

BYLAWS OF SAN DIEGO SIRENS, INC.
(a California Nonprofit Public Benefit Corporation)

ARTICLE I - OFFICES

Section 1. PRINCIPAL OFFICE. The board of directors of the Corporation (the "Board of Directors") shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside the State of California, and the corporation has one or more offices in the State of California, the Board of Directors shall likewise fix and designate a principal office in the State of California.

Section 2. OTHER OFFICES. The corporation may also establish offices at such other places, both within and outside the State of California, as the Board of Directors may, from time to time, determine or the activities of the corporation may require.

ARTICLE II - OBJECTIVES AND PURPOSES

San Diego Sirens. (referred to herein from time to time as the "corporation" or the "Corporation") is organized and shall be operated exclusively for charitable, educational, exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the specific objectives and purposes of the corporation is to have a positive impact on the San Diego area community (with a focus on, but not limited to, inclusivity, uplifting women, LGBTQIA+, and other marginalized communities) by providing and supporting activities and opportunities of organized support, community events, education, and access to San Diego Wave Fútbol Club, women's soccer and supporters' community and culture development.

ARTICLE III - NONPARTISAN ACTIVITIES

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public, nonprofit, nonpartisan, and charitable purposes set forth in the articles of incorporation (the "Articles of Incorporation") of this Corporation (which are described in Article II hereof).

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws (these "Bylaws"), this Corporation shall not engage in any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code; and shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of this Corporation. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have all of the corporate powers and rights now or hereafter conferred by the laws of the State of California upon nonprofit corporations.

ARTICLE IV - DEDICATION OF ASSETS

This Corporation is organizing for public and charitable purposes, which are set forth in the Corporation's Articles of Incorporation, pursuant to and in accordance with a corporation exempt from federal income tax under Code section 501(c)(3) and California Revenue and Taxation Code section 23701d. The property of this Corporation is irrevocably dedicated to the purposes in the Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Code section 501(c)(3).

ARTICLE V - MEMBERS

Section 1. NO MEMBERS. The corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

Section 2. APPROVAL OF ACTIONS. Any action that would otherwise require approval by the corporation's members or by a majority of the corporation's members pursuant to the California Corporations Code (the "CA Code") only shall require approval of the Board of Directors.

ARTICLE VI - DIRECTORS

Section 1. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. NUMBER AND QUALIFICATION. The initial Board of Directors shall be composed of four (4) directors. The authorized number of directors may be changed (but not to fewer than three (3)) by an action by the vote or written consent of a majority of the Board of Directors.

Section 3. ELECTION AND TERM OF OFFICE. Each Director shall hold office for the term for which they are elected. The Board of Directors shall stagger the terms of the directors so that an approximately one-half (1/2) of the number (or as close as possible to such number) of directors are elected each year. The Board of Directors shall have the authority to take whatever action is necessary in the judgment of the Board of Directors to implement the system of staggered terms of the Board of Directors as provided in this section. This includes, but is not limited to, the authority to set the initial term of Board of Directors at one (1), two (2), or three (3) years in order to preserve the system of staggered terms of the Board of Directors; provided, however, the Directors may serve for additional terms of one (1), two (2), or three (3) years each upon the vote or written consent of a majority of the Board of Directors. Except in the case of resignation or removal under these By-laws, each Director shall hold office until the expiration of his or her term and the election of their successor. Directors shall be elected at each annual meeting of the Board of Directors to hold office until the next

annual meeting. If any such directors are not elected at such annual meeting the directors may be elected at any special meeting held for that purpose.

Section 4: REMOVAL AND VACANCIES. A director shall be subject to removal, with or without cause, at a meeting called for that purpose and with a vote of a majority of the Board of Directors. Any vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a Quorum as defined in Section 8. A director elected to fill a vacancy shall serve the remaining term of their predecessor. Except upon notice to the Attorney General of California, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 5. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT. Any meeting of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board of Directors or in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal executive office of the corporation. Any meeting, annual, regular or special, may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meetings.

Section 6. ANNUAL AND REGULAR MEETINGS. Each year, the Board of Directors shall hold at least one meeting, at a time and place fixed by the Board of Directors, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may fix from time to time by resolution.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any director, the president, any vice president, or the secretary.

Except when the time and place of a regular meeting is set by the Board of Directors by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each director by one of the following methods:

(a)

Personal delivery of oral or written notice;

(b)

First-class mail, postage paid;

(c)

Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

(d)

Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

Except as otherwise provided in these Bylaws, notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Except as otherwise provided in these Bylaws, notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

Section 8. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn a meeting, which can be done by a majority of directors present, even when not consisting of a quorum. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, subject to the provisions of Section 5212 of the Code (appointment of committees), Section 5233 of the Code (approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 5234 of the Code (approval of certain transactions between corporations having common directorships), Section 5235 (compensation of directors or officers), and Section 5238(e) of the Code (indemnification of directors).

Section 9. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all directors shall individually or collectively consent in writing to such action; provided that for the

purposes of this Section 9 only, "all members of the Board of Directors" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

Section 10. FEES AND COMPENSATION. Directors shall receive no compensation for their services; provided however, that directors may receive reimbursement for out-of-pocket expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board of Directors. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, committee coordinator, or otherwise, and receiving compensation for such services, provided that such compensation is in reasonable amounts as approved by the Board of Directors and otherwise determined pursuant to and accordance with the requirements for a corporation exempt from federal income tax under section 501(c)(3) of Code and under the California Nonprofit Corporation Law.

Section 11. NON-LIABILITY OF DIRECTORS. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VII - OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII. These persons may, but need not be, selected from among the Directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

The powers and duties of the officers shall be those customarily exercised by corporate officers holding such offices, except to the extent that such duties and powers are inconsistent with these Bylaws or with any provision made pursuant hereto.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII, shall be chosen by an action by the vote or written consent of a majority of the Board of Directors. Should the Board of Directors not ratify the election results for one or more Officer(s), such seat(s) will be given to the person receiving the second highest number of votes by the Board of Directors, which must then be ratified by the Board of Directors to take effect. The officers shall serve for the term for which they are elected and if not otherwise specified a term will be two (2) years. The Board of Directors shall stagger the terms of the officers so that an approximately one-half (1/2) of the number (or as close as possible to such number) of officers are elected each year. The officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment;

Section 3. OTHER OFFICERS. The Board of Directors may appoint, and may empower the president to appoint, such other officers as the activities of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors, the president shall be the chief executive officer of the

corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and the officers of the corporation. They shall preside at all meetings of the Board of Directors. They shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. VICE PRESIDENTS. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all 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 presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws and the president.

Section 8. SECRETARY. The secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given in accordance with these Bylaws or as required by law, the names of those present at directors and committee meetings, and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and they shall keep the seal of the corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. TREASURER. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. They shall distribute, or cause to be disbursed, the funds of the corporation as may be ordered by the Board of Directors, shall render

to the president and directors, whenever they request it, an account of all financial transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 10.

COMPENSATION OF OFFICERS. The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board of Directors or by the person to whom the Board of Directors has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that they are also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 10 of Article VI. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

ARTICLE VIII - RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep (a) adequate and correct books and records of account kept either in written form or in any other form capable of being converted into written form and (b) minutes, in written form, of the proceedings of the Board of Directors and committees. All such records shall be kept at the corporation's principal executive office, or if its principal executive office is outside the State of California, at its principal office in this state.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal office in this state, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, that shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal office in this state, the Secretary shall, upon the written request of any director, furnish to such director a copy of the Articles of Incorporation or Bylaws, as amended to date.

Section 3. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time, and from time to time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. Such inspection

by a director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 4.

ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to the directors within 120 days of the corporation's fiscal year end. That report shall contain the following information, in appropriate detail, for the fiscal year:

(a)

The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b)

The principal changes in assets and liabilities, including trust funds; The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;

(c)

The expenses or disbursements of the corporation for both general and restricted purposes;

(d)

Any information required by Section 5 of this Article VIII.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, the corporation shall annually prepare and mail or deliver to each director within 120 days after the corporation's fiscal year end, a statement (described below) of any transaction or indemnification (i) in which the corporation was a party and (ii) in which an "interested person" had a direct or indirect material financial interest. For this purpose, an "interested person" is any director or officer of the corporation.

ARTICLE IX - GENERAL MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. 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 by the Treasurer after approval from at least two other board of directors members.

Section 2.

CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. Except as otherwise provided in these Bylaws, 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 or ratified by the Board of Directors or within the agency power of an officer, no 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 for any amount.

Section 3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The president, or any vice president, or any other person authorized by resolution of the Board of Directors or by any of the foregoing designated officers, is authorized to vote on behalf of the corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the corporation. The authority granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by a proxy duly executed by said officer.

Section 4. 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.

Section 5. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

Section 6. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, the masculine gender includes the feminine and neuter,

and the term "person" includes both a corporation and a natural person. All references in these Bylaws to the California Nonprofit Public Benefit Corporation Law, the California Nonprofit Corporation Law, or to the CA Code shall be deemed to be those in effect from time to time.

ARTICLE X - AMENDMENTS

Section 1. AMENDMENT BY DIRECTORS. Except as otherwise provided in these Bylaws, new bylaws may be adopted or these Bylaws may be altered, amended, or repealed by the vote or written consent of a majority of the Board of Directors. The Articles of Incorporation may be altered, amended, or restated by the vote or written consent of a majority of the Board of Directors. At least ten (10) days written notice is given of the intention to take action under this Section 1, Article X.

Section 2. HIGH VOTE REQUIREMENT. If any provision of these Bylaws requires the vote of a larger proportion of the Board of Directors than is otherwise required by the CA Code, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATION

The undersigned, being the duly elected and acting Board of Directors of San Diego Sirens, a California nonprofit public benefit corporation, does hereby certify that the foregoing Bylaws constitute the Bylaws of this corporation as duly adopted at the organizational meeting of the Board of Directors on XXXXXXXXXX.

