

**BYLAWS
OF
ORANGE COUNTY SOCCER LEAGUE**

ARTICLE I

PURPOSE OF ORGANIZATION

The purposes of which this organization is to be formed are to promote and encourage interest in soccer and other lawful sports, to promote entertainments, lectures, social affairs, celebrations, exhibitions, games, amusements of any and all descriptions for the general enjoyment, instruction, benefit, and well-being of its members and members of other similarly constituted organizations. To establish and own necessary equipment for the sports and activities of the organization; to purchase or lease, and to maintain and operate buildings, club houses, or other structures as incidental to the above purposes, and to sell, lease mortgage or otherwise dispose of the same.

ARTICLE II

BOARD OF DIRECTORS

1. Power of Board and Qualification of Directors

The business of the Organization shall be managed by the Board of Directors. Each director shall be at least twenty-two years of age.

2. Number of Directors

The number of directors constituting the entire Board of Directors shall be the number, not less than two nor more than sixteen, fixed from time to time by a majority of the total number of directors which the Organization would have, prior to any increase or decrease, if there were no vacancies, provided, however, that no decrease shall shorten the term of an incumbent director. Until otherwise fixed by the directors, the number of directors constituting the entire board shall be sixteen.

3. Election and Term of Directors

At each year-end annual meeting of directors, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified or until their death, resignation, or removal in the manner hereinafter provided.

4. Quorum of Directors and Action by the Board

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is present, shall be the act of the Board. All ties will be determined by the President.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a warning if all member of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

5. Meetings of the Board

An annual meeting of the Board of Directors shall be held at the end of each year. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. Any one or more members of the Board or Directors may participate in meetings by the means of a conference telephone or similar communications equipment.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, New York time, on the third day prior to the meeting or by telegram, written message or orally, not later than noon, New York time, on the day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by e-mail, when transmitted from the sender's machine; by telegram, at the time of filing; or be messenger at the time of delivery. Notices by mail, e-mail, telegram, or messenger shall be sent to each director at the address designated by her for that purpose, or, if none has been so designated, at her last known residence or business address.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to any director.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

6. Resignations

Any director of the Organization may resign at any time by giving written notice to the Board of Directors or to the President or to the Vice President of the Organization. Such resignation shall take effect at the time specified therein; and unless specified therein the acceptance of such resignation shall not be necessary to make it effective.

7. Removal of Directors

Any one or more of the directors may be removed for cause by action of the Board of Directors. The vote of every director must be counted, whether in person or by proxy, and the vote of the majority shall be upheld.

8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of her predecessor.

9. Executive and Other Committees of Directors

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each consisting of three or more directors and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have the authority as to the following matters: (a) the filling of vacancies in the Board or in any committee; (b) the fixing of compensation of the directors for serving on the Board or on any other committee; (c) the amendment or repeal of the bylaws, or the adoption of new bylaws; (d) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (e) the removal or indemnification of directors.

10. Compensation of Directors

The Board of Directors shall have authority to fix the compensation of directors for services in any capacity. There shall be no salaries for serving on the Board.

11. Interest of Directors in a Transaction

Unless shown to be unfair and unreasonable as to the Organization, no contract or other transaction between the Organization and one or more of its directors, or between the Organization and any other organization, firm, association, or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable, irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether her or their votes are counted for such purpose. In the absence of fraud any such contract and transaction conclusively may be authorized or approved as fair and reasonable by the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership, or financial interest ins disclosed or known to the Board or committee, as the case may be.

Notwithstanding the foregoing, no loan, except advances in connection with indemnification, shall be made by the Organization to any director unless it is authorized by a vote of the Board of Directors without counting the vote of the director who would be the borrower or unless the director who would be the borrower is the sole director of the company.

ARTICLE III

OFFICERS

1. Election of Officers

The Board of Directors shall from time to time elect or appoint other such officers as it may determine. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary unless the person is the sole director of the Organization and holding said offices of President and Secretary is permitted under applicable law. The same person may not hold the offices of Treasurer and Registration Coordinator, or of Treasurer and Fundraising Coordinator in order to maintain the separation of duties. The Board of Directors may also elect one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

2. Other Officers

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

3. Compensation

There is no salary provided to anyone for merely holding a position on the Board.

4. Term of Office and Removal

Each officer shall hold office for the term for which she is elected or appointed, and until her successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, her term of office shall extend to and expire at the year-end annual Election Meeting of the Board following the general meeting for all players. Any officer maybe removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

5. President

The President shall be the chief executive officer of the Organization, shall have general and active management of the business of the Organization, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also preside at all meetings of the players and the Board of Directors.

The President shall execute bond, mortgages, and other contracts requiring a seal, under the seal of the Organization, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Organization.

6. Vice Presidents

The Vice Presidents, in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

7. Secretary and Assistant Secretaries

The Secretary shall attend all meeting of the Board of Directors and all meeting of the players and record all the proceedings of the meetings of the Organization and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The

Secretary shall give or cause to be given, notice of all meetings of the players and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the Organization seal and the Secretary, or an Assistant Secretary, shall have the authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Organization and to attest the affixing by her signature.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of such designation then in the order of their election, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

8. Treasurer and Assistant Treasurers

The Treasurer shall have the custody of the organization fund and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization; and shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, and account of all her transactions as Treasurer and of the financial condition of the Organization.

If required by the Board of Directors, the Treasurer shall give the Organization a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the Organization, in the case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Organization.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

9. Books and Records

The Organization shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the players, Board of Directors, and any committees of directors; and (c) a current list

of the directors and officers and their residence addresses. The Organization shall also keep at its office in the State of New York or at the office of its transfer agent or registrar in the State of New York, if any, a record containing the names and addresses of all players, the age of each, and the date when they respectively became players in the Organization.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records, or other documents of the Organization shall be open to inspection, and no creditor, security holder, or other person shall have any right to inspect any accounts, books, records, or other documents of the Organization except as conferred by the statute or as so authorized by the Board.

10. Checks, Notes, etc.

All checks and drafts on, and withdrawals from the Organization's accounts with banks or other financial institutions, and all bills of exchange, notes, and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Organization, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to the resolution of, the Board of Directors.

ARTICLE IV

OTHER MATTERS

1. Organization Seal

The Board of Directors may adopt a seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

2. Fiscal Year

The fiscal year of the Corporation shall be the twelve months ending December 31st, or such other period as may be fixed by the Board of Directors.

3. Amendments

Bylaws of the Organization may be adopted, amended, or repealed by vote of the Board of Directors, or by vote of the players, when determined by the Board of Directors to have the decision reviewed by the players. Bylaws may be adopted, amended, or repealed by the Board of Directors, but any bylaws adopted by the Board may be amended or repealed by the players.

If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of the players, the bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.