

**AMENDED AND RESTATED BYLAWS OF
HAWAII SOCCER ASSOCIATION**

**ARTICLE I
MEMBERSHIP**

Section 1.1 Membership. The membership of the Hawaii Soccer Association (the "**Association**") shall comprise the leagues (individually, a "**League**," and collectively, the "**Leagues**") or other amateur soccer associations or organizations that are admitted as members pursuant to these Bylaws and the Hawaii State Referee Association, an unincorporated association (the "**Referee Association**"). All such Leagues, associations or organizations admitted as members and the Referee Association are collectively referred to as the "**Members**." All players, coaches, trainers, managers, administrators and amateur soccer organizations in the State of Hawaii who participate in the game of soccer shall be represented in the Association by one (1) representative of the League in which they participate and all officials (referees) not under suspension shall be represented in the Association by one (1) representative of the Referee Association (each representative being called a "**Member's Representative**"). All such players, coaches, trainers, managers, administrators, amateur soccer organizations and officials are collectively called the "**Participants**" and each is individually called a "**Participant**." Membership in the Leagues shall be open to all such Participants.

Section 1.2 Additional Members. Any new amateur soccer league, soccer referee's association or other amateur soccer associations or organizations engaged in fostering the game of soccer and desiring to become a member of the Association may submit to the Board a written application.

Section 1.3 Certificates of Membership. Upon written request from a Member, the Secretary shall issue a certificate confirming that Member's membership in the Association.

Section 1.4 Expulsion from Membership.

A. Any Member, by a two-thirds (2/3) vote of the Board, may be expelled from the Association as a result of dishonorable conduct, conduct detrimental to the Association, conduct that is intended to bring the Association or any of its Members into disrepute or falsification of any information provided by a Member to the Association. A petition for the expulsion of a Member from the Association shall be addressed to the Board in writing; shall identify the person(s) making the petition (the "**Petitioner**") by name, address, and contact information; and shall state the facts and reasons that would support the expulsion. The Board shall deliver to the Member who is the subject of the petition (the "**Responding Member**") a copy of the petition and all supporting information by certified mail, return receipt requested, at the address of the Responding Member's Representative. The Board may be a Petitioner including, without limitation, for good cause pursuant to good cause pursuant to Section 1.5 below.

B. Not less than thirty (30) days after the delivery of the Petition on the Responding Member, the Board shall hold an open hearing on the petition at which the Petitioner and the Responding Member shall have the right to be heard. The Petitioner, the Responding

Member and all Members shall have the right to attend the hearing and shall be provided at least thirty (30) days' prior notice of the time and place for the hearing. Upon the conclusion of the evidentiary portion of the hearing, the Board shall recess the hearing, consider the petition and the evidence presented in executive session, and reconvene the hearing to render its decision. A condensed statement of the petition, the evidence and the Board's decision shall be entered in the minutes by the Secretary.

C. A Member expelled from the Association shall, from and after the decision of the Board, lose and forfeit all rights and privileges of membership. There is no refund of any annual dues paid to the Association by the expelled Member.

Section 1.5 Inactive Members. The failure of any Member to organize regularly scheduled soccer games for its League for twenty-four (24) consecutive months shall be conclusive evidence of inactivity and shall be good cause for expulsion of the Member by the Board.

Section 1.6 Statement of Control. Each Member shall notify the Association of: (a) the person(s) who have the authority to make policy decisions for the Member, which may be a board of directors; (b) the person(s) who have the authority to implement the policy decisions for the Member, which may be officers of the Member; (c) the person who is the designated Member's Representative for that Member in the Association; and (d) the address and contact information (phone, facsimile and email addresses) for all of the above persons. Each member shall timely notify the Association of any changes in the above information. This statement shall be the principal evidence in any dispute regarding the management and/or control of a League.

ARTICLE II MEETINGS OF THE MEMBERS

Section 2.1 Annual Meeting. The annual meeting of the Members shall be held annually within 60 days of the end of the fiscal year, on such date and at such time as designated by the Board for the purposes of (a) determining the number of directors and electing the directors, (b) presenting the annual report and financial statement required under Section 9.4 below, (c) reporting on and ratifying actions taken and policies adopted by the Board or the Association's officers since the prior annual meeting, and (d) transacting such other business as may come before the Members. Notice of and agenda for the annual meeting shall be given at least fifteen (15) days in advance of the meeting.

Section 2.2 Special Meeting. Special meetings of the Members may be held at any time upon the call of the President, upon the call of at least one-third (1/3) of the members of the Board, or upon the call of a majority of the Members.

Section 2.3 Notice of Meetings. Written notice (including printed or electronic) of meetings of the Members stating whether it is an annual or a special meeting and the place, date and hour thereof, shall be given to each Member of the Association by United States mail, postage prepaid, by facsimile or by electronic mail, addressed to each Member at his or her address, facsimile number or electronic mail address as the same appear on the records of the Association. If notice is given pursuant to the provisions of this Section, the failure of any Member to receive actual

notice of a meeting shall in no way invalidate the meeting or any proceedings thereat. Each Member is responsible for maintaining current contact information (mailing address, facsimile number, telephone number and electronic mail address) on the records of the Association.

Section 2.4 Waiver of Notice. Any Member may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by such Member. At any meeting, the presence of any Member shall be the equivalent of the waiver of the giving of notice of the meeting to the Member.

Section 2.5 Quorum. At any meeting, the presence in person or by proxy of a majority of all Members, or with a minimum of 5 shall constitute a quorum. Except as otherwise provided by law, these Bylaws or the Charter of Incorporation of the Association (the "**Charter**"), action taken by the majority of the total Members present at the meeting of which proper notice has been given and a quorum is present, shall be valid and binding upon the Association. A quorum, once established, shall not be broken by the absence or withdrawal of one or more Members before the meeting is adjourned.

Section 2.6 Proxies. A Member's Representative may vote in person or by proxy at the meetings of the Association. A Member's Representative may appoint a proxy to vote or otherwise act for the Member's Representative. An appointment of a proxy is revocable by the Member's Representative.

Section 2.7 Rules of Order; Remote Participation. Robert's Rules of Order, as revised from time to time and as applicable, shall govern meetings of the Members and the Board. Any meeting of the Members, annual or special, may be held by conference telephone or similar communication equipment, so long as all Members participating in the meeting can hear one another, and all such Members shall be deemed to be present in person at the meeting.

Section 2.8 Adjournment. Any meeting of the Members, whether annual or special, may be adjourned from time to time, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority of the Members present. At any adjourned meeting, business may be transacted which might have been transacted at the original meeting as originally called.

Section 2.9 Qualifications to Vote. No Member shall be entitled to vote at an annual or special meeting unless all dues, fines, levies and assessments due the Association from that Member have been paid in full.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Number, Eligibility and Term of Office. The Association shall have a Board of Directors (the "**Board**") consisting of the Member's Representatives and at least three (3) other persons who are not Member's Representatives, all of whom shall be elected at each annual meeting of the Association (the "**Directors**"). The Directors shall hold office until the next annual meeting of the Association or until an individual Director's successor is elected or appointed as set forth in these Bylaws.

Section 3.2 Removal. The entire Board or any individual Director may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the Members present at a special meeting of the Association. The notice of the special meeting shall expressly state that this is a purpose of the meeting.

Section 3.3 Vacancies and Substitute Directors. Permanent vacancies on the Board caused by death, resignation, removal or other cause may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each successor Director shall hold office until that Director's successor is elected at the next annual or special meeting of the Members. In case of a temporary absence of a Director due to that Director's absence from the State of Hawaii, or sickness or disability, the remaining Directors, though less than a quorum, or the sole remaining Director, may appoint a substitute Director who shall serve for the duration of the absence, sickness or disability. The determination by the remaining Directors, or sole remaining Director, as shown by the minutes, of the fact of the absence, sickness or disability, and the duration thereof, shall be conclusive as to all persons and the Association.

Section 3.4 Regular Meetings. A regular meeting of the Board shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of the Members. The Board may provide, by resolution, the time and place, within the State of Hawaii, for the holding of additional regular meetings without notice other than such resolution.

Section 3.5 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Hawaii, as the place for holding the special meeting of the Board.

Section 3.6 Remote Participation. Any meeting of the Board, 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 the meeting.

Section 3.7 Notice. The Secretary shall give notice of each meeting of the Board not less than seven (7) calendar days before the meeting by giving notice personally, by telephone, by facsimile, email or regular mail, or as otherwise prescribed by the Board. The failure by the Secretary to give such notice shall not invalidate the proceedings of any meeting at which a quorum of Directors is present. Notice need not be given to any Director who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to such Director. Except as otherwise provided by law, the Charter, or these Bylaws, a notice or waiver of notice need not state the purposes of such meeting.

Section 3.8 Quorum and Adjournment. A simple majority of the Board shall constitute a quorum for the transaction of business, and no actions taken, other than the appointment of Directors to fill temporary vacancies as provided in these Bylaws, shall bind the Association unless it shall receive the concurring vote of a majority of the Board present. Any meeting of the Board, whether regular or special, may be adjourned from time to time, without notice other than the announcement at the meeting, and may be adjourned from time to time until a quorum is

present. Such adjournment may be to such time and to such place as shall be determined by a majority of the Directors present. At any adjourned meeting, business may be transacted which might have been transacted at the original meeting as originally called.

Section 3.9 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Association matter is taken shall be presumed to have assented to the action taken unless (a) such Director requests that such Director's dissent or withholding of vote is entered in the minutes of the meeting, or (b) such Director files a written dissent to such action with the Secretary before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.10 Board Committees. The Board may create, by appointment of the President or otherwise in its discretion, such other committees as may be necessary for properly conducting the affairs of the Association. A committee may be composed of one (1) or more Members and, in the discretion of the President or the Board, as the case may be, may include persons who are not members of the Board or Members of the Association.

ARTICLE IV OFFICERS

Section 4.1 Titles and Number. The officers of the Association shall be the President, one or more Vice-Presidents, a Secretary, a Treasurer, a Registrar and such other officers and assistant officers as the Board shall from time to time appoint with such duties as from time to time may be prescribed by the Board or these Bylaws. The same person may hold more than one office, except that the same person shall not concurrently hold the offices of President and Vice-President.

Section 4.2 Appointment and Term of Office. All officers shall be appointed by the Board and shall serve until their successors shall have been appointed. All officers shall be subject to removal at any time with or without cause by the Board. The Board may, in its discretion, appoint acting or temporary officers; may appoint officers to fill vacancies occurring for any reason whatsoever, and may in its discretion limit or enlarge the duties and powers of any officer appointed by it.

Section 4.3 President. The President shall be elected by the Board and preside at all meetings of the Association and the Board. The President shall appoint all committees, subject to the approval of the Board, shall cause the Charter, these Bylaws and the Rules to be observed, shall call such meetings as are herein made subject to the call of the President, and shall have general supervision of the affairs of the Association. The President shall make a report at the annual meeting as to the accounts and general concerns of the Association.

Section 4.4 Vice President. In the absence of the President, the Vice-President shall perform the duties herein assigned to the President. If both the President and Vice-President are absent from any meeting, the Secretary shall perform the duties herein assigned to the President.

Section 4.5 Secretary. The Secretary shall keep a record of all proceedings of the Association and of the Board and shall perform such duties normally associated with the office or as the Board may from time to time require. The Secretary shall give notice of all meetings, unless

such notice is not required by these Bylaws; shall maintain the correspondence, records and files of the Association; and shall be responsible for the compilation and publication of the annual report for presentation at the annual meeting. The Secretary is authorized, upon ratification of the Board, to hire a part-time secretary or other office help for the purpose of handling clerical details, public relations and promotional work.

Section 4.6 Treasurer. The Treasurer shall have general charge of the books and accounts of the Association and shall receive all monies paid to the Association and deposit the same in the name of the Association in a recognized depository selected by the Board. The Treasurer shall execute receipts for all monies received by the Treasurer on behalf of the Association; shall pay all bills of the Association that have been approved by the Board, and shall prepare written reports of the state of finances of the Association whenever requested to do so by the President or the Board. The funds in the charge of the Treasurer shall be deposited, invested or disbursed under the direction of the Board. In the discretion of the Board, the books of the Treasurer may be audited periodically.

Section 4.7 Registrar. The Registrar shall perform the following duties: Register all leagues, players and teams in the Association and submit monies to USASA. Keep an accurate and complete financial record of all registration transactions and submit all records and monies to the Treasurer. The Registrar is responsible for submitting all medical claims to USASA and keeping an account of all claims by players.

ARTICLE V EXECUTION OF INSTRUMENTS AND DOCUMENTS

Section 5.1 Execution of Instruments and Documents. Except as hereinafter provided, or as required by law, all checks, leases, contracts, powers of attorney, proxies, waivers, consents and other instruments or writings of a similar nature that require execution on behalf of the Association shall be signed by (a) the President or a Vice President, and (b) the Treasurer or the Secretary. The Board may, from time to time, authorize any such documents, instruments, or writings to be signed by such officers or agents of the Association, or any one of them, in such manner as the Board may determine.

Section 5.2 Electronic Signatures. The Board may, from time to time, by resolution provide for the execution of any corporate instrument or document including, but not limited to, checks, warrants, drafts, and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

**ARTICLE VI
RULES AND REGULATIONS**

The Board shall have the right and authority to promulgate, interpret and enforce rules and regulations governing the Association, the Leagues, and the Leagues' games of soccer within the State of Hawaii. Without limiting the foregoing, the Board shall have the right and authority:

- A. to promulgate, interpret and enforce the Charter, the Bylaws and the rules and regulations of the Association (the "**Rules**");
- B. to approve any interstate and intra-state soccer competitions in which a League or teams in a League are participating;
- C. to approve the organization and operation of all Association-sanctioned tournaments and cup games;
- D. to adopt ad hoc rules and regulations to address specific cases or situations not expressly provided for in the Charter, the Bylaws or the Rules that are deemed necessary by the Board to carry out the objectives of the Association; provided that the ad hoc rules shall be consistent with the Charter, these Bylaws and the Rules; and
- E. to review and approve the bylaws and any rules of the Leagues for consistency with the Charter, these Bylaws and the Rules.

**ARTICLE VII
EXHAUSTION OF REMEDIES**

It is the policy of the Association to provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete in the games of soccer that are governed by the Association. All grievances involving the right to participate and compete in activities sponsored by the Association and its Members shall first be presented by a Participant to the governing board of the League in which the grievance occurred. If the Participant (each, a "**Party**") is dissatisfied with the decision of the League's board, then within thirty (30) days of the decision of the League's board, the Party shall have the right to appeal to the Board of the Association. If any Party is dissatisfied with the decision of the Board of the Association, such Party may appeal the decision to the Federation, in accordance with its rules. In the matter of protests and appeals, no Participant may invoke the aid of any court of competent jurisdiction without first exhausting all available administrative remedies described in this ARTICLE VII and the Rules of the Association.

**ARTICLE VIII
INDEMNIFICATION AND LIMITATION OF LIABILITY**

Section 8.1 General.

- A. No director, officer, employee, or agent of the Association and no person serving at the request of the corporation Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and no heir,

personal representative, estate, executor, or personal representative of any such person shall be liable to this Association for any loss or damage suffered by it on account of any action or omission by him or her as such director, officer, employee, or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this Association, unless with respect to an action or suit by or in the right of the Association to procure a judgment in its favor (i) such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to this corporation; and (ii) in the case of any Director, there shall have been an express adjudication that such liability has not been eliminated by Section 8.2 of this ARTICLE VIII.

B. The Association shall indemnify, and advance funds to pay for or reimburse expenses to, its currently acting and its former directors, officers, employees and agents, and their heirs, personal representatives, estates, executors, and administrators, to the fullest extent permitted by law, including, without limitation, the Hawaii Nonprofit Corporations Act (Hawaii Revised Statutes Chapter 414D), as amended from time to time, the applicable provisions of which are incorporated herein by this reference, or any successor statute. The indemnification provided by this section shall not be deemed exclusive and the Board or the Members may, by bylaw, resolution or agreement, make further provision for indemnification of the foregoing persons to the fullest extent permitted by law. Any amendment, modification or repeal of this section shall not deprive any person of rights hereunder arising out of alleged or actual occurrences, acts or failures to act occurring prior to notice to such person of such amendment, modification or repeal.

Section 8.2 Elimination of Director Liability. Except as otherwise provided by the mandatory provisions of Sections 414D-149 or 414D-155, Hawaii Revised Statutes, or any successor statute, the Directors shall have no personal liability for any action taken, or any failure to take any action, as a Director, either (a) to the Association corporation or its Members, or (b) in connection with any action brought by the Association or its Members for monetary damages against any Director. To the extent permitted by law, this provision applies to any action taken, or any failure to take any action, at the time a person serves as a Director, whether or not such person is a director at the time an action asserting liability of the person is brought. Any amendment, modification or repeal of this provision shall not adversely affect any right or protection of a director or former director of the corporation with respect to any act or omission of such director occurring prior to such amendment, modification or repeal.

ARTICLE IX UNITED STATES SOCCER FEDERATION MEMBERSHIP

Section 9.1 This Association is a member of the United States Soccer Federation (the "**Federation**"), shall maintain its membership with the Federation, and may affiliate with other athletic organizations within the parameters and guidelines of the Federation.

Section 9.2 In the event of a conflict, the Federation's articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Association and its Members, to the extent applicable under state law. The

Association and its Members will, to the extent applicable and permitted under state law, abide by the Federation's articles, bylaws, policies, and requirements.

Section 9.3 The Association will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies and requirements.

Section 9.4 When requested by the Federation, the Association will provide to the Secretary General of the Federation an annual report on the activities of the Association and the most current annual financial statements. The Association will (a) provide to the Federation copies of the Charter, these Bylaws, the Rules and any other governing documents as requested, (b) make copies of those documents available to its Members.

Section 9.5 The Association will allow the Federation to review the governing documents and procedures of the Association, on request of the Federation, not less than once every four (4) years, to determine compliance with these bylaws.

**ARTICLE X
COMPLIANCE WITH FEDERATION REQUIREMENTS**

In addition to such other provisions as may be stated in these Bylaws which are consistent with and required by the Bylaws and policies of the Federation, the Association hereby states the following:

Section 10.1 It is the policy of the Association to require the registration by its Members of all of its League's players, coaches, teams, referees and administrators with the Federation at least once each year and timely payment of all dues and fees of the Federation.

Section 10.2 The Association and the Members shall abide by the Federation's articles, bylaws, policies, and requirements.

Section 10.3 The Association shall obtain and maintain its tax exempt status under the Internal Revenue Code.

Section 10.4 The Association will not discriminate against any individual on the basis of race, color, religion, age, sex, national origin or sexual orientation.

**ARTICLE XI
AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of all Members present at any meeting duly called and held, the notice of which shall have stated that a purpose of the meeting is to consider the adoption, amendment, or repeal of the Bylaws.