

**AMENDED AND RESTATED BYLAWS
OF THE
OAHU LEAGUE OF THE HAWAII YOUTH SOCCER ASSOCIATION**

ARTICLE I.

NAME AND AFFILIATIONS

Section 1.1. Name. The name of this corporation shall be the Oahu League of the Hawaii Youth Soccer Association (the “**Corporation**”).

Section 1.2. Affiliations. The Corporation shall be affiliated with the Hawaii Youth Soccer Association and thereby with the United States Youth Soccer Association.

ARTICLE II.

MEMBERS AND MEMBERSHIP MEETINGS

Section 2.1. Membership. The Corporation shall have the two (2) categories of membership open to Soccer Clubs (as defined below) described in Sections 2.2 and 2.3 below. For purposes of these Bylaws, a “**Soccer Club**” shall mean an organization (whether or not incorporated under state law) primarily located on the Island of Oahu consisting of affiliated coaches, administrators, players, and teams formed for the purpose of developing player and coaching skills, providing training and competition for its players and coaches and entering soccer competitions conducted by the Corporation and outside of the club organization. A Soccer Club that is not a Voting Member described in Section 2.3 shall not have any rights of a member of a Hawaii nonprofit corporation under the Hawaii Nonprofit Corporation Act (the “**Act**”). Reference in any other constituent document of the Corporation to a “member” of the Corporation shall not be deemed to grant to any Soccer Club the rights of a Voting Member as that term is used in these Bylaws, the Articles of Incorporation or the Act unless they have been admitted to Voting Membership. A Soccer Club within any membership category in good standing, as defined in and subject to such rules, policies and procedures of the Corporation in effect from time to time, may participate in Corporation activities such as league play, tournaments, player clinics and coaching clinics.

Section 2.2. Non-Voting Membership. Subject to approval by the Board of Directors, Non-Voting Membership shall be available to Soccer Clubs that (i) have completed the Corporation’s application for membership (“**Application**”) in effect at such time, (ii) meet the requirements as set forth in the Application and such other membership policies the Board shall adopt, (iii) are in good standing with the Corporation, but are not otherwise eligible for or are not admitted to Voting Membership.

Section 2.3. Voting Membership; Transitional Membership Provisions.

2.3.1 Voting Membership. Subject to approval and admission to membership by the Board of Directors, Voting Membership shall be available to Soccer Clubs that (i) have completed the Corporation’s Application and meet the requirements as set forth in the Application, (ii) are in good standing with the Corporation, (iii) are not affiliated with, compete in leagues sponsored by, or are otherwise governed by, the American Youth Soccer Organization

and (iv) have at least forty (40) registered players (double-rostered players are only counted towards their primary team/club) who are primarily rostered on at least three (3) separate and distinct teams within said Soccer Club in at least one competitive league season (e.g., fall, winter, spring) sponsored by the Corporation in at least the current and immediately preceding Seasonal Years. The Corporation's Seasonal Year shall begin on September 1st and end on August 31st ("Seasonal Year"). Eligibility for Voting Membership shall be determined by a Soccer Club's registered player count as of March 1st each year for the one-year period commencing March 15th of each year through March 14th of the following year. For example:

Assume Soccer Club "A" has:

- As of 3/1/19:
 - 50 registered players who are primary rostered on 4 separate teams competing in the 2019 Spring Competitive Season
- In 2018 Seasonal Year (9/1/17 – 8/30/18):
 - 60 registered players who were primary rostered on 3 separate teams in either the 2017 Winter or 2018 Spring competitive seasons

Soccer Club "A" would be eligible for Voting Membership for the term 3/15/19 to 3/14/20.

2.3.2 Transitional Membership Provisions. Solely for the purpose of effectuating an orderly transition in governance of the Corporation, notwithstanding the provisions of Section 2.3.1 of these Bylaws, the Soccer Clubs Listed on Schedule 1 attached hereto shall be Voting Members of the Corporation only for the period commencing June 1, 2018 through March 14, 2019 with voting rights as determined by Section 2.12 of these Bylaws. From and after March 15, 2019, the provisions of Section 2.3.1 of these Bylaws shall control and apply for purposes of determining eligibility for Voting Membership in the Corporation.

Section 2.4. Admission to Membership; Transfer of Membership Prohibited; Expulsion or Suspension.

2.4.1 Members Admitted by Board Action. The power to admit all Members and determine their classifications as set forth in these Bylaws shall be vested in the Board of Directors whose decision shall be final and non-appealable.

2.4.2 Membership Not Transferable. Membership in the Corporation is not transferable or assignable and any attempted transfer or assignment of membership shall be void.

2.4.3 Expulsion or Suspension of Members.

a. The power to expel or suspend any Member shall be vested solely in the Board of Directors. The Board of Directors may expel or suspend any Member for any reason as may, in the judgment of the Board of Directors, be in the best interests of the Corporation. Without limiting the discretionary judgment of the Board of Directors to suspend or expel Members, the following shall constitute grounds for suspension or expulsion: (i) failure to timely pay any applicable dues, fines, charges or other fees within sixty (60) days of their due date, (ii) failure to meet the requirements for membership set forth in Section 2.2 or 2.3, (iii) willful or persistent disregard of the Bylaws, rules, regulations or policies of the Corporation, (iv) conduct which is adverse to the best interests of soccer or the Corporation, or (v) unlawful conduct. Non-Voting Members shall not have the notice and appeal rights set forth in Section 2.4.3.b.

b. No Voting Member shall be expelled or suspended from the Corporation unless (i) not less than fifteen (15) days prior to such expulsion or suspension, the Corporation sends the Voting Member notice of the proposed expulsion or suspension and the reasons therefore by either first class mail written to the Voting Member's last known address as shown on the Corporation's records or if the Voting Member has consented to the use of email for notice of membership meetings to such email address, and (ii) except for nonpayment of dues and fees, the Voting Member is provided the opportunity to be heard orally or in writing by the Board of Directors not less than five (5) days before the effective date of the expulsion or suspension. If so requested in its response, a Voting Member shall be entitled to a hearing before the Board. The Board shall provide the Voting Member reasonable notice of the time and place for such hearing. At the hearing, the Voting Member shall have the opportunity to address the charges against it and present evidence in support of its position. The hearing may be as informal as practical and rules of evidence need not be followed. The Voting Member may have assistance in presenting its case if it so chooses, and may request that a record of the hearing be made at its sole expense. Within a reasonable time period following the hearing, a written decision shall be issued in a timely manner by the Board. Any proceeding challenging the expulsion or suspension of a Voting Member, including a proceeding in which a defective notice is alleged, shall commence within one (1) year after the effective date of expulsion, suspension or termination.

c. Any Member who has been expelled or suspended shall be liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to the expulsion or suspension.

d. A suspended Member shall have no right to vote and may not, without approval of the Board of Directors, participate in any of the Corporation's activities, including without limitation, its meetings and soccer competitions.

e. No Member may invoke the aid of the courts of the United States or the State of Hawaii without first exhausting all available remedies as provided by the Corporation. For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Corporation for all expenses incurred by the Corporation and its Directors in defending each court action, including the following: (i) court costs; (ii) attorney's fees; (iii) reasonable compensation for time spent by the Corporation's Directors, employees, volunteers, officers or officials in responding to and defending against allegations in the action, including responses to discovery and court appearances; (iv) travel expenses; and (v) expenses for holding special meetings as necessary.

Section 2.5. Dues and Fees Determined by Board. To be or remain in good standing, all Members shall pay in a timely manner all dues and other charges, such as registration fees or fines, as may be set by the Board of Directors from time to time.

Section 2.6. Annual General Meeting of Members or AGM. Commencing in May of 2019, the Annual General Meeting of the Members ("AGM") shall be held annually at such time and place in the month of May or such other time as the Board of Directors determines for the purpose of electing Directors and transacting such other business as may come before the AGM. The Chairperson shall establish the agenda for and conduct the AGM. At the AGM, the Chairperson, the President/CEO and the Treasurer shall report on activities and the financial condition of the Corporation and the Voting Members shall consider and may act on such other matters as may be raised consistent with the notice requirements of Hawaii law and these

Bylaws. Additional reports may be submitted by the Committee Chairpersons. The failure to hold an AGM at the time stated or fixed in accordance with these Bylaws shall not affect the validity of any corporate action. Non-Voting Members may attend such meeting at the discretion and invitation of the Board of Directors and may be recused if in the judgment of the Chairperson recusal of Non-Voting Members is appropriate. All business at the AGM, including procedures, discussions and debates, shall be conducted in accordance with these Bylaws, all Corporation Rules and Regulations, and reasonable rules of order as determined by the Chairperson (**“Rules of Order”**). In the event of any conflict between the Bylaws, on the one hand, and the Rules and Regulations or the Rules of Order, on the other hand, the Bylaws shall prevail. In the event of any conflict between the Rules and Regulations and the Rules of Order, the Rules and Regulations shall prevail.

Section 2.7. Special Membership Meetings. Special Membership Meetings for any purpose may be held at any time upon the call of the Board, the Chairperson, the Vice Chairperson or upon the written request of Voting Members holding not less than twenty percent (20%) of the voting power. Only those matters within the purpose or purposes described in the notice for a special meeting may be conducted at a special meeting of the Members.

Section 2.8. Place of Membership Meetings and Methods of Participation. The Board of Directors may designate the place of meeting for any meeting of the Members. If no designation is made, the place of meeting shall be the principal office of the Corporation. If authorized by the Board of Directors in its sole discretion, Voting Members may participate at an annual, regular or special meeting of Members by means of internet, teleconference, or other computer assisted/electronic transmission technology in a manner that allows all Voting Members the opportunity to (i) read or hear the proceedings substantially concurrently with the occurrence of the proceedings; (ii) vote on matters submitted to the Voting Members; (iii) pose questions; and (iv) make comments. A Member participating in a meeting by means authorized by this Section 2.8 shall be deemed to be present in person at the meeting.

Section 2.9. Notice of Members’ Meetings. Notice of the AGM or any special meetings of the Members, stating the place, day, and time of the meeting, shall be delivered to all Voting Members not less than fifteen (15) nor more than thirty (30) days before the date of the meeting. In the case of a special meeting, notice shall include a description of the purpose or purposes of the meeting. The notice shall be given by or at the direction of the Chairperson, the President/CEO, the Secretary or other persons calling the meeting, and shall be delivered in person, by telephone, by mail or by electronic transmission (e.g., electronic mail) to each Voting Member. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid first class, addressed to the Voting Member at the Voting Member’s address as it appears on the books of the Corporation. Notice may be given to any Voting Member by electronic transmission, provided that the Voting Member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when sent to an electronic mail address at which the Voting Member has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the Voting Member has consented to receive notice, if transmitted by facsimile telecommunication. If a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment. Approval by the Voting Members of any of the following proposals is valid only if the notice of the meeting at which the proposal is to be considered, or the written waiver of notice of said meeting, states the general nature of the proposal or proposals: (i) removal of a Director, (ii) filling vacancies on the Board, (iii) amending the Articles of Incorporation or Bylaws, (iv) electing to dissolve the Corporation; (v) approving a

contract or transaction between the Corporation and an Interested Person, or between the Corporation and any organization in which a Director is also a Director or has a material financial interest; or (vi) approving a sale of substantially all the Corporation's assets.

Section 2.10. Record Date for Meetings and Voting. The record date for determining the Voting Members entitled to notice of, to vote at a Members' meeting and the number of votes a Voting Member may vote at such meeting shall be set by the Board of Directors, provided that such record date is not more than forty-five (45) days prior to the date of the meeting. If no such record date for notice is set by the Board, then the Voting Members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the date on which the meeting is held, are entitled to notice of the meeting. If no such record date for voting is set by the Board, then the Voting Members at the close of business on the business day preceding the day on which notice is given who are otherwise eligible to vote, are entitled to vote at the meeting.

Section 2.11. Membership List. After fixing the record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of its Voting Members entitled to notice of the meeting. The list shall show the address of each Voting Member entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting, a list of Voting Members, if any, entitled to vote at the meeting and the number of votes each such Voting Member shall be entitled to cast at the meeting. These lists shall be available for inspection by any Voting Member for the purpose of communication with other Voting Members concerning the meeting, at the Corporation's principal office or a reasonable place identified in the meeting notice in the city where the meeting will be held, beginning two (2) business days after notice of the meeting is given and continuing through the meeting. A Voting Member or a Voting Member's agent or attorney is entitled, upon written demand, to inspect and, subject to any limitations in Hawaii law relating to the purposes for which a list may be utilized, copy the list at a reasonable time and at the Voting Member's expense during the period it is available for inspection. The Corporation shall make the list of Voting Members available for inspection by Voting Members or their agents at the meeting.

Section 2.12. Quorum and Voting. Except as may be provided more specifically elsewhere in these Bylaws, the quorum necessary for any act of the Voting Members shall consist of the presence of Voting Members holding not less than fifty percent (50%) of the votes entitled to be cast by all Voting Members. The individual entitled to vote the membership interest of a Voting Member ("**Voting Representative**") shall be the individual authorized to do so by a duly authorized officer of the Voting Member in writing and listed as such on the books and records of the Corporation. If a Voting Member wants a person other than its currently named Voting Representative to exercise its right to vote at a meeting, the Voting Member must submit to the President of the Corporation with a copy to the Secretary of the Corporation a written notice signed by a duly authorized officer of the Voting Member (which may be sent in reproducible form via an electronic transmission sent by a duly authorized officer of the Voting Member) naming such other person who shall be authorized to exercise such Voting Member's voting rights ("**Notice of Voting Change**"). To be effective, the Notice of Voting Change must be received by the President or Secretary no less than forty-eight (48) hours prior to the start of the meeting at which the other person is expected to vote on behalf of a Voting Member. Voting Members may not vote by proxy, but only through their Voting Representative or the person designated by a Notice of Voting Change. Except as specifically provided in Section 3.2.2 of these Bylaws with respect to cumulative voting for Directors, on all matters submitted to the Voting Membership, each Voting Member shall have a number of votes equal to the number of its primary registered players (not counting double-rostered players twice) as of March 1st; the

date of determination of its eligibility for Voting Membership as set forth in Section 2.3 of these Bylaws. For example, if a meeting were held on February 1st of a given year, each Voting Member would have a number of votes equal to the number of its primary registered players (not counting double-rostered players twice) as of March 1st of the preceding year. Unless otherwise provided in these Bylaws, the Articles of Incorporation or Hawaii law, the affirmative vote of holders of a majority of the votes entitled to be cast by the Voting Members represented at a meeting at which a quorum is present shall constitute the act of the Voting Members.

Section 2.13. Voting on Extraordinary Corporate Events. The approval of (i) any merger of the Corporation, (ii) the sale of all or substantially all the assets of the Corporation (iii) amendment of the Corporation's Articles of Incorporation or Bylaws or (iv) the dissolution of the Corporation shall, in each case, require the approval of not less than two-thirds (2/3s) of the votes entitled to be cast by the Voting Members at a meeting at which a quorum is present.

Section 2.14. Action by Ballot. Any action that may be taken at any annual, regular, or special meeting of Voting Members, including without limitation, the election of Directors, may be taken without a meeting if the Corporation delivers a ballot to every Voting Member entitled to vote on the matter. The Corporation may deliver ballots by electronic transmission to the address at which the Voting member has consented to the receipt of notice for meetings. A ballot shall: (i) be either in written form or in the form of an electronic transmission, (ii) set forth each proposed action and (iii) provide an opportunity to vote for or against each proposed action. Approval by ballot pursuant to this section shall be valid only if: (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting to authorize the action, and (ii) the number of affirmative votes equals or exceeds the number of affirmative votes for approval that would be required to approve the action at a meeting. All solicitations for votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each action, and (iii) specify the time by which a ballot shall be received by the Corporation in order to be counted. Ballots may not be revoked once delivered to the Corporation.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1. Number and Classification; Terms and Qualifications; Transitional Provisions.

3.1.1 Number and Classification. Commencing August 1, 2018, the Board of Directors shall be composed of twelve (12) individuals.

3.1.2 Terms. Subject to their continuing qualification as a Director, all Directors shall be elected for a term of one (1) year commencing June 1st (except as provided in the transitional provisions of Section 3.1.4) and shall serve for a term of one (1) year or until their successors are duly elected and qualified. Except as provided in the transitional provisions of Section 3.2.3, the election of Directors by the Voting Members shall take place at the AGM to be held in May of each year.

3.1.3 Qualifications of Directors. At the time of their election and at all times thereafter a Director must meet all of the following qualifications to hold office. Failure to meet

any of these qualifications shall result in the office being vacant and such Director shall no longer hold office.

a. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." An interested person is (a) any person who is currently compensated or, at any time within the previous 12 months was compensated, by the Corporation as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such interested person.

b. No individual may serve as a Director of the Corporation if they are an owner, director, officer or key employee of a competing soccer league or organization, including without limitation, Major Island Soccer Organization and the American Youth Soccer Organization.

c. No more than two (2) Directors may be affiliated with any single Voting Member. For purposes of this limitation, "affiliation" shall be broadly construed and shall include without limitation, being an owner, director, officer, coach, employee or independent contractor of a Voting Member. The Nominations and Elections Committee shall make all determinations regarding the eligibility of any candidate to serve as a Director, including any determinations as to a candidate's affiliation, and all such decisions shall be final and non-appealable.

d. Any violation of this Section 3.1.3 shall not necessarily affect the validity or enforceability of any transaction entered into by the Corporation.

3.1.4. Transitional Provisions. To effectuate an orderly transition to the governance structure set forth in these Bylaws, notwithstanding any other provisions of this Article III to the contrary, all Directors serving on the Board of Directors as of March 1, 2018 shall continue in office (unless removed by the entity or group that appointed or elected them under the Corporation's Bylaws in effect prior to June 1, 2018) until August 31, 2018 or their successors are duly elected and qualified pursuant to these Bylaws.

Section 3.2. Nomination and Election of Directors.

3.2.1 Nominations Procedure.

a. Except as provided in the transitional provisions of Section 3.2.3, no earlier than March 15th of each year, but at least forty-five (45) days prior to the AGM, the Nominations and Elections Committee will nominate candidates for election to the Board of Directors. The nominations made by the Nominations and Elections Committee shall be filed with the Secretary and made available for review by the Voting Members at the principal office of the Corporation and posted on a secure portion of the Corporation's internet website that only Voting Members may access within three (3) business days of receipt by the Secretary.

b. Additional nominations to the Board of Directors may be made by presenting written notice of such nominations, signed in each case by duly authorized representatives of not less than two (2) Voting Members of the Corporation. Such notice must be received by the Secretary at the Corporation's principal business address at least thirty (30) days before the date of the AGM. Candidates nominated by Voting Members that meet the qualifications of a Director shall be included with the candidates nominated for election by the

Nominations and Elections Committee and notice of all candidates shall be posted on a secure portion of the Corporation's internet website and emailed to all Voting Members no later than twenty (20) days prior to the AGM. Any candidate nominated, who, after taking into account the candidates nominated prior to the candidate in question, would cause the affiliation limitation to be exceeded will not be eligible for nomination and submitted to the Voting Members for election. Additional nominations may not be made at the AGM or other than as provided in this Section 3.2.1.

3.2.2 Election of Directors; Use of Cumulative Voting. At the AGM or any special meeting of Members called for the purpose of electing Directors, the election of Directors shall take place and the Directors shall be elected by plurality vote of the Voting Members. If at least ten (10) days prior to the AGM or any special meeting of the Members called for the purpose of electing Directors a Voting Member gives notice to the Corporation that it wishes to cumulate its votes in the election of Directors, then in such event, cumulative voting shall be utilized in the election of Directors at such meeting and any adjournment thereof, and the Corporation shall provide notice to all Voting Members at least seven (7) days prior to such meeting that the election of Directors shall be conducted using cumulative voting. For example, if a Voting Member timely elects to utilize cumulative voting and fifteen (15) candidates are nominated for the twelve (12) Director positions, then each Voting Member would be entitled to cast a number of votes equal to (i) the number of votes the Voting Member is entitled to cast at such meeting multiplied by (ii) the number of Director positions to be elected (in this example, twelve). The twelve (12) Director candidates who receive the highest number of votes would then be elected to the Board of Directors.

3.2.3 Transitional Provisions. To effectuate an orderly transition to the governance structure set forth in these Bylaws, nominations and elections for Directors to serve for the period September 1, 2018 until May 31, 2019 shall be conducted consistent with the provisions of Section 3.2.1 and 3.2.2, except as modified by this Section 3.2.3.

a. The Board shall appoint a Nominations and Elections Committee to nominate candidates for election to the Board of Directors. The nominations made by the Nominations and Elections Committee shall be filed with the Secretary and made available for review by the Voting Members listed on Exhibit A attached hereto no later than July 1, 2018 at the principal office of the Corporation, posted on a secure portion of the Corporation's internet website that only Voting Members may access and by email to each Voting Member.

b. Additional nominations to the Board of Directors may be made by presenting written notice of such nominations, signed in each case by duly authorized representatives of not less than two (2) Voting Members of the Corporation listed on Exhibit A attached hereto. Such notice must be received by the Secretary at the Corporation's principal business address not later than July 30, 2018. Candidates nominated by Voting Members that meet the qualifications of a Director shall be included with the candidates nominated for election by the Nominations and Elections Committee and notice of all qualified candidates shall be posted on a secure portion of the Corporation's internet website and emailed to all Voting Members listed on Exhibit A attached hereto no later than August 5, 2018. Additional nominations may not be made at the AGM or other than as provided in this Section 3.2.3.

c. The election of Directors to serve for the period September 1, 2018 until May 31, 2019 shall be conducted via action by ballot as set forth in Section 2.14 with ballots transmitted to the Voting Members listed on Exhibit A attached hereto no later than August 15, 2018 to be returned no later than 5 p.m. HST August 30, 2018. In the event any

Voting Member wishes to elect to utilize cumulative voting for the election of Directors as described in Section 3.2.2, such election must be made no later than August 10, 2018.

Section 3.3. Powers and Duties.

3.3.1 Powers. The Board of Directors shall control the property and affairs of the Corporation and shall have, and may exercise, all of the authority of the Corporation, except that which is reserved to the Voting Members by the Articles, these Bylaws or Hawaii law. The Board shall promulgate, implement, and publish Rules and Regulations, Standard Operating Procedures and Policy Guidelines pursuant to which the operations and purposes of the Corporation will be accomplished. Subject to the provisions and limitations of the Act and any other laws, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation, the activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction of the Board.

3.3.2 Duties. Each Director shall perform his or her duties in good faith, consistent with their duty of loyalty to the Corporation, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would exercise under similar circumstances. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a Director may serve.

Section 3.4. Removal of Directors. Any member or members of the Board of Directors may be removed with or without cause by the Voting Members only at a meeting called for the purpose of removing Directors. The notice for such meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director(s). A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors, and a Director may not be removed if the number of votes sufficient to elect the Director under cumulative voting is voted against the Director's removal. In computing whether a Director is protected from removal under the foregoing requirements, it shall be assumed that the votes against removal are cast in an election for the number of Directors of the class to which the Director to be removed belonged on the date of that Director's election. Any vacancy so created, and not filled by the Members at such a meeting may be filled by the Board of Directors. In addition, a Director may be removed by a majority vote of the Directors then in office if a Director has failed to attend either (i) three (3) consecutive regular Board of Directors meetings or (ii) one-half (1/2) of all meetings of the Board in a specific year.

Section 3.5. Vacancies. Vacancies in the Board of Directors occur through death, resignation, or removal of a Director(s). If a position on the Board of Directors becomes vacant, the Board shall appoint an individual to fill the unexpired term if the remaining term is less than six (6) months. If the unexpired term to be filled is six (6) months or longer, a special election shall be conducted in a manner consistent with Section 3.2.2 of these Bylaws. In such case, the Nominations and Elections Committee shall utilize the nominations procedures set forth in Section 3.2.1 of these Bylaws.

Section 3.6. Annual and Regular Meetings. The Board of Directors shall meet annually in June to elect officers and consider such other matters as may come before the Board. The Board of Directors shall provide, by resolution, the date, time and place for the holding of regular meetings. No notice other than such resolution need be given for such

meetings. All business conducted at every meeting of the Board, including procedures, discussions and debate, shall be conducted in accordance with these Bylaws, Rules and Regulations of the Corporation and reasonable rules of order established by the Chairperson. In the event of any conflict between the Bylaws, on the one hand, and the Rules and Regulations or the rules of order, on the other hand, the Bylaws shall prevail. In the event of any conflict between the Rules and Regulations and rules of order, the Rules and Regulations shall prevail.

Section 3.7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, the Vice Chairperson, the President or by not less than one-third (1/3) of the Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Hawaii as the place for holding any special meeting of the Board of Directors called by them.

Section 3.8. Notice and Waiver.

3.8.1 Regular Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting if a resolution of the Board setting the date, time and place of meeting has been previously adopted.

3.8.2 Special Meetings. Special meetings of the Board of Directors shall be preceded by at least seven (7) days' notice of the date, time and place of meeting. Such notice shall be given by or at the direction of the Secretary or other persons calling the meeting. Such notice shall be delivered in person, by telephone, by mail or by electronic transmission to each Director. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Notice may be given to any Director by electronic transmission, provided that the Director has consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the Director has consented to receive notice, if transmitted by electronic mail, and (ii) when directed to a number at which the Director has consented to receive notice, if transmitted by facsimile telecommunication.

3.8.3 Waiver. Any Director may waive notice of any meeting provided such waiver is made in writing and signed by the Director entitled to the notice or is transmitted by electronic transmission, and delivered to the Corporation for inclusion in the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting or prior to the vote on any matter not noticed in conformity with law, these Bylaws, or the Articles of Incorporation, objects to lack of notice and does not thereafter vote or assent to the objected to action.

Section 3.9. Quorum and Voting; Presumption of Assent. A quorum of the Board of Directors shall be a majority of the Directors then in office. No action taken shall bind the Corporation unless it has received the affirmative vote of a majority of the Directors at a meeting at which a quorum is present. Each Director shall have one (1) vote. Voting by proxy, voting by electronic mail and the use of substitute Directors is not permitted. In the absence of a quorum, the presiding officer or the majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent or refusal to vote is entered in the minutes of the meeting or unless the Director either files a written dissent to such action with the person

acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Secretary within two (2) business days after 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. Video and Telephone Conference Meetings. Members of the Board of Directors (or any committee) may participate in a meeting of the Board of Directors (or any committee) by means of video or computer-assisted conference or conference telephone equipment in which all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

Section 3.11. Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors (or any committee thereof), may be taken if all the Directors (or all of the members of the committee) sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action a copy of which may be circulated via electronic mail. Such consent shall be filed with the minutes of the Board of Directors (or committee) and shall have the same effect as a unanimous vote.

Section 3.12. Conflicts of Interest. The Corporation shall have a conflicts of interest policy duly adopted by the Board. The Board of Directors shall resolve any question regarding any conflict of interest in accordance with such conflicts of interest policy.

Section 3.13. Compensation. Directors shall not receive compensation for their service as Directors, but they may be reimbursed for actual expenses incurred in the performance of their duties as Directors.

ARTICLE IV.

OFFICERS; OTHER POSITIONS

Section 4.1. Officers. The officers of the Corporation shall be the Chairperson, Vice Chairperson, President/CEO, Secretary, and the Treasurer. No officer other than the President/CEO and the Secretary shall receive compensation for their service as determined and approved by the Board of Directors, but they may be reimbursed for actual expenses incurred in the performance of their duties as officers.

Section 4.2. Qualifications. All officers must be Directors except for the Secretary who need not be a Director and the President/CEO who shall not be a Director. No more than two (2) Directors may be affiliated with any single Voting Member or any single Non-Voting Member. For purposes of this limitation, "affiliation" shall be broadly construed and shall include without limitation, being an owner, director, officer, coach, employee or independent contractor of a Voting Member. The Board shall make all determinations regarding the eligibility of any officer to serve.

Section 4.3. Election and Terms of Officers. The Directors shall elect the officers of the Corporation at the Annual Meeting of the Board of Directors held in June for a term of one (1) year or until their successors shall be elected and qualified except that the President/CEO shall serve at the pleasure of the Board. Officers' terms shall be effective and shall commence immediately upon election to office or on such other date as the Board of Directors determines. Except for the President/CEO and the Secretary, no officer may serve more than three (3) successive terms whether full or partial. Notwithstanding the forgoing, to effectuate an orderly

transition to the governance structure set forth in these Bylaws (i) all officers serving as officers of the Corporation as of June 1, 2018 shall continue to serve in their respective capacities under the Bylaws of the Corporation in effect as of May 31, 2018 until their successors are elected and qualified and (ii) the elections of the initial officers to hold the offices described in these Bylaws shall take place shortly after the election of the Directors to serve for the period September 1, 2018 to May 31, 2019.

Section 4.4. Duties and Responsibilities.

4.4.1 Chairperson. The Chairperson shall preside over all meetings of the Members and the Board of Directors and, subject to election to such committees, shall be an ex-officio member of all Board Committees. The Chairperson shall also be an ex-officio member of all advisory committees. In addition to these general duties, the Chairperson shall have other duties as may be determined by the Board of Directors from time to time.

4.4.2 Vice-Chairperson. In the absence, disability, or refusal to act by the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice Chairperson shall have such powers and perform any other duties assigned by the Chairperson, the Board of Directors or these Bylaws.

4.4.3 Secretary. The Secretary shall keep the minutes of all meetings of the Members and Board of Directors. The Secretary shall keep or cause to be kept a register showing the names of the Members, Directors, and officers with their addresses. The Secretary shall give notice in conformity with the Bylaws of all meetings of the Members and the Board of Directors. The Secretary shall supervise the conduct of all elections. The Secretary shall also perform any other duties assigned by the Chairperson or the Board of Directors.

4.4.4 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and exercise general supervision of the receipt, custody and disbursement of corporate funds. The Treasurer shall perform any other duties assigned by the Chairperson or the Board of Directors.

4.4.5 President/CEO. A President/CEO shall be appointed by the Board and shall serve as the chief executive and administrative officer of the Corporation and shall serve at the pleasure of the Board. The President shall also serve as the Corporation's League Chairperson as contemplated by the Bylaws of the Hawaii Youth Soccer Association. The President/CEO may enter into contracts on behalf of Corporation consistent with the Corporation's budget and the authority granted the President/CEO from time to time by the Board of Directors. The President/CEO may speak on behalf of the Corporation in a manner consistent with policies and directives of the Board of Directors. The President/CEO shall perform such duties as are incident to the office and may be assigned by the Board of Directors. In the event the Corporation does not have a President/CEO, the Chairperson shall perform the duties and functions of the President/CEO.

Section 4.5. Officer Succession and Vacancies. Officer vacancies due to resignation or other circumstances shall be filled by the Board except a vacancy in the office of the Chairperson, which shall be immediately filled by the Vice Chairperson and a new Vice Chairperson shall be elected by the Board. In the event that any other office becomes vacant, the Board of Directors shall elect a replacement as soon as practicable.

Section 4.6. Removal of Officers. All officers shall be subject to removal at any time by the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby. The Board of Directors may, in its discretion, elect acting or temporary officers, elect officers to fill vacancies occurring for any reason whatsoever, and limit or enlarge the duties and powers of any officer elected by it.

ARTICLE V.

COMMITTEES

Section 5.1. Committees.

5.1.1 Committees of the Board. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees of the Board and appoint two (2) or more Directors to serve on such committees. Such committees shall have and exercise all the authority of the Board of Directors, to the extent provided in such resolution, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

5.1.2 Advisory Committees. The Board may also have such advisory committees as the Board of Directors may provide from time to time, and, except as otherwise provided in these Bylaws, the Board may appoint both Directors and others to serve on such advisory committees. Advisory committees shall not have the authority to act on behalf of the Corporation. An individual's membership on an advisory committee does not qualify him/her as an officer, Director, or agent of the Corporation, but he/she shall keep confidential all non-public information gained by virtue of such position and act in the best interests of the Corporation. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted.

5.1.3 Removal of Committee Members. A majority of the Board of Directors then in office, may remove any member of any committee, at any time, with or without cause or notice to the person being removed.

Section 5.2. Executive Committee. There shall be an Executive Committee, which shall consist of five (5) Directors elected annually by the full Board. Subject to their election by the Board to the Executive Committee, the Chairperson, Vice Chairperson, Secretary and Treasurer shall be members of the Executive Committee. The Executive Committee shall perform such duties as may be assigned by the Board of Directors between meetings of the Board of Directors. Decisions made by the Executive Committee shall then be reported on during the next regularly scheduled Board meeting.

Section 5.3. Standing Board Committees. The standing committees of the Board of Directors shall be the Executive Committee, Nominations and Elections Committee, Governance Committee, the Competition Committee and the Disciplinary Committee. These Committees shall have such power, authority, and duties as may be set forth in resolutions creating, or charter governing, such committee.

Section 5.4. Limitations on Powers of Committees. The following powers are reserved to the Board as a whole and may not be delegated to any committee thereof:

- a. The filling of vacancies on the Board or on any committee that has the authority of the Board;
- b. The establishment of committees of the Board or the appointing of members thereof;
- c. The fixing of compensation of the Directors, if any, for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
- f. The approval of any action for which the Hawaii Nonprofit Corporations Act requires approval of Voting Members or approval of a majority of all Voting Members.

ARTICLE VI.

DISBURSEMENTS AND LOANS

Section 6.1. Disbursements. Disbursements of the funds of the Corporation shall be made for the purposes for which the Corporation is organized either by the Board of Directors or by such officers of the Corporation as the Board of Directors shall authorize and appoint.

Section 6.2. Loans. Other than customary travel or expense advances, the Corporation shall not lend or advance money to, or otherwise guarantee the obligations of any of its Directors or officers.

ARTICLE VII.

MISCELLANEOUS

Section 7.1. Inspection of Corporate Records. The books of account and minutes of proceedings of the Members and Directors shall be open to inspection upon the written demand of any Voting Member to the extent provided by Hawaii law. Such inspection shall be conducted at such reasonable times and locations as shall be mutually agreed upon by the Corporation and the Voting Member making a request for inspection and may be made in person or by an agent or attorney. A Voting Member's request for inspection shall include the right to make copies to the extent permitted by Hawaii law, and costs associated with the making of copies for any Voting Member shall be the responsibility of the Voting Member the request for the same. Every Director shall have the absolute right at any reasonable time and location to inspect the Corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. A Director's right of inspection includes the right to copy and make extracts of documents. All demands for inspection pursuant to this Section must be made in writing to the Chairperson, President, or Secretary.

Section 7.2. Handling of Funds. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of, or payable to, the Corporation shall be signed or endorsed by such person(s) and in such manner as determined by resolution of the Board of Directors.

Section 7.3. Execution of Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Director, 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.

Section 7.4. Inspection of Articles and Bylaws. The Corporation shall keep in its principal office the original and a copy of the Articles of Incorporation and Bylaws as amended, certified by the Secretary, which shall be open to inspection by the Voting Members at all reasonable and mutually agreeable times during office hours.

Section 7.5. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Section 7.6. Nondiscrimination. To the extent required by law, the Corporation shall not discriminate against any individual on the basis of sex, race, color, ancestry, religion, disability, age, marital status, sexual orientation, or other legally protected category as applicable. The Corporation shall adopt a policy prohibiting such discrimination, harassment based upon such classifications (including, but not limited to, sexual harassment and abuse), and retaliation for reporting a reasonable belief in such discrimination or abuse.

Section 7.7. Fiscal Year. The Corporation's fiscal year shall correspond with its Seasonal Year and begins on September 1 of each year and ends on August 31 of the following year.

Section 7.8. Reconciliation of Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

ARTICLE VIII.

EMERGENCY BYLAWS

The provisions contained in this Article VIII shall be operative in the event a quorum of the Corporation's Directors cannot be assembled due to a catastrophic event (an "**Emergency**"). Notwithstanding any different provision in the preceding articles of these Bylaws, in the Articles of Incorporation or in the Act, to the extent not inconsistent with the provisions of this article, the Bylaws provided in the preceding articles shall remain in effect during such Emergency and upon its termination, the provisions on this Article VIII shall cease to be operative. However, during any such Emergency:

- a. A meeting of the Board of Directors may be called by any officer or Director of the Corporation. Notice of the time and place of the meeting shall be given by the person

calling the meeting to such of the Directors as it is practicable to reach and by any practicable manner. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

- b. At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.
- c. The Board of Directors, either in anticipation of or during any such Emergency, may relocate the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.
- d. The Board of Directors, either in anticipation of or during any such Emergency, may modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent.
- e. Corporate action taken in good faith during an Emergency under these provisions of Article VIII (i) binds the Corporation, and (ii) may not be used to impose liability on a Director, officer, employee, or agent.

The provisions contained in this Article VIII shall be subject to repeal or change by action of the Voting Members, but no such repeal or change shall modify the provisions of the preceding paragraph e. with regard to action taken prior to the time of such repeal or change. Any amendment of these provisions may make any further or different provision that may be practical and necessary for the circumstances of the Emergency.

ARTICLE IX.

AMENDMENTS

The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3s) of the voting power of the Voting Members represented at a meeting at which a quorum is present.

ARTICLE X.

AMENDMENT AND RESTATEMENT

These Amended and Restated Bylaws shall supersede the original Bylaws and all amendments thereto.

Schedule 1

Arsenal FC HI
Ballistic Soccer Hawaii (BSH)
Crush Academy
Eastside SC
Escola Coxa Hawaii
FC Hawaii
Hawaii 808 Soccer Club
Hawaii Heat FC
Hawaii Rush SC
Hawaii Slammers FC
Honolulu Bulls SC
Honolulu Galaxy FC
Ka'oi SC
Kailua Kings FC
Kroc Center HI SC
Laulima SC
Le Jardin SA
Leahi SC
Nankatsu SC HI
Oahu United SC
Pipeline Soccer HI
Rapids SC
Riggers SC
Shockers SC
Surf Hawaii SC
Whitfield SC