - c. Second Vice President
  - d. Third Vice President
  - e. Treasurer
  - f. Secretary
- 6. Unfinished Business
- 7. Proposals for amendments to the Articles of Incorporation, Bylaws, and/or League Manual
- 8. Election of Directors
- 9. New Business
- 10. Good of the Game
- 11. Adjournment

Section 3 SPECIAL MEETING

- a) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The Board of Directors, the President, or ten or more members.

- b) Calling meetings by members. If a special meeting is called by members other than the Board of Directors or President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board, the President, a Vice President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article VII, that a meeting will be held, and the date for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

Section 4 NOTICE OF MEMBERS' MEETINGS

- a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 5 of this Article VII not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and
- i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or
  - ii) in the case of the AGM, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.
- b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals:
- i) Removing a Director without cause;
  - ii) Filling vacancies on the Board of Directors by the members;
  - iii) Amending the Articles of Incorporation;
  - iv) Voluntarily dissolving the Corporation.
- c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, telegraphic, electronic, or other written communication, charges prepaid, addressed to each member at the address of that member appearing on the books of the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if either
- i) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal executive office, or
  - ii) notice is published at least once in a newspaper of general circulation in the county where that office is located.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

- d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any member's meeting may be executed by the Secretary, Assistant Secretary, or any other party of the

corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

Section 5 QUORUM

- a) Percentage required. One tenth (1/10) of one percent but not less than ten (10) members shall constitute a quorum for the transaction of business at a meeting of the members.
- b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 6 ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. But in the absence of a quorum, no other business may be transacted at meeting, except as provided in this Article.

Section 7 VOTING

- a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article VII, subject to the provisions of the California Nonprofit Corporation Law.
- b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.
- c) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members, unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the articles of incorporation.

Section 8 WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

- a) Written waiver or consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of the members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4 (b) of Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matter not included in the notice of the meeting, if that

objection is expressly made at the meeting.

Section 9 ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots must be returned for counting.

Section 10 RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENT

- a) To be determined by Board of Directors. For the purpose of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance a “record date”, which shall not be more than sixty (60) nor fewer than ten (10) days before the date of such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.
- b) Failure of Board of Directors to determine date.
  - i) Record date for notice or voting. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.
  - ii) Record date for written consent to action without meeting. Unless fixed by the Board of Directors, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given. When prior action of the Board of Directors has been taken, it shall be the day on which the Board of Directors adopts the resolution relating to that action.
  - iii) "Record date" means, as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

Section 11 PROXIES

There shall be no proxies.

Section 12 VOTING OF CLASSES

Each member as defined in Article VI, Section 1, shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

Section 13 PROCEDURES AND DEBATES

Procedures and debates for all meetings shall be in accordance with the Bylaws, the WAYS League Manual, and the Rules of Parliamentary Law known as “Robert’s Rules of Order”.

ARTICLE VIII ELECTION OF DIRECTORS

Section 1 ORIGINAL DIRECTORS

Deleted.

Section 2 NOMINATIONS AND SOLICITATIONS FOR VOTES

- a) Nominating Committee. The Chairman of the Board, or the President if there is no Chairman of the Board, shall appoint a committee made up of five (5) members, consisting of three (3) Board Directors and two (2) other members to select qualified candidates for election to the Board of Directors at least sixty (60) days before the date of any election of directors. The nominating committee shall make its report at least forty-five (45) days before the date of the election, and the Secretary shall forward to each member, with the notice of meeting required by Article VII, Section 4, a list of candidates nominated, by office.
- b) Nominations by members. Any member may nominate in writing candidates for directorship to the nominating committee at any time before the fiftieth (50th) day preceding such election. On timely receipt of the written nomination, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.
- c) Nominations from the floor. If there is a meeting to elect directors and no person is nominated for a Board of Directors position, any member present at the meeting, in person, may place names in nomination for that position. The person nominated must be present at the meeting, in person. This shall be the only time in which a nomination from the floor may be made.
- d) Solicitation of votes. If more people are nominated for a Board of Directors position than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees.
- e) Publications. Without limiting the generality of the foregoing, if the Corporation now or hereafter publishes, owns or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for director, it shall make available to all nominees, in the same issue of publication, an equal amount of space, equal prominence, to be used by the nominee for a purpose reasonably related to the election.
- f) Mailing election material. On written request by any nominee for election to the Board of Directors and accompanying payment of the reasonable costs of mailing (including postage), the Corporation shall, within ten (10) business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the Corporation within five (5) business days after the request allows the nominee, at the Corporation's option, the right to do either of the following:
  - i) inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, five (5) business days prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or
  - ii) obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand.

The membership list shall be made available on or before the latter of ten (10) business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.

- g) Refusal to publish or mail material. The Corporation may not decline to publish or mail material that is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the Corporation or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.
- h) Use of corporate funds to support nominee. Without authorization of the Board of Directors, no corporate funds may be expended to support a nominee for director after there are more people nominated for director than can be elected.
- i) Ballots for election. The Nominating Committee shall prepare ballots for the election of directors and conduct the election with voting by secret ballot.

Section 3 VOTE REQUIRED TO ELECT DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors.

ARTICLE IX DIRECTORS

Section 1 POWERS

- a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
  - i) Select and remove all officers, agents, and, employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix the compensation.
  - ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
  - iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
  - iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2 NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be not less than ten (10) nor more than twenty (20). The Directors

shall consist of Chairman of the Board, President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, League Registrar, Director of Coaches, Director of Referees, Director of Team Parents, Director of Fields and Equipment, , Director of Uniforms and Awards, and Director of Communications.

Section 3 ELECTION AND TERM OF OFFICE OF DIRECTORS

- a) Beginning in January 2003, Officers, as defined in Article XI Section 1, shall be elected at the AGM by ballot of the membership of this corporation to serve for one (1) year. The term of office shall commence at the adjournment of the Organizational Meeting, as defined in Article IX Section 11, following the election, and shall cease one (1) year later at the adjournment of the Organizational Meeting or until successors are elected and installed.
- b) Directors shall be elected at each AGM. The term of office shall commence at the adjournment of the Organizational Meeting, as defined in Article IX Section 11, following the election, and shall cease one (1) year later at the adjournment of the Organizational Meeting or until successors are elected and installed.
- c) If an AGM is not held or the directors are not elected at an AGM, Directors may be elected at either a special members' meeting held for that purpose or by the other Directors of the Board.
- d) To be eligible for the office of President, a member must have served one (1) year on the preceding Board of Directors as an Officer, Director or Assistant.

Section 4 RESPONSIBILITES OF DIRECTORS

- a) Chairman of the Board. If such an officer is elected, the Chairman of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall, in addition, be chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph b, below.
- b) President. Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. In addition, he/she shall:
  - i) preside at all meetings of the Board of Directors if the Chairman of the Board is not present;
  - ii) be the chief executive officer of WAYS;
  - iii) be an ex-officio member of all standing and special committees, except the nominating committee;
  - iv) preside over all meetings of the WAYS membership;
  - v) serve as chairman of the All-Star committee and committees with affiliated organizations; and
  - vi) have a veto, if in his/her considered opinion, an action of the Board of Directors, detrimental to the best interests of WAYS, is about to be taken. For the veto to be valid, the veto must be presented in writing to the Secretary within 72 hours of the vote authorizing said action. Said veto will stand, if within forty (40) days the Board of Directors has not overridden the same by a two-thirds (2/3) majority.

- c) First Vice President. In the absence of the President, the First Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. In addition, the First Vice President shall:
  - i) be chairman of all special committees;
  - ii) coordinate the preparation, publication, and distribution of all game statistics (with Board of Directors approval);
  - iii) publish and distribute the WAYS League Manual; and
  - iv) coordinate, prepare, and distribute game schedules.
- d) Second Vice President. In the absence of the President and the First Vice President, the Second Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon, the President. In addition, the Second Vice President shall:
  - i) be responsible for the operation of the Snack Stand, including staffing, obtaining supplies, and other such duties as may be necessary; and
  - ii) be responsible for keeping records of all activities concerning his the office including but not limited to team participation and financial records.
- e) Third Vice President. In the absence of the President, the First Vice President, and the Second Vice President, the Third Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon, the President. In addition, the Third Vice President shall:
  - i) be responsible for coordinating the fund-raising activities and all special events (including , but not limited to, candy sales, soccer camps, and additional fundraising;
  - ii) coordinate efforts to obtain corporate sponsors, and team sponsors; and
  - iii) be responsible for keeping records of all activities concerning his/her office.
- f) Secretary. The Secretary shall attend to the following:
  - i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
  - ii) Membership records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the corporate members, showing the names of all members, their addresses, and the class of membership held by each.
  - iii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of directors required by the Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
  - iv) In addition, the Secretary shall, provide copies of minutes to all elected officers and other designated recipients; maintain correspondence records; keep records containing true and correct copies of all documents submitted by each of the designated officers; maintain the official records of WAYS in a current and up-to-date status at all times; send copies of any Board of Directors action affecting the content of the Bylaws or standing rules to the Board of Directors, Assistants, and Staff members of

the Board of Directors.

g) Treasurer. The Treasurer shall attend to the following:

- i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of accounts shall be open to inspection by any director at all reasonable times.
- ii) Deposit and disbursement of money and valuables. The Treasurer shall:
  - (a) deposit all money and valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors;
  - (b) disburse the funds of the corporation as may be ordered by the Board of Directors;
  - (c) render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation; and
  - (d) have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- iii) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of his/her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.
- iv) In addition, the Treasurer shall:
  - (a) act as custodian of all funds of WAYS;
  - (b) coordinate and maintain the sponsor program;
  - (c) submit a monthly financial statement and semi-annual report of finances; and
  - (d) prepare the WAYS annual budget for the Board of Directors.

h) The League Registrar shall:

- i) organize and coordinate all procedures for WAYS player registration, player divisional designation and division waiting lists; and
- ii) keep all registration documentation (including team rosters) and submit to the Secretary copies of these for the official records;

Should the League Registrar also be serving as a coach or is the parent or guardian of a player, the President shall appoint a member of the Board of Directors, who is not coaching nor is the parent or guardian of a player in the same division, to maintain and supervise the waiting list for that particular division

i) The Director of Recreational (U4 thru U10) Coaches shall:

- iii) i) organize and coordinate all procedures for recreational coaches recruitment, training, development, and placement, keep copies of the full name, address and telephone number of each coach and submit to the Secretary for the official records;
- iv) organize and coordinate preparation and distribution of the WAYS Coaching Manual, textbooks, or other text materials selected by the Board of Directors to further the purposes of WAYS in respect to coaching of recreational teams; have approval of the Board of Directors for procedures and

materials prepared by the Director of Recreational Coaches.. In the absence of a Director of Inter City/League Coaches and Director of Signature League Coaches, the Director of Recreational Coaches will assume those responsibilities.

- i) The Director of Inter City/League (U12-U19) Coaches shall:
  - v) organize and coordinate all procedures for coaches recruitment, training, development, and placement;
  - vi) keep copies of the full name, address and telephone number of each coach and submit to the Secretary for the official records;
  - vii) organize and coordinate preparation and distribution of the WAYS Coaching Manual, textbooks, or other text materials selected by the Board of Directors to further the purposes of WAYS in respect to coaching of teams;
  - viii) have approval of the Board of Directors for procedures and materials prepared by the Director of Inter City/League Coaches
  - ix) In the absence of the Director of Recreational Coaches, the Inter City/League Director of Inter City/League Coaches will assume those responsibilities.
  - x) In the absence of a Competitive Teams Coordinator, those duties will be handled by the Director of Inter City/League Coaches.
- k) The Director of Signature League (U8-U19) Coaches shall:
  - xi) organize and coordinate all procedures for coaches recruitment, training, development, and placement;
  - xii) keep copies of the full name, address and telephone number of each coach and submit to the Secretary for the official records;
  - xiii) organize and coordinate preparation and distribution of the WAYS Coaching Manual, textbooks, or other text materials selected by the Board of Directors to further the purposes of WAYS in respect to coaching of teams;
  - xiv) have approval of the Board of Directors for procedures and materials prepared by the Director of Signature League Coaches
- l) The Director of Referees shall:
  - xv) be in charge of procedures for WAYS recruitment, training, and development of referees;
  - xvi) prepare, coordinate and supervise the referee schedule;
  - xvii) prepare (with approval of the Board of Directors) and distribute the WAYS Referee Manual, textbooks and other publications selected to improve the education, skills, performance and development of referees; and
  - xviii) keep copies of records regarding referees including full name, address, and telephone numbers of each referee in the current season and submit these to the Secretary for the official records.
- m) The Director of Team Parents shall:
  - xix) set up procedures for obtaining Team Parents and Division Team Parents for each division and coordinate all Team Parent activities;
  - xx) set up a program to acquaint all Team Parents with their respective duties;

- xxi) call meetings wherever necessary to organize the various Team Parent activities;
  - xxii) be responsible for procuring and investigating competitive bids from photography vendors for consideration and approval of the Board of Directors; and
  - xxiii) keep copies of records of current Team Parents including address and telephone numbers and submit one set to the Secretary for the official records.
- n) The Director of Fields and Equipment shall:
- xxiv) procure and investigate competitive bids from manufacturers, suppliers and vendors of soccer equipment (including, but not limited to, soccer balls, game and field equipment) for the consideration of the Board of Directors;
  - xxv) organize and coordinate distribution of such equipment as needed for practice or game play to each team or team coach;
  - xxvi) be responsible for reserving practice and game facilities; game field equipment installation and storage; field maintenance; supervision of game field set up and clean-up assignments;
  - xxvii) have the responsibility, with the cooperation of the schools, City administration and owners of the fields for determining the playability of the fields; and
  - xxviii) keep all documentation of the competitive bids, purchases, and property as official records of WAYS, and turn over copies of same to the Secretary for the official records. The Director of Communications shall:
  - xxix) produce, coordinate, edit, print and supervise the publication and distribution of the WAYS newsletter;
  - xxx) keep official records, including accounts, as may be necessary for the running of this office;
  - xxxi) coordinate the publication and distribution of all game statistics (with Board of Directors approval); and
  - xxxii) prepare, coordinate and supervise with approval of the President or Board of Directors, all material to be published in the public media.
- o) The Director of Uniforms and Awards shall:
- xxxiii) procure and investigate competitive bids from manufacturers, suppliers and vendors of soccer equipment (including, but not limited to, player uniforms and accessories) for consideration and approval of the Board of Directors;
  - xxxiv) purchase all soccer uniforms, equipment, and accessories for WAYS upon approval of the Board of Directors;
  - xxxv) coordinate the color choices of game uniforms and distribute them to each team;
  - xxxvi) compile list of teams consisting of team name selections and team uniform colors;
  - xxxvii) keep all documentation of competitive bids, purchases and properties as official records of WAYS.
- i) All Directors, in addition to the above listed duties and responsibilities, shall;
- i) Submit to the Secretary a copy of complete and accurate documents pertaining to his/her office to be kept in the official records

- ii) present his/her successor immediately following the Annual General Meeting all documents and records of that office; and
- iii) inform the Board of Directors of any conflicts of interest they may have
- iv) have such other powers, duties and responsibilities as may be prescribed by the Board of Directors or by the Bylaws.

Section 5 ASSISTANTS TO THE BOARD OF DIRECTORS

Each Director of the Board of Directors (except for the Chairman of the Board and the President) may have an assistant (or assistants) to help fulfill the duties and responsibilities of that position held by that Director. Only Directors of the Board of Directors shall nominate other persons for the position of Assistant. Assistants shall be members of WAYS in accordance with Article VI Section 1. The Board of Directors shall approve each Assistant and, upon approval, that Assistant will serve under the direction of a Director of the Board of Directors. The following restrictions apply:

- 1. The duties and responsibilities of an Assistant shall not exceed those delegated in the Bylaws for that Director for which they are assisting.
- 2. If a Director has one (1) Assistant, that Assistant shall have proxy-voting rights in the absence of the Director. That Assistant shall be known as a voting Assistant.
- 3. If a Director has more than one (1) Assistant, the Director shall assign to one of the Assistants the proxy-voting rights allowed for that position. That Assistant shall be known as a voting Assistant. The voting Assistant shall retain the proxy-voting rights for the duration of the term of office held by the Director. The proxy-voting rights may not be transferred to another Assistant unless the voting Assistant vacates the position as defined in Article IX, Section 7.
- 4. No Assistant may preside over a meeting of the Board of Directors or over a WAYS committee meeting.
- 5. A Director shall not be an Assistant to any other Director.

Section 6 STAFF MEMBERS OF THE BOARD OF DIRECTORS

The following non-voting positions shall be defined as Staff members of the Board of Directors:

- 1. Junior Board Advisor. The Junior Board Advisor shall:
  - a) guide the WAYS Junior Board of Directors in all activities;
  - b) present to the Board of Directors the minutes of all Junior Board of Director meetings; and
  - c) get approval from and report to the Board of Directors on all Junior Board of Directors plans and activities.

The responsibility of appointing this position shall reside with the President.

- 2. Youth Sports Council Representative. The Youth Sports Council Representative shall:
  - a) sit on the City of Whittier's Youth Sports Council and represent the interests of WAYS; and
  - b) report to the Board of Directors.

The responsibility of appointing this position shall reside with the President.

3. Competitive Teams Coordinator. Competitive teams are those who represent WAYS in competitions including, but not limited to tournaments, inter-league play, and State Cup competition. The Competitive Teams Coordinator shall:

- a) coordinate the selection of all competitive team coaches;
- b) coordinate the selection process of the competitive team players;
- c) coordinate with the First Vice President and Director of Fields and Equipment to secure home playing fields for the competitive teams and to schedule those fields for competition play;
- d) coordinate with the Director of Referees the scheduling of referees for competition play;
- e) coordinate practice fields and times;
- f) prepare and distribute the WAYS Competitive Guidelines and any other material needed;
- g) keep copies of the full name, address and telephone numbers of each coach and a complete roster of each team, and submit a copy of the same to the Director of Coaches; and
- h) keep records as may be needed for the Director of Coaches.

The Board of Directors shall approve all coaching selections, player selection processes, and distributed materials.

The responsibility of appointing this position shall reside with the Director of Coaches.

4. Referee Development Coordinator. The Referee Development Coordinator shall:

- a) coordinate with the Director of Referees on referee recruitment, training, and development;
- b) supervise junior referees during game play;
- c) make recommendations as to the promotion or demotion of junior referees; and
- d) keep copies of the full name, address, phone number, and current emergency forms for all junior referees, and submit a copy of the same to the Director of Referees.

The responsibility of appointing this position shall reside with the Director of Referees.

5. Auditor. The Auditor shall:

- a) coordinate with the Treasurer the review of all pertinent financial information;
- b) Be qualified to certify the accuracy of the financials;
- c) Be independent of the board
- d) This position shall be a paid position

The responsibility of appointing this position shall reside with the Board at large.

## Section 7 VOTING RIGHTS AT A MEETING OF THE BOARD OF DIRECTORS

The following voting restrictions shall apply to a meeting of the Board of Directors:

1. The position of Chairman of the Board shall not vote.
2. Per Article IX, Section 4, subsection b), part iii) and Robert's Rules of Order, the President shall only vote to make or break a tie in voting.

- a. If the President votes to make a tie, the resolution does not pass.
- b. If the President votes to break a tie, the resolution passes.
3. All other Directors of the Board of Directors shall be entitled to one (1) vote even if that Director holds more than one (1) position on the Board of Directors.
4. A voting Assistant may vote in the absence of the Director per Article IX Section 5.
5. Staff members of the Board of Directors shall not be entitled to vote unless acting in the capacity of Director or Assistant.

Section 8 VACANCIES

- a) Events causing vacancies. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
  - i) the death, resignation, or removal of any Director;
  - ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the court, or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 (or section 7230 as the case may be) and following of the California Nonprofit Corporation Law;
  - iii) the vote of the members to remove a director;
  - iv) the increase of authorized number of directors; or
  - v) the failure of the members, at any meeting of members at which any directors are to be elected, to elect the number of directors to be elected at such meeting.
- b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation may then be left without a duly elected director or directors in charge of its affairs.
- c) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.
- d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- e) Restriction on interested directors. No more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:
  - i) any person being 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 a director, and
  - ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person.

However, any violation of the provisions of this paragraph, shall not affect the validity or enforceability of any transactions entered into by the corporation.

Section 9 PROCEDURES AND ORDER OF BUSINESS

Procedures and debate shall be in accordance with the Bylaws, the League Manual, and the Rules of Parliamentary Law known as “Robert’s Rules of Order”.

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

1. Call the meeting to order
2. Introduction of visitor(s)
3. Review and approval of minutes of the previous meeting
4. Agenda review and establish agenda priorities
5. Board reports:
  - a. President
  - b. First Vice President
  - c. Second Vice President
  - d. Third Vice President
  - e. Treasurer
  - f. Secretary
  - g. League Registrar
  - h. Director of Recreational Coaches
  - i. Director of Inter League Coaches
  - j. Director of Signature League Coaches
  - k. Director of Referees
  - l. Director of Team Parents
  - m. Director of Fields and Equipment
  - n. Director of Communications
  - o. Director of Uniforms and Awards
6. Old business
7. New business
8. Good of the Game
9. Adjournment

Section 10 PLACE OF MEETINGS: MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within the State of California that has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board of Directors shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 10, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before, or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 11 ORGANIZATIONAL MEETING

Immediately following each AGM, the outgoing Board of Directors and the incoming Board of Directors shall hold a regular meeting for the purpose of organization, the handover of all materials pertaining to each

position, and the transaction of other business. Notice of this meeting shall not be required.

## Section 12 SPECIAL MEETINGS

a) Special meetings of the Board of Directors for any purpose shall be called by the Chairman of the Board, the President, or if he/she is absent or refuses to act, by the First Vice President or any two (2) directors.

b) Notice.

i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods:

(a) by personal delivery or written notice;

(b) by first-class mail postage paid;

(c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or

(d) by telegram, charges prepaid.

(e) by email to their listed email address.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

ii) Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, if it is to be held at the principal executive office of the corporation.

## Section 13 QUORUM

A majority of the authorized number of directors (Excluding vacant positions, but no less than six persons) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 15 of Article IX. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provision of the California Nonprofit Corporation Law, especially those provisions relating to:

a) approval of contracts or transactions in which a director has a direct or indirect material financial interest,

b) appointment of committees, and

c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

## Section 14 WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held,

shall be as valid as though taken at a meeting duly held after regular call and notice, if

- a) a quorum is present, and
- b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 15 ADJOURNMENT

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

Section 16 ACTION WITHOUT A MEETING

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

Section 17 FEES AND COMPENSATION OF DIRECTORS

Directors and members of committee may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE X COMMITTEES

Section 1 COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no committee, regardless of Board of Directors resolution, may:

- a) take any final action on matters which, under the California Nonprofit Corporation Law, also requires members' approval or approval of outstanding shares;
- b) fill vacancies of the Board of Directors or in any committee;
- c) fix compensation of the directors for serving on the Board of Directors or on any committee;
- d) amend or repeal Bylaws or adopt new Bylaws;
- e) amend or repeal any resolution of the Board of Directors which by its express terms is not amendable nor repealable;

- f) appoint any other committees of the Board of Directors, or the members of these committees;
- g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- h) approve any transactions
  - i) to which the corporation is a party and one or more directors have a material financial interest; or
  - ii) between the corporation and one or more of its directors, or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2 MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IX of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors, and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE XI OFFICERS

Section 1 OFFICERS

The officers of the corporation shall consist of President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. These officers shall comprise the Executive Board.

Section 2 ELECTION OF OFFICERS

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of Article XI of these Bylaws, shall be elected annually by the voting members of this Corporation. The President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer shall be the same individuals who serve on the Board of Directors in that similarly titled director position and said officer's term of office shall be concurrent with that same director's term of directorship.

Section 3 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers to be designated appointed positions, as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

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

Section 1 DEFINITIONS

For the purpose of this Article,

- a) "agent" means any person who is or was a director, officer, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this 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; and
- c) "expense" includes, without limitation, all attorney's fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2 SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceedings referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3 ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of the California Corporations Code, section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines settlements, and other amounts actually or reasonably incurred in connection with the proceedings.

Section 4 ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

- a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlements or other disposition or for any expenses incurred in defending against the proceeding.
- b) Claims and suits awarded against agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
  - ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5 DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- b) Manner of determination of good faith conduct. The determination that the agent acted in a manner complying with paragraph (a) above shall be made by:
  - i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceedings, or
  - ii) the affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes

also constitute a majority of the required quorum):

- iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation, the agent, the attorney, or any other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

## Section 6 LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 and 5 (b) (iii), in any circumstances when it appears:

- a) that the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause or action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## Section 7 ADVANCE OF EXPENSES.

Expenses incurred in defending any proceeding may be advanced by this 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 is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

## Section 8 CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

## Section 9 INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## Section 10 FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This article does not apply to any proceedings against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## ARTICLE XIII RECORDS AND REPORTS

Section 1 INSPECTION RIGHTS

Any member of the corporation may:

- a) inspect and copy the record of member's names and addresses and voting rights during usual business hours on five days prior written demand on the corporation, stating the purpose for which the inspection rights are requested, and
- b) obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses for members, who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the latter of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 2 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside the State of California and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

Section 3 MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

Section 4 INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5 ANNUAL REPORT

The annual report to shareholders referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders of the corporation as they consider appropriate. However, the Treasurer shall provide to the directors, and to those members who request it in writing, within one hundred twenty (120) days of the close of its fiscal year, a report containing the following information in reasonable detail:

- a) The assets and liabilities, including 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) Any information required by California Corporations Code, section 6322.

## Section 6 FINANCIAL AUDITS

The financial accounts of WAYS shall be audited by an independent auditor, selected and approved by the Board of Directors. The audit shall be initiated after the end of the fiscal year and shall be completed within one hundred twenty (120) days of the end of the fiscal year. Such audit shall include a detailed income and expense report. A summary, as provided by the Auditor performing the audit, shall be published and distributed in the WAYS newsletter. An audit by an independent Accounting firm can be initiated by a 2/3<sup>rd</sup> vote of the Board of Directors, or by a majority vote of the members at any time, but limited to once per fiscal year in the event an in house auditor has performed the audit.

## Section 7 CHECKS, DRAFTS, NOTES, AND INDEBTEDNESS

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

## Section 8 CONTRACTS - HOW EXECUTED

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

## ARTICLE XIV CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the

Corporation and a natural person.

ARTICLE XV AMENDMENTS

Section 1 AMENDMENTS BY MEMBERS

These Bylaws may be amended at any regular, special or annual meeting by a two-thirds (2/3) vote of the members present and voting, provided that previous notice of not less than fourteen (14) days has been given prior to the date of the meeting. Such amendments shall not be in force until the adjournment of the meeting.

Section 2 AMENDMENTS BY DIRECTORS

Subject to the right of members under Section 1 of this Article XV, Bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended, or repealed by 2/3 of the Board of Directors with two (2) weeks previous notice. However, if the Articles of Incorporation or Bylaws adopted by the members provide for an indefinite number of directors within specified limits, the directors may adopt or amend a bylaw fixing the exact number of directors within those limits. An amendment approved by the Board of Directors shall not be in force until the adjournment of the meeting.

ARTICLE XVI MISCELLANEOUS

Section 1 FISCAL YEAR

The fiscal year of WAYS shall correspond to the calendar year, which is from January 1 to December 31 of any current year.

Section 2 COLORS

WAYS official colors are Red and White. Teams within the WAYS league may wear other colors approved by the Board of Directors. Special teams selected to represent WAYS will wear the official league colors whenever possible.