

BYLAWS
OF THE
ELITE SOCCER LEAGUE OF NEVADA
October 8, 2008

ARTICLE I

OFFICES

- Section 1. Principal Office. The principal office of the corporation for the transaction of its business is located in Las Vegas, Nevada.
- Section 2. Change of Address. The state of the corporations principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Trustees may, however, change the principal office from one location to another within the named state by noting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Bylaws.
- Section 3. Other Offices. The corporation may also have offices at such other places, within or without the State of Nevada, where it is qualified to do business, as its business may require and as the Board of Trustees may, from time to time, designate.

ARTICLE II

TRUSTEES AND EXECUTIVE COMMITTEE

- Section 1. Number. The corporation shall have variable number of Trustees as established in the League Constitution. The Executive Committee shall consist of five (5) Trustees that are voted to the offices of President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer at the Annual General Meeting (AGM). The number of elected Executive Committee may be changed by amendment of this Bylaw.
- Section 2. Powers. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.
- Section 3. Duties of the Board of Trustees. It shall be the duty of the Board to:
- a. Perform any and all duties imposed on them collectively or individually by law, by the Constitution of this corporation, or by these Bylaws;

- b. Except as otherwise provided by these Bylaws, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses, telephone numbers, email addresses and fax numbers with the Secretary of the corporation. Notices of meetings mailed, telegraphed, faxed, emailed or left on the Board of Trustees voice mail system at such addresses or to such numbers shall be valid notices thereof.

Section 4. **Terms of Office.** The term of each elected officer shall be two years. The initial term of officers will begin immediately following the election at the first AGM. Each term thereafter shall commence on August 1st following election. The positions of President, 2nd Vice President and Treasurer shall be elected in odd-numbered years. The positions of 1st Vice President and Secretary shall be elected in even-numbered years.

Section 5. **Duties of President.** The duties of the President shall be to:

- a. Preside at all meetings of the Board of Trustees and general meetings of the membership.
- b. Supervise the activities of the Board of Trustees.
- c. Subject to the approval of the Board, appoint Standing Committees and Special Committees as may be required for the proper operation of the League.
- d. Represent the League at meetings of the Leagues and other governing bodies.
- e. Represent the League at public functions.
- f. Recommend Registration and Operation Managers to the board for approval.
- g. Present an annual report of the operation and condition of League at the Annual General Meeting.
- h. Coordinate activities of League; relate decisions of the Board of Trustees at monthly League meetings; review League budgets and review employee contracts.

Section 6. **Duties of the 1st Vice President.** The duties of the 1st Vice President shall be to:

- a. In the absence of the President, act with the same powers and authority.
- b. Be an alternate representative at functions where the President is unable to attend.
- c. Coordinate player registration functions as appointed by the Board.
- d. Perform such other duties as may be assigned by the President or the Board.

- Section 7. Duties of the 2nd Vice President. The duties of the 2nd Vice President shall be to:
- a. In the absence of the President and 1st Vice President, act with the same powers and authority.
 - b. Be an alternate representative at functions where the President is unable to attend.
 - c. Coordinate the League game schedules and other competition activities as appointed by the Board.
 - d. Perform such other duties as may be assigned by the President or the Board.

- Section 8. Duties of Secretary. The duties of the Secretary shall be to:
- a. Record minutes of Board meetings and General meetings for approval at subsequent meetings.
 - b. Maintain records of minutes, policies, guidelines, and other official documents and correspondence.
 - c. Administer all voting procedures and elections, and to tabulate and account for all votes.
 - d. Perform such other duties as may be assigned by the President or the Board.

- Section 9. Duties of Treasurer. The duties of the Treasurer shall be to:
- a. Present a current financial statement of the League at Board meetings and general meetings.
 - b. Maintain the checking and savings accounts of the League and review and audit the accounts of the League Tournaments.
 - c. Authorized to represent League on all bank accounts including Tournament accounts.
 - d. With respect to the League, the Treasurer will review and assist with the completion of contracts, approve all invoices for payment, maintain insurance policies and prepare an annual budget.
 - e. Responsible for tax return filings with the Franchise Tax Board and Internal Revenue Service.
 - f. Perform such other duties as may be assigned by the Board.

- Section 9. Duties of Operations Manger. The duties of the Operations Manger shall be to:
- a. Coordinate all field reservations for League Teams training and games.
 - b. Perform such other duties as may be assigned by the President or the Board.

- Section10. Duties of Registration Manager. The duties of the registration manager shall be to:
- a. Administer the registration of players, teams, and clubs.
 - b. Administer travel documents.

- c. Maintain team rosters including add-on players, dropped players and transfers.
- d. Administer player transfers and releases.
- e. Perform such other duties as may be assigned by the President or the Board.

Section 11. Compensation for Managers. Appointed Managers shall serve with compensation. Managers shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

Section 12. Compensation for Officers. There shall be no compensation to the trustees.

Section 13. Restriction Regarding Interested Trustees. Notwithstanding any other provision of these Bylaws, not more than twenty-six percent (26%) of the persons serving on the Board may be interested persons. For purposes of this Section, interested persons means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- b. Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 14. Vacancies. Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any member, and (2) whenever the representative club requests his/her removal that will be subject to board review and approval.

Any Board Member shall be removed from office upon resignation, or may be removed by a 2/3-majority vote of the Board, after three consecutive unexcused absences from Board meetings.

Subject to Board approval, the replacement trustee shall be nominated from the representative club to fill the vacant trustee position.

Vacancies on the Executive Committee shall exist (1) on the death, resignation or removal of any director, and (2) whenever the representative club requests his/her removal that will be subject to board review and approval. In the event that the position of President becomes vacant, the 1st Vice President shall fill the position for the remaining term of the President. The Board shall nominate a new 1st Vice President. All vacancies shall be voted in by the board.

- Section 15. Non-Liability of Officers and Trustees. The officers and trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- Section 16. Indemnification by Corporation of Trustees, Officers, Employees and Other Agents. To the extent that a person who is, or was, trustee, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of the Nevada Nonprofit Corporation Law.
- Section 17. Insurance for Corporate Agents. The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a trustee, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (section of the Nevada Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Nevada Nonprofit Corporation Law.

ARTICLE III

MEETINGS

- Section 1. Meetings of the Board of Trustees. The Board of Trustees shall meet regularly on monthly basis at a time and place made known in advance to each of the members of the committee. At the first meeting of the new Committee, the schedule of meetings shall be developed. The schedule may be reviewed at subsequent meetings.
- Section 2. Place of Meetings. Meetings shall be held at the principal office of the corporation, unless otherwise provided by the Committee.

Section 3. Special Meetings. Special meetings of the board of Trustees may be called by the President. Notice shall be given in order that board members may attend. The special meeting shall take up only that business for which the meeting is called.

Section 4. Notice of Meetings. Regular meetings of the Board of Trustees may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours. notice delivered by mail, telephone (including the Board members voice mail system), fax or email.

Section 5. Contents of Notice. Notice of meetings not herein described shall specify the place, day and hour of the meeting. The purpose of any meeting need not be specified in the notice.

Section 6. Quorum for Board Meetings. A quorum shall be when 2/3rds of the Board of Trustees are present. Each Trustee shall have one vote, and must be present to vote. Decisions will be made by majority vote.

Except as otherwise provided in these Bylaws or in the Constitution of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Constitution or Bylaws of this corporation.

Section 7. Majority Action as Board Action. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Constitution or Bylaws of this corporation, or provisions of the Nevada Nonprofit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the Board.

Section 8. Conduct of Meetings. The President or his/her designate shall preside over Board meetings.

Section 9. Action by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.

Such written consent or consents shall be filed with the minutes of the preceding Board Meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Bylaws of this corporation authorize the Trustees to so act and such statement shall be prima facie evidence of such authority.

ARTICLE IV

REFEREE PROGRAM

- Section 1. Director of Referee Program. The Director of referee Program shall be appointed by the Executive Committee. The duties of the Director of Referee Program shall be:
- a. Establish a consistent and comprehensive referee program and oversee the implementation of this program. The referee program shall be submitted to the Executive Committee for approval 30 days in advance of start of competition for the seasonal year.
 - b. Responsible for licensing program to ensure referees obtain minimum licensing required by the governing associations.
 - c. Attend bimonthly Executive Committee meetings.
 - d. Prepare and monitor referee evaluation process.
 - e. Retain qualified referees.
 - f. Assign or designate referee assigners to ensure that all league games are covered with three referees. The referee assigner(s) for the league shall possess a valid state required license.
 - g. Participate in scheduling of the league games to ensure 100% coverage.
 - h. Perform other such duties deemed reasonable by the Executive Committee as needed.

- Section 2. Referee Training Program. Referee Training program shall include at least the following criteria for referees:

Develop referees to levels appropriate for the particular age level of the competition.

Provide guidance, in regards to the conduct of the referees that is in the best interest of the League and is conducive to the spirit of the game.

Assist with supervision of the development of young referees from the league players to enhance the referee pool and provide mentoring of the young referees.

ARTICLE V

DISCIPLINARY ACTION

Section 1. Disciplinary Action. The Board shall have the right to refuse, restrict, or revoke membership in the Elite Soccer League of Nevada for conduct that is found to be not in the best interest of the League. The Board of Trustees, by a majority vote, can subject any member of the League to disciplinary action for conduct that is found to be not in the best interest of Elite Soccer League of Nevada. The Board shall give the individual due written notice and the appropriate opportunity to refute charges and defend their conduct. The disciplinary action may include exclusion of the individual from the League related activities for a defined period of time as determined by the Board.

ARTICLE VI

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. The Executive Committee with Board approval, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract

or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and the President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

Section 5. Financial Reports. A monthly financial report shall be prepared by an independent accountant and distributed by the treasurer to all Board Members.

ARTICLE VII

CORPORATE RECORDS, REPORTS AND SEAL

- Section 1. Maintenance of Corporate Records. The secretary of the corporation shall keep:
- (a) Minutes of all meetings of board and, if this corporation has members, of all meetings of voting members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - (c) A record of its voting members, if any indicating their names and address and, if applicable, the class of membership held by each member and the termination date of any membership;
 - (d) A copy of the corporations Articles of Incorporation, Constitution, Bylaws and Policies and Procedures as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- Section 2. Corporate Seal. The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.
- Section 3. Annual Report. The Board shall cause an annual report to be available at the AGM, which report shall contain the following information in appropriate detail:
- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
 - b. The principal changes in assets and liabilities; including trust funds, during the fiscal year;
 - c. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
 - d. The expenses or disbursements of the corporation, both general and restricted purposes, during the fiscal year.

ARTICLE VIII

POLICIES AND PROCEDURES

- Section 1. Policies and Procedures. Policies and procedures of the Elite Soccer League for the seasonal year shall be approved by the Board of Trustees. The amendments and changes to the policies may be made at the regular Board meetings with 2/3 majority approval.
- Section 2. Content. Policies and procedures shall include but is not limited to addressing: player registration, team official registration, team

registration, club registration, registration fees, age limit definitions, player passes, team official passes, team roster, delay of matches, forfeit, length of matches, team colors, substitution, competition procedures, rules of play, player transfer, new player registration, player tampering, recruiting and poaching, protests and appeals process, ejection from the match, disciplinary action, player responsibilities, team official responsibilities, parent/guardian responsibilities, referee responsibilities, and misconduct toward match officials.