BY-LAWS

OF

WISCONSIN SOCCER LEAGUES, INC.

ARTICLE 1.

OFFICES

The principal office of the Wisconsin Soccer Leagues, Inc. (the "Corporation") in the State of Wisconsin shall be in the City of Milwaukee, County of Milwaukee. The Corporation may have other offices, either within or without the State of Wisconsin, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. Also recognized as WSL, the association is the recognized Wisconsin adult soccer affiliate of US Soccer and US Adult Soccer.

The Corporation shall have and continuously maintain in the State of Wisconsin a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2.

MEMBERS

2.01 Members. The corporation shall have members consisting of Adult Soccer Leagues within the State of Wisconsin that have registered adult players and compete in Wisconsin Soccer Leagues sanctioned league play, on or before September 1 of the current year, who have met the requirements of the Corporation's By-laws and the Corporation's Rules, and who have been approved by the Board of Directors.

2.02 Election of Members. Member Leagues shall be elected by the Board of Directors. An affirmative majority vote of the Board of Directors shall be required for election as a Voting Member.

2.03 Voting Rights. Each Member League President or designated representative shall be entitled to one vote on all matters brought to Member vote. Additionally, each elected Officer of the WSL and the Commissioner shall be accorded one (1) vote, except the President, who shall cast a vote only as defined in Roberts Rules of Order. Any paid employee of this Corporation shall have no vote or hold a Board position unless they have voting rights through another role.

2.04 Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of the Directors, may suspend or expel a member for cause for a violation of these By-laws, the Corporation's rules, or for other cause, after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 12 of these By-laws.

2.05 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.06 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative majority vote of the Directors, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

2.07 Transfer of Membership. Membership in this Corporation is not transferrable or assignable.

ARTICLE 3.

MEETINGS OF MEMBERS

3.01 Annual Meeting. An annual meeting of the members may be held, as necessary, in the third quarter of the calendar year, in a convenient location, for the purpose of electing Directors up for election, and for the transaction of such business as may come before the meeting at a time and location fixed by the Board of Directors. Each member shall designate a representative to attend the annual meeting of the members to represent that member's interests, whatever they may be. If the election of the Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

3.02 Special Meetings. The President may call special meetings of the members, of not less than twenty five percent (25%) of the Voting Members.

3.03 Place of Meeting. The Board of Directors may designate any place within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting of members called by the Board of Directors. Meetings may also be held virtually. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Wisconsin; but if all of the members shall meet at any time and place within the State of Wisconsin, and consent to the holding of a meeting, such a meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

3.04 Notice of Meetings. Written or printed notice stating the place, day and our of any meeting of members shall be delivered, by email, or by electronic means to each member not less than fifteen (15) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these By-laws, the purpose of purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

3.05 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.06 Majority Vote. A majority vote of fifty-one percent (51%) or more of the votes present at the meeting shall pass any action requiring a vote of the members.

3.07 Proxies. At any meeting of Members, a League entitled to vote may vote by proxy executed in writing by the Member.

ARTICLE 4.

BOARD OF DIRECTORS

4.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

4.02 Number, tenure, and Qualifications. The number of Directors shall be six (6). The Officers shall be Directors elected at the annual meeting of the members by the Voting Members. Officers shall be entitled to serve successive terms. The Officers shall consist of the President, Vice- President, Secretary and Treasurer. Directors in addition to Officers shall consist of Regional Directors, each to represent each new League that affiliates with the Corporation. The Immediate Past President shall serve as a non-voting ex officio member of the Board of Directors.

4.03 Regular Meetings. The Board of Directors shall meet a minimum of two times per year, or as needed by Board determination.

4.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meetings of the Board called by them.

4.05 Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

4.06 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

~~4.07~~ Manner of Acting. The act of a simple majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors~~,~~

4.08 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the President and approved by a majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in the office.

4.09 Compensation. Directors shall not receive any stated salaries for their services, by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board of Directors; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

4.10 Removal. Any Director may be removed for cause by the affirmative vote of sixty-six percent (66%) of the Voting Members after an appropriate hearing at any regular or special meetings of the members. Vacancies due to removal of a Director shall be filled as set forth in Article 4.08, above.

4.11 Rules. The Board of Director shall, by resolution, establish rules (the "Rules") governing the committees established under Article 6 below, and governing the qualification, and requirements of membership and members.

ARTICLE 5.

OFFICERS & DIRECTORS

5.01 Officers. The officers and directors of the Corporation that shall be elected by members shall consist of a President, a Vice-President, a Secretary, a Treasurer, and 2 or more Directors at Large, that would serve as a representative of a newly affiliated league. No two or more offices may be held by the same person.

~~5.02~~ Election and Term of Office. The officers of the Corporation shall be elected by the membership at the Corporation's Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Officers can be elected to successive 2-year terms. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. President and Secretary will be elected every 2 years in odd numbered years, and Vice-President and Treasurer shall be elected every 2 years in even number years. Director at Large and Commissioner shall be appointed by President.

5.03 Removal By Board or Members. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. An affirmative vote of the majority of the Directors at a regular or special meeting shall be required for the removal of any officer. An officer who fails to attend two consecutive meetings of the Board of Directors or any meeting of the members without having sent a proper excuse in writing to the Board of Directors, as determined by the Board of Directors in its absolute and sole discretion, shall be deemed to have resigned as determined by the Board of Directors and shall be replaced as set forth in Section 5.04 below.

Any officer may be removed for cause by the affirmative vote of sixty-six percent (66%) of the Voting Members after an appropriate hearing at any regular or special meetings of the members. Vacancies due to removal of an officer shall be filled as set forth in Article 5.04, below.

5.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President, and approved by a majority vote of the Board of Directors for the unexpired portion of the term.

5.05 President. The President shall be a Director. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside over all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds mortgages, bonds, contracts, or other instruments with the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly

delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 Vice-President. The Vice-President shall be a Director. In the absence of the President or in the event of his or her 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 perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.07 Treasurer. The Treasurer shall be a Director. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall maintain all financial accounts of this Corporation, prepare financial statements, and present the proposed budget for the net seasonal year at the meeting of members. The Treasurer will also be responsible for proper accounting procedures and policies regarding expenditures subject to the approval of the Board of Directors and as required by the Internal Revenue Service. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and depositories as shall be selected in accordance with the provisions of Article 7 of these By-laws, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.08 Secretary. The Secretary shall be a Director. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, be custodian of the corporate records, keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary of this Association shall record, publish, and see to the distribution of all meeting minutes, give proper notice of all Association meetings, and ensure that all meetings shall be conducted in accordance with 'Robert's Rules of Order,' latest edition.

5.09 Directors at Large. The Directors at Large shall be a Director and shall assist the Officers with relevant matters.

5.10 The Commissioner shall assist members in developing soccer programs and opportunities for men; shall, in matters pertaining to men's teams, receive, study and make recommendations to the Board of Directors on all protests, requests for rule interpretations, and questions concerning player registrations; shall promote and coordinate intrastate and interstate competition for men's teams; shall coordinate men's cup competitions; and shall appoint assistants to help with the aforementioned duties of the Commissioner.

ARTICLE 6.

COMMITTEES

6.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more

Directors, or chosen individual(s), which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

6.02 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the Corporation shall be served by such removal.

6.03 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04 Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

6.05 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.06 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07 Rules. Each committee may adopt rules for its own government consistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE 7.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.02 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

7.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 8.

INDEMINIFICATION

The Corporation shall, to the fullest extent authorized by Ch.181 indemnify any Director or officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by Ch. 181, indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Ch. 181, indemnify, reimburse, or advance expenses of Directors or officers. If required to do so by law, the Corporation shall report the indemnification of or advance of expenses to Directors or officers in writing to Shareholders with or before the notice of the next Shareholder's meeting.

ARTICLE 9.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10.

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each year.

ARTICLE 11.

DUES

11.01 Annual Dues. The Board of Directors may determine from time to time the amount of the initiation fee, if an, and annual dues payable to the Corporation by members.

11.02 Payment of Dues. Dues shall be payable in advance on the first day of September in each fiscal year. The dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation.

11.03 Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of two (2) months from the beginning of the fiscal year or period of which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article 2 of these By-laws.

ARTICLE 12.

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words A Corporate Seal.@

ARTICLE 13.

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Wisconsin or under the provisions of the Articles of Incorporation or by the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14.

AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted pursuant to Ch. 181 Wis. Stats. At any regular meeting or at any special meeting of the membership, if at least thirty (30) days = written notice is given of intention to alter, amend, or repeal or to adopt new By-laws at such meeting.

ARTICLE 15.

AFFILIATIONS AND COMPLIANCE

15.01 Affiliations. The Corporation shall be an affiliate member or otherwise affiliated with the United States Soccer Federation ("USSF") AND THE United States Adult Soccer Association ("USASA") and shall comply with all rules, regulations, policies, by-laws, and requirements of the USSF and USASA

15.02 Conflicts. The Corporation shall be governed by these By-laws and Rules established by the Board

of Directors except when these By-laws and the Rules conflict with any rules, regulations, policies, by-laws, and requirements of the USSF or USASA. In the event of such conflict, the rules, regulations, policies, by-laws, and requirements of the USSF or USASA shall supersede these By-laws and the Rules.

ARTICLE 16.

PROHIBITIONS AS TO TAX EXEMPT STATUS

16.01 No Private Inurement. No part of the net earnings of the Corporation will inure to the benefit of any private individual, member or officer of the Corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no private individual, member or officer of the Corporation will be entitled to a share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

16.02 No Self-Dealing. The Corporation will not engage in any act of self-dealing as defined in Sections 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

16.03 No Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in Section 4943 C of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

16.04 No Prohibited Investments. The Corporation will not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

16.05 No Taxable Expenditures. The Corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

16.06 Distribution of Income. The Corporation will distribute its income for each taxable year at such time and in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

16.07 Activities Not Permitted. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 C (3) of the Internal Revenue Code and its Regulations as they now exist to as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 C (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all Initial Directors of Wisconsin Soccer Leagues, Inc., hereby assent to the foregoing By-laws and adopt them as the By-laws of said Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 3rd day of August, 2024.

President Jim Keller

Vice President Garrett Ewald

Billy Thorpe

Secretary

Treasurer

Director at Large Kaden Bergman

Director at Large Andrew James

Director at Large

Director at Large

KNOW ALL MEN AND WOMEN BY THESE PRESENTS: That the undersigned Secretary of the Corporation, Billy Thorpe, does hereby certify that the above and foregoing By-laws were duly adopted by the members of said Corporation, as the By-laws of said Corporation, on the 3rd Day of August, 2024 and that they do constitute the By-laws of said Corporation.

Attest:

Billy Thorpe

Secretary