AMENDED AND RESTATED

BYLAWS

OF

GILBERT YOUTH SOCCER ASSOCIATION

ARTICLE I
NAME; OFFICES; AGENT; AFFILIATION

Section 1. Name. The name of this Corporation is "Gilbert Youth Soccer Association" (the "Corporation").

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

Section 4. Affiliation. The Corporation shall be a member of, and comply with the authority of the Arizona Youth Soccer Association (AYSA), the United States Youth Soccer Association (US Youth Soccer), the United States Soccer Federation (US Soccer), and US Club Soccer.

ARTICLE II
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (the "Board").

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board from time to time and shall serve for the term provided in Section 4 of this Article.

(b) Qualifications. Each Director shall be a person of experience and good reputation in the community who will actively support the goals and objectives of the Corporation and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

Section 3. Election of Directors. Directors shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board in the year a vacancy will occur.

Section 4. Term of Office. Unless a Director dies, resigns, or is removed, Directors shall hold office from the close of the annual meeting for a term of one (1) year or until their successors have been elected and qualified.

Section 5. Compensation. Directors of the Corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

Section 6. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation. Acceptance of such resignation is not necessary to make it effective.

Section 7. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a director; provided, however, that for the purpose of counting term limits, the newly elected director's term will be counted as beginning on the date of the first annual meeting following his or her election.

ARTICLE III
MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the President, or in the absence of action by the President, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors shall elect new Directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 2. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President or Secretary, and shall be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Arizona as designated by the Board, by any persons entitled to call a meeting, or by waiver of notice signed by all of the Directors.

Section 6. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered to each Director at least forty-eight (48) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless required by the ANCA.

(b) Methods of Giving Notice. Notice of any annual or special meeting of Directors, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:(i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the ANCA or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Section 8. Quorum. Fifty-One percent (51%) of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If less than a quorum is present when a meeting is convened, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. At any meeting of the Board, every Director entitled to vote shall have one (1) vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the Corporation.

Section 10. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Minutes and Tracking Systems. Written minutes of the business conducted at meetings of the Board shall be kept and retained at the Corporation's principal office, open for inspection by any director at all reasonable times. The Corporation also shall establish a system for tracking Board approvals and disapprovals, and to provide the Board with a tool for confirming subsequent actions and policies taken in response to Board decisions.

Section 13. Director Deadlock. In the event the Board votes are deadlocked the President shall cast the tie-breaking vote.

ARTICLE IV
OFFICERS

Section 1. Number. The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Member at Large each of whom, except for the President who shall be an ex officio Director of the Board, shall be elected by the Board. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. Except for the offices of President and the Secretary, the same individual may simultaneously hold more than one office.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected each year by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice-President, the Secretary of the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed by a majority (51%) vote of the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. The President. The President shall: (a) be the principal executive officer of the Corporation; (b) subject to the oversight of the Board, generally supervise and control all of the business, affairs, and programing of the Corporation; (c) hold and preside over regular meetings of the Board; (d) publicly represent the Corporation and cultivate relationships with the community and other organizations; (e) subject to such rules as may be prescribed by the Board, have authority to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, compensation, delegate authority to them, and in the President's sole discretion terminate the authority granted to such agents and employees; (f) ensure the Corporation is current and compliant with applicable State processes and regulations, including, when necessary, assisting the Treasurer with financial reporting; and (g) in general perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time. The President shall be an ex-officio member of the Board, but may vote only in the event of a tie.

Section 7. The Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall: (a) chair both the Appeals and Disciplinary Committee as well as the Rules Committee; (b) actively seek to identify fundraising activities appropriate for the Corporation and shall oversee and administer the Corporation's scholarship and volunteer programs; (c) oversee and, when necessary, enforce the rules and regulations of the Corporation, including mediating disputes, selecting coaches, nominating division commissioners, and the like; and (d) in general, perform such other duties as from time to time may be assigned by the President or by the Board.

Section 8. The Secretary. The Secretary shall: (a) take, prepare, and distribute to all Board Members the minutes of the Board's meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) secure meeting locations; (e) maintain a register containing the address of each member and distribute the register to members in good-standing no later than December fifteenth of each year; (f) maintain the Corporation's yearly activity calendar; (g) lead the drafting of grant applications; (h) prepare marketing materials; (i) send Corporation-wide communications; and (j) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 9. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the Corporation's financial policies, budgeting, property accounting and management, transactions, and financial reporting to the Board; (b) serve as Chair of the Finance Committee; (c) manage the Corporation's receivables and be a signatory on the Corporation's depository of choice; (d) timely see that Corporate debts are paid; (e) ensure Corporate tax filings are timely filed; (f) secure and maintain adequate insurance for Corporate assets and activities; and (g) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 10. Member at Large. The Member at Large shall serve as an advisor to the Board. The Board shall offer the immediate past President of the Corporation the opportunity to serve as the Member at Large. If the immediate past President declines the opportunity, then the Board shall appoint an individual nominated by the President to be the Member at Large.

Section 11. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 12. Compensation. The Corporation shall not compensate officers of the Corporation for serving as officers. The Corporation may reimburse officers for reasonable expenses incurred in connection with corporate matters, provided such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE V
CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy. Each director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers, shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each director, officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE VI
COMMITTEES

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees shall consist of one or more Directors of the Corporation.

Section 2. Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 3. Participation by Non-Directors. A person who is not a Director may be appointed to any committee of the Board except the Executive Committee; provided, however, that such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

Section 4. Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, including any action by the Executive Committee, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

Section 5. Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the Corporation, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

Section 6. Committee Rules. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions.

ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

ARTICLE VIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. By resolution, the Board may authorize any officer or officers to sign, execute, and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board. Except as otherwise provided by the ANCA or directed by the Board, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms, or other depositories as the Board may select.

ARTICLE IX
AMENDMENTS

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of these Amended and Restated Bylaws were adopted on February 5, 2015 by the Board of Gilbert Youth Soccer Association.

Secretary