

AMENDED AND RESTATED
BYLAWS OF
BAY OAKS SOCCER CLUB

a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation shall be: Bay Oaks Soccer Club (“Corporation”).

ARTICLE II
PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation (“principal executive office”) shall be fixed and located at Oakland, California, or at such other place as the Board of Directors (“Board”) shall determine. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
MEMBERSHIP

Section 1. Members. Each registered player 18 years of age or older and each parent or legal guardian of each registered player under 18 years of age on a soccer team sponsored by the Corporation shall be a member of the Corporation.

ARTICLE IV
DIRECTORS

Section 1. Powers. Subject to limitations of the articles and these bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these bylaws or statute:

(a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the articles, or these bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the articles, or these bylaws, as they may deem best.

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

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage as a tax exempt Corporation. No part of such profits shall inure to the benefit of any of its directors, trustees, officers, members, or to individuals.

Section 2. Number of Directors. The Board shall consist of eleven directors. The Incorporator shall appoint three interim directors, who by resolution shall appoint the initial eleven directors, and may select and appoint themselves as initial directors. The three interim directors may appoint the initial directors for terms of either one or two years. Thereafter, the directors shall be elected and removed as provided in Sections 3 and 5 of this Article IV. The interim directors shall perform actions necessary to perfect the organization of the Corporation and take such other actions as may be necessary or required to qualify the Corporation as a tax exempt nonprofit corporation under state and federal law (e.g., appoint officers, adopt bylaws, select tax year and file applications with the Internal Revenue Service and California Franchise Tax Board).

Section 3. Selection and Term of Office. Six of the eleven directors shall be the President, Vice President, Secretary, Treasurer, Boys Parent Representative and Girls Parent Representative, who shall be elected by the Members at the annual meeting, as described in Article VI, Section 1 below. Only individuals who meet the definition of Members as described in Article III, Section 1, may stand for election. These six directors shall serve two-year terms beginning on December 1. The President, Vice President and Girls Parent Representative shall be elected in even years and the Secretary, Treasurer and Boys Parent Representative shall be elected in odd years. The other five directors shall be selected by the Board and shall serve two-year terms beginning March 1 (three in odd years and two in even years). Four of these directors shall be selected from among the past President or the subordinate officers of the Corporation (provided that an officer who receives compensation from the Corporation as described in Article VI, Section 9 shall not be appointed to the Board). The other director shall be the chair of the advisory committee comprised of clubs representatives, which sponsor soccer teams that participate in the Jack London Youth Soccer League as described in Article V, Section 2. There shall be no limits on the number of consecutive full or partial terms a director may serve on the board.

Section 4. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written

notice to either the President, the Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled by a majority vote of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Place of Meetings. Meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board.

Section 6. Annual Meetings. The Board shall hold an annual meeting of the Members for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held on the third Tuesday of November, or such other day the Board shall elect at such place as the Board shall designate.

Section 7. Other Regular Meetings. Other regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, or any three (3) directors acting together. Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice given personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the

office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the articles, except as provided in the next sentence. 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 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting, without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is a director.

Section 15. Fees and Compensation. Directors shall serve without compensation, but may receive reasonable reimbursement of expenses incurred in performance of duties.

Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Board.

ARTICLE V COMMITTEES

Section 1. Committees of the Board. The Executive Committee of the Board shall consist of the President, Vice President, Secretary and Treasurer. The Board may appoint one or more other committees, which may include a Nomination and Election Committee, each consisting of two (2) or more directors and no persons who are not directors, and delegate to the Executive Committee or such other committees any of the authority of the Board except with respect to:

- (a) the taking of any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of a majority of all the members;
- (b) the filling of vacancies on the Board or in any committee;
- (c) the fixing of compensation of the directors for serving on the Board or on any committee;
- (d) the amendment or repeal of bylaws or adoption of new bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of any other committees of the Board or the members of these committees.
- (g) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 2. Advisory Committees. There shall be an advisory committee, which shall be comprised of one representative from each of the clubs which sponsor soccer teams which participate in the Jack London Youth Soccer League. Other advisory committees may be appointed from time to time by the Board which may include a Finance Committee, a Disciplinary Committee and a Health and Wellness Committee. These committees' membership may consist of both directors and non-directors or non-directors only. These committees have no legal authority to act for the Corporation but shall report their findings and recommendations to the Board.

Section 3. Fees and Compensation. Members of committees shall generally serve without compensation but may receive compensation of up to an amount to be determined by the Board. Reimbursement for expenses incurred in performance of duties may be fixed or determined by the Board. Committee members receiving compensation for services rendered shall not be eligible to serve as a Director.

ARTICLE VI OFFICERS

Section 1. Executive Officers. The executive officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Boys Parent Representative and Girls Parent Representative.

Section 2. Election. The executive officers of the Corporation shall be elected by the Members present at the annual meeting and shall also serve as directors, as provided in Article IV above. In voting for the executive officers each registered player 18 years old or over shall have one vote and all parents or legal guardians of each registered player under 18 years old shall collectively have only one vote (i.e., one vote for all parents or legal guardians related to a particular player vote per registered player). The executive officers shall be elected by a majority of those Members present at the annual meeting.

Section 3. Subordinate Officers. The Board may appoint, and may authorize the President or another officer to appoint, at the discretion of the Board, a Registrar, Referee Coordinator, Fundraising/Communication Director, Field Coordinator, Volunteer Coordinator, Outreach Coordinator, Equipment/Uniform Coordinator, Tournament Coordinator, Club Representatives, Chairman of the Disciplinary Committee, GSSL/Comp League Representative, Match Secretary for JLYSL, Website Coordinator, and Director of Coaching and any other officers the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

Section 4. Removal and Resignation. Any officer may be removed, with or without cause, by the Board at any time or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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 5. Deliberately left blank.

Section 6. President. The President, when present, shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the bylaws.

Section 7. Secretary. The Secretary shall attend to the following:

(a) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, and committees of directors, 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, and the proceedings of such meetings.

(b) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board 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 or the bylaws.

Section 8. Treasurer. The Treasurer shall attend to the following:

(a) 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 account shall be open to inspection by any director at all reasonable times.

(b) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 9. Compensation. Officers shall generally serve without compensation, but may receive such reasonable compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board. Officers receiving compensation for services rendered shall not be eligible for serve as a Director.

ARTICLE VII
RECORDS AND REPORTS

Section 1. Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of accounts;
- (b) Written minutes of the proceedings of its Board and committees of the Board; and
- (c) The original or a copy of the articles of incorporation and bylaws, as amended, to date.

Section 2. Annual Report.

(a) Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of this Corporation as of the end of the fiscal year;

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

(3) The revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(4) The expenses or disbursements of this Corporation, for both general and restricted purposes during the fiscal year;

(5) Any transaction during the previous fiscal year involving Forty Thousand Dollars (\$40,000.00) or more to which this Corporation or a subsidiary was a party and in which any directors or officers of the Corporation or subsidiary had or has a direct or indirect material financial interest. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and

(6) The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the Corporation.

(b) Such financial statements shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(c) A report including the financial statements prescribed above shall be furnished annually to all directors of the Corporation.

ARTICLE VIII OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, the Secretary or the Treasurer shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, 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 amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

Section 4. Amendments. These bylaws may be amended or repealed by the vote of a majority of the Board.

Section 5. Fiscal Year. The fiscal year of this Corporation shall be determined by resolution of the Board.

Section 6. Corporate Seal. This Corporation may have a seal which shall be specified by resolution of the Board of Directors.

ARTICLE IX INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and

including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation, shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article IX in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Bay Oaks Soccer Club, a California nonprofit corporation, and the above bylaws, consisting of 11 pages (including this page) are the amended and restated bylaws of this Corporation as adopted at a meeting of the Board held on October 27, 2004.

DATED: October 27, 2004

Secretary