

Capital Travel Sports, Inc.

BY-LAWS

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ARTICLE I - NAME AND PURPOSE

Section 1 — Name: The name of the corporation shall be Capital Travel Sports, Inc. It shall be a non- profit organization incorporated under the laws of the District of Columbia. Capital Travel Sports, Inc. will register and conduct business under the trade name Washington Capital United.

Section 2 — Purpose: Capital Travel Sports, Inc. (hereinafter referred to as “the Corporation” or “WCU” or the “Club”) is organized exclusively to educate, develop, and promote the growth and appreciation of soccer and futsal.

Section 3 – Mission: The mission of the Corporation is to bring professional coaching to all committed players; to develop their technical capability, understanding, love of the game, and sportsmanship; to utilize of professional expertise to identify and support each individual player’s unique talents and future; and to expand the game from our base into under-served communities, opening the personal growth opportunities to all interested players in the nation’s capital.

Section 4 – Affiliations: As determined by U.S. Youth Soccer (USYS), WCU is permitted to affiliate with the Maryland Youth Soccer Association (MSYSA) and/or the Virginia Youth Soccer Association (VYSA). Accordingly, WCU will: 1) abide by all rules, policies, and regulations of MSYSA, VYSA, USYS, and U.S. Soccer; and, 2) register all players, coaches, and teams who participate in the in the organization’s programs with MSYSA and other US Soccer members at least annually and pay the appropriate fees to comply with U.S. Soccer’s 100% affiliation rule. Additionally, WCU will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin, nor will the organization discriminate

against the participation of players or teams on the basis of a player's or team's membership in, or affiliation with, another organization affiliated with U.S. Soccer.

ARTICLE II — MEMBERSHIP

Section 1 — General: Members must be legal adults, aged 18 years or older.

Section 2 — Membership: Membership in the corporation shall include a maximum of two parents or guardians for an individual player registered during the previous season and currently in good financial standing with the Club. Such members always shall be referred to as “Club Members” so as to distinguish them from “Board Members.” Membership shall also include members of the Board of Directors who shall be referred to as “Board Members,” “the Board,” or simply “Members.”

Section 3 — Non-voting Membership: The Board may vote to accept former Members to non-voting membership positions, in ex-officio capacities.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role: The Board is responsible for the overall policy and direction of the Corporation. The Board is also responsible for the preparation of the annual operating budget, the financial health of the Club, and ensuring the Club maintains its nonprofit status through compliance with all federal and local laws and regulations. The Board may delegate responsibility for day-to-day operations to the Director of Soccer Operations (“DSO”) who will have executive responsibilities and function as a manager of all other employees and volunteers.

Section 2 — Board size: The Board shall consist of no less than five (5), nor more than eleven (11) Members (“Board Members” or the “Board” or “Members”). The Board shall in no instance intentionally consist of an even number of Board Members.

Section 3 — Board voting: Each Member is entitled to one vote and may not carry any proxy. The President shall only vote when it is necessary to create a majority. In the event that a Member resigns, and the Board is left with an even number of Members, the President shall abdicate his/her voting rights. Such abdication of voting rights shall not be enforced in circumstances where the Board meets, and a Board Member absence yields an odd number of Members at said meeting. Further, the President may act as a tie-breaking vote, but may not vote until all other votes are cast.

Section 4 — Board limitations: In the event that resignation leads to a Board consisting of less than the minimum five (5) Members, no changes to the by-laws, nor any substantive changes to the budget or organization, including mergers and acquisitions, shall be made until the Board is made “Whole”.

Section 5 — Board Officers: The following four (4) Board Members shall be Officers of the Club: President, Vice President, Secretary, and Treasurer. These positions must be filled. The President, Vice President, and Treasurer specifically have the ability to execute contracts on behalf of the Club after approval by the Board, and to encumber the Club with financial and

other obligations as authorized by the Board.

Section 6 — Positions and Duties of the Board Members: The positions delineated in A through D are the positions of the Officers, who shall have the following responsibilities, none of which are intended to preclude the DSO from exercising delegated authority:

A. President

- a. Convene and preside over all Board meetings;
- b. Set the agenda for Board meetings;
- c. Give notice as required by the bylaws, including, for example, Board meetings;
- d. Represent the corporation to industry partners;
- e. Ensure the budget is prepared;
- f. Exercise general supervision over the affairs of the Club;
- g. Keep the Board of Directors fully informed concerning the activities of the Club;

B. Vice President

- a. Chair of the Rules & Discipline Committee;
- b. Perform the duties of the President in the absence of the President;
- c. Advance to the office of President automatically if the President resigns or is removed; and remains as President until a new election of officers.
- d. Exercise such other powers and duties as the President or the Board of Directors from time to time may assign to them including chairing committees;

C. Secretary

- a. Provide oversight of annual calendar of activities and keep the Board informed of progress;
- b. Distribute copies of minutes and agenda to Board Members;
- c. Ensure the Board adheres to the bylaws;
- d. Responsible for record keeping of Board actions, including taking minutes at Board meetings, and making such records available to the Board;
- e. Ensure that Corporation records are maintained;
- f. Serves as member of the Financial Aid Committee;
- g. Performs such other duties as shall from time to time be assigned to her or him by the Board of Directors, including chairing committees;

D. Treasurer

- a. Provide a financial report at each meeting;
- b. Chair of the Financial Aid Committee;
- c. Make financial information available to the Board;
- d. Exercise authority to operate bank accounts for the Corporation;
- e. Maintain full and accurate records of all receipts and disbursements of the Corporation in the proper books of account;
- f. With the appropriate approval from the Board, receive and disburse the funds of the Corporation in accordance with the WC United Financial Procedures;
- g. Track and maintain accounts payable and receivable of the Corporation;
- h. Update the written Financial Procedures of WC United as necessary;
- i. Perform such other duties incident to the position of Treasurer as shall from time to time be assigned by the Board of Directors, including chairing committees.

Section 7 — Terms: All Board Members shall serve two-year terms. Each Member is eligible for re-election at the end of his or her individual term. Terms shall begin on July 1st and shall end on June 30th two years later. Half of the Board shall be elected in odd-numbered years and the remaining half of the Board shall be elected in even-numbered years. Two-year terms for President and Treasurer should begin in even-numbered years and terms for Vice-President and Secretary should begin in odd-numbered years. Special elections may be held for new Board Members or Officers to finish uncompleted terms that unexpectedly become vacated.

Section 8 — Meetings and notice: The Board shall meet at least quarterly, at an agreed-upon time and place or at an established time by video-teleconference. In order for the Board to conduct Corporation business at a regular meeting, each Board Member, the DSO, and the Club Administrator, must have received written notice from a Board Member, the DSO, or the Club Administrator at least two (2) weeks in advance of the scheduled meeting.

Section 9 — Decorum: The Board is designed to be responsive to, and responsible for, the entire Club. Such responsibility, consistent with the Club's Purpose and Mission, implies a diversity of concerns, and viewpoints. It is the expectation that each Board Member shall be entitled to their opinion, to the respectful presentation thereof, and that the other Members shall accord due courtesy and civility in entertaining and evaluating those opinions.

Section 10 — Procedures: Board proceedings shall generally adhere to Robert's Rules of Order.

Section 11 — Board elections: By April 1st of each year, all Board Members whose terms are expiring shall announce in writing to the President whether they intend to serve another term. The Board will then make a club-wide announcement by April 15th of openings on the Board, inviting interested Club Members to apply to become a Member of the Board.

By May 15th of each year, individuals interested in running for the Board must complete a statement of Board interest that includes any information that the Board has requested in its announcement of openings. The Board will review all applications and may interview any applicants at its discretion. The Board may also recommend or decline to recommend an individual for Board membership. Elections shall occur at the annual Board meeting.

Section 12 — Election procedures: The Board will hold an election for new Board Members at the annual Club-wide meeting required by these by-laws no later than June 30th of each year. This annual meeting shall be in person and attended by all current Board Members, the DSO, and the Club Administrator. All Members of the Corporation in good financial standing ("Club Members") shall be eligible to cast one ballot for the available number of open Board seats, provided that the voting Member appears in person at the annual meeting to cast the ballot. There shall be no voting by proxy or absentee ballot.

Open Board seats shall be filled in based on the candidate who receives the most votes in descending order. In the event of a tie, subsequent ballots ranking any tied candidates shall be cast with the candidates receiving the most votes becoming Board Members. The Secretary otherwise shall establish the system for casting and collecting ballots. The Secretary shall count the ballots and announce new Board Members before the meeting adjourns.

Once the membership has elected the minimum necessary number of Board Members, the Board need not consider additional applications. The Board is not required to fill all Board positions, as long as the minimum required number of positions are filled.

When a new Board is elected, it shall fill vacant officer positions by a simple majority

vote of the Board.

Section 13 — Quorum: At least fifty percent (50%) of current Board Members must be present at a Corporation meeting in order for business transactions to take place and motions to pass.

Section 14 — Vacancies: When a vacancy on the Board exists, a majority of the Board may call for a vote to fill the vacancy at the next Board meeting. The Secretary shall publish to all Members of the Club that a vacant Board position will be filled, and must receive nominations for the vacant position in advance of the Board meeting where the vote will take place. Any member of Club may be present at a meeting at which Board election is to take place, but only present Board Members will vote for the nominated candidate(s) who will fill the vacant Board position(s). The candidate(s) receiving the most votes shall serve until the end of the term being filled.

a. — Expiring terms: In the event a vacancy exists with a term of less than six (6) months remaining, the Board may wait to fill the vacancy until the end of the fiscal /soccer year;

b. — Size: In the event a vacancy exists that leaves the Board with a number of Members greater than the minimum, the Board may decline to fill the vacancy;

c. — Number: In the event a vacancy exists that leaves the Board with an odd number of Members, greater than the minimum, and filling the vacancy would yield an even-numbered Board, the Board may decline to fill the vacancy;

Section 15 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the President. A Board Member may be removed for any reason by a three-fourths (75%) vote of Board Members present at a given meeting, so long as the Member was provided notice in advance of the meeting. In the event that a Member is absent for three (3) consecutive Board meetings, or six (6) or more Board meetings within the last twelve (12) consecutive months, that Board Member may be removed by simple majority vote.

Section 16 — Special or Emergency meetings: Special or Emergency meetings of the Board shall be called upon the request of the President, or one-third (1/3) of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member and the DSO as soon as practicable given the prevailing circumstances.

Section 17 — Annual Meeting: The Board shall hold an annual meeting no later than June 30 of each year for the purpose of electing Board Members, organizing committees, and appointing Club Members to take oversight of committees and other club-wide positions. The President or DSO shall provide to the membership a formal overview of the state of the Club including its personnel, programs, and finances.

Section 18 — Board compensation: The Board shall not be entitled to receive any compensation, except a committee of no fewer than three and up to five Club Members who are not Board Members or related to Board Members may approve a percentage discount to regular season Club dues for Board Members whose children participate in the Club. The Members of such committee shall be selected by the DSO and the Club Administrator, and the committee shall exercise their independent discretion to set the terms of any such discount for the next fiscal year no later than

June 30th of each year. The Board shall make any necessary information available to the committee for it to make its decision. Failure to set terms of a discount shall leave terms from the previous year in place. If the Club is in a deficit, no discount shall be granted.

ARTICLE IV — COMMITTEES

Section 1 — General: The Board is not required to create or fill every position, and at its discretion, the Board may create committees or club-wide positions not contained herein. The Board shall provide stewardship and oversight of committees and club-wide positions.

Section 2 — Committee formation: Committees provide important input into the operations of the Corporation and advise the Board. The Board may create committees as needed, such as for fundraising, public relations, etc. Committees may be chaired by Board Members, or by non-Board Members at the discretion of the Board.

Section 3 — Committee Composition: Whenever possible, committee assignments should include a broad representation across age groups or teams.

Section 4 — Committees: The Board may appoint any Club Member in good financial standing to any committee for which the Board determines there is a need, including, but not limited to the following:

a. — Fundraising Committee: The Board may appoint a chair for the Fundraising Committee. The Fundraising Committee is responsible for organizing club-wide fundraising activities. Because these activities are critical to the Corporation, the chair will report on the committee's activities and plans as necessary.

b. — Financial Aid Committee: The Board may name the chair of the Financial Aid Committee. The Financial Aid Committee is responsible for determining financial aid awarded by the Corporation. The chair will report on the committee's activities and plans at each Board meeting.

c. — Rules and Discipline Committee: The Rules and Discipline Committee (R&D) will consist of two permanent Members, the Vice President and the DSO, unless there is a conflict of interest, in which case, the Board will appoint an interim Member to the committee. The R&D Committee will appoint one ad-hoc, rotating Member of the R&D Committee to create an odd number for voting purposes. The R&D Committee shall have the responsibility to investigate alleged soccer-related violations of the letter or spirit of rules, policies, and procedures established WCU, leagues, MSYSA, and USYSA by WCU players, teams, coaches, parents, administrators. Further, the R&D Committee is authorized to discipline those determined to be guilty of such infractions. Importantly, the fact that a league or higher authority may discipline a team, player, coach, or parent or that a coach may discipline a player does not preclude the R&D Committee from levying additional discipline for an infraction.

Section 5 — Club-Wide Positions: The Board may appoint Board Members or non-board members to club-wide positions at its discretion for the purpose of conducting Club business. The Board shall provide oversight to Club-wide positions.

ARTICLE V — MANAGEMENT STAFF

Section 1 — General: As the organization grows, it is expected that management staff will be added. Positions added must not cause the budget to run a deficit. New management staff positions must be approved by majority vote of the Board and included as part of the Club's operating budget. The DSO shall be responsible for hiring, managing, and terminating staff after consulting the Board.

Section 2 — Compensation: Compensation for management staff position must be approved by the Board of Directors prior to execution of any contract. Compensation for all staff must be included as part of the Club's operating budget; whereas the compensation level for any individual staff member(s) may be set by the DSO within that budget and reflected in a contract for employment.

Section 3 — Duties and Responsibilities: The DSO shall determine the duties and responsibilities of each management staff hired. Such duties and responsibilities shall be documented via contract/position description.

Section 4 — Hiring and Dismissal: The hiring or dismissal of management staff shall be overseen by the DSO after consulting the Board.

Section 5 — Voting Authority: No staff member hired by the Club shall be a Board Member, and thus will not vote on Board matters. However, the Board shall give proportionate weight to the views of staff members when deciding on club policy.

Section 6 — Positions: In the event that the Club hires executive staff to manage the operations of the Club, their duties shall be documented via written contract. Such positions, may include, but are not limited to:

- A. Director of Soccer Operations (DSO) – Unless otherwise indicated, the DSO shall be hired by the Board and shall report directly to the Board in a manner seen fit and described by the Board within the contract executed for the DSO. The DSO shall have the authority to hire and dismiss all other staff, unless otherwise indicated by the Board. Generally, the DSO shall:
 - 1. Provide an operational level financial report at each meeting;
 - 2. Provide a staff review after each season;
 - 3. Provide a programming review after each season;
 - 4. Propose management-level hires and dismissals as needed;
 - 5. Propose new positions within the Club as needed;
 - 6. Verify financial feasibility of hiring new technical-level staff;
 - 7. Inform the Board of new staff and programs.
- B. Club Administrator
 - 1. Manage the registration platform, and actual registration of players;
 - 2. Manage the receipt and refund of dues;
 - 3. Manage the submission of rosters to the leagues and state bodies;
 - 4. Manage other such duties as assigned by the DSO;
 - 5. Manage player carding with respective state agencies

C. Marketing Director

1. Manage the marketing of the Club to prospective business partners;
2. Manage the solicitation of donations to the Club;
3. Manage the co-branding and sponsorship efforts of the Club;

D. Communications Director

1. Manage all Club communications, both internal and external;
2. Manage Club messaging, both internal and external;

E. Finance Director

1. Manage all financial reporting;
2. Manage tax preparation;
3. Manage all regulatory filings;
4. Manage budget as behest of DSO;

ARTICLE VI — TECHNICAL STAFF

Section 1 — General: The organization, by its nature, and requirements of the various leagues and state authorizing agencies, require the Club to retain at least a Director of Soccer Operations and may retain appropriate number of coaches.

Section 2 — Role of Director of Soccer Operations (“DSO”): The DSO shall fulfill his or her role to the Club as outlined in the employment contract between the Club and the DSO. In addition to executive management of operations identified in Article V, the DSO will also represent the Club to other clubs, to the leagues, and to State governing boards. The DSO shall be responsible for the organization, development, and support of players, teams, and coaches in the Club. The DSO shall be responsible for identifying potential coaches for employment, hiring coaches as the operational budget permits, managing coaches, and terminating coaches as appropriate. The DSO shall consult with the Board when making hiring and termination decisions. The Board may, at its discretion, allow the DSO to also serve as a permanent coach. The DSO shall report on the status of his or her responsibilities to the Board at each Board meeting.

Section 3 – Role of Coaches: Each coach shall fulfill his or her role to the Club as outlined in the employment contract between the Club and the coach. It is generally expected that coaches will provide training instruction to players to support their development individually and as part of their teams, as well as the development of the Club. Coaches will work with the DSO to establish a consistent training program that realizes the mission of the Club. Coaches will work with volunteer parents to set training, game, and tournament schedules consistent with the tournaments selected for individual teams by the DSO.

Section 4 — Compensation: Compensation for employee staff position(s) must be approved by the Board of Directors in an annual operational budget, negotiated by the DSO with each individual coach, and must be included in a written contract signed by the President, or in his absence or unavailability, the Vice-President.

The DSO shall consider the U.S. Soccer license (or its international equivalent) achieved and

the overall level of experience and expertise of an individual coach in establishing the salary to be paid that coach. In general, the higher the license achieved, the greater the responsibility that should be expected for a given coach, which should correspond to the level of compensation. The DSO should endeavor to establish parity amongst coaches in the Club who have the same licenses and similar levels of experience and expertise. U.S. Soccer licenses include:

D License--The goal of this license is to prepare coaches to lead teams from U6-U19 in a participation environment in beginner to intermediate level play.

C License--This license is designed to prepare coaches to work with teams from U11-U19 with a slightly higher level of commitment and skill level than intermediate.

B License--With at least three years of licensed coaching experience, this license is designed for coaches looking to lead U13 or higher level teams in a competitive environment with a more intermediate to advanced skill set. Any coach with their B license will be able to apply and evaluate player development within the game and optimize the learning environment for their team.

A Youth License--With at least four years of licensed coaching experience, this license's main purpose is to develop youth (U13-U19) players in a high performance environment.

A Senior License--The license is designed for an adult team, with the primary age of 19+ years old. A coach with this license illuminates an elite pathway through which many players will be looking to make it to the professional level.

Pro License--The final and most difficult license to earn is prepares coaches pursuing head coaching responsibilities for a senior team. This includes the highest levels of national and international professional soccer.

Section 5 — Duties and Responsibilities: The Board shall determine the specific duties and responsibilities of the DSO. Such duties and responsibilities shall be generally outlined in these bylaws and specifically documented within the DSO's employment contract. Any additional duties and responsibilities shall be approved by Board resolution. The DSO shall specify duties and responsibilities for coaches, the minimum of which shall be documented within their individual employment contracts.

Section 6 — Hiring and Dismissal: The hiring or dismissal of the DSO requires a minimum super majority (two-thirds) vote of the current Board Members.

Section 7 — Voting Authority: The DSO is not a Board Member and thus does not vote on Board matters. However, the Board will give significant weight to the views of the DSO when deciding on Club policy.

Section 8 — Other Technical Staff: The Corporation shall endeavor to expand the Club's Technical Staff as the Club grows. No addition of staff shall cause the budget to run a deficit. In the event that the Club hires additional technical staff, their duties shall be documented via written contract. Such positions may include, but are not limited to:

- A. Director(s) of Coaching
- B. Program Director(s)
- C. Age Group Coordinator(s)

ARTICLE VII — PROGRAMS

Section 1 — General: The Corporation shall offer at least the following Program: Travel Soccer.

Section 2 — Additional Programs: As the Club grows, the Corporation may wish to provide additional programming. No such additional programming shall cause the budget to run a deficit.

Section 3 — Supplemental Programming: The Club may wish to provide additional, supplemental programming, to further development of its players. Such programming shall not cause the budget to run a deficit unless the Board explicitly makes an exception to running such a deficit in anticipation of a benefit to the Corporation.

Section 4 — Compensation: Compensation shall be established in advance of launch of the program, so as to evaluate it for solvency.

ARTICLE VIII — FINANCIAL PROVISIONS

Section 1 — Requirement: The Corporation shall keep as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken by a Board Member without a meeting, and a record of all actions taken by a committee. These records shall be maintained by the Secretary, preferably in an electronic database owned by the Club.

Section 2 — Accounting: The Corporation shall maintain a record of tax filings available for review upon request, for not less than the past three (3) years. Records for at least the past seven (7) years shall be retained by the Treasurer, preferably in an electronic database owned by the Club .

Section 3 — Authority: The President, Vice-President, and Treasurer shall have the authority to execute contracts on behalf of the Corporation after Board approval.

Section 4 — Discretionary Spending: The President shall have the authority to expend funds up to a maximum individual amount as determined by the Board for what is deemed “discretionary spending.” The total discretionary expenditure shall not exceed the aggregate amount approved in the annual budget.

Section 5 — Status: The Treasurer and/or Comptroller shall ensure that the Corporation is compliant annually in all filings requisite to preserve its federal, state, and local non-profit status.

Section 6 — Audit: The President shall cause an audit not less than once every two years to ensure fiscal compliance, and to preserve eligibility for grants and partnerships.

ARTICLE IX — MISCELLANEOUS

Section 1 — Indemnification: Except as set forth in the Articles of Incorporation, the following indemnification provisions shall apply. The liabilities and expenses reasonably incurred in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action by any person who served or is serving the Corporation as a director, officer, committee member, volunteer, partner,

trustee, employee, or agent of another entity (i.e., an “Eligible Person”) by reason of that Eligible Person’s position with or service to the Corporation:

a. Shall be indemnified by the Corporation to the extent the Eligible Person was ultimately successful on the merits or otherwise in the defense of any such proceeding; and,

b. With Board approval, may be indemnified if the person acted in good faith, and reasonably believed, that conduct performed in an official capacity was in the best interests of the Corporation; and in other cases, that her or his conduct was at least not opposed to the best interests of the Corporation; and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, which indemnification shall be done only after complying with the provisions of the District of Columbia Nonprofit Corporation Act of 2010 regarding the process for making determinations about indemnification and the advance of expenses; but,

c. Shall not be indemnified in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which she or her was not entitled, whether or not involving action in an official capacity; but,

d. With regard to any Director or officer, the indemnification provided by this Article shall not be deemed exclusive of any rights to which any such Director or officer may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law, and to in its judgment advance expenses for indemnification to such persons to the fullest extent allowed by law.

e. Unless ordered by a court, any indemnification under this Article or applicable law shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the standard of conduct set out in these bylaws. Such determination shall be made:

- (1) by the Board by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or,
- (2) if such a quorum is not obtainable, by a committee of at least two (2) disinterested Directors selected by the Board, or by an independent legal counsel selected by a majority of the Board.

Section 2 — Insurance: The corporation shall maintain Directors & Officers (D&O) insurance of at least \$1,000,000 in aggregate coverage. When the corporation shall hold assets totaling more than \$100,000, it shall also maintain fraud prevention and loss coverage.

Section 3 — Fiscal Year: The fiscal year shall run concurrently with the soccer year. Currently, the soccer year is defined as July 1st through June 30th. No adjustment may be made unless US Youth Soccer and/or USSF re-define the soccer year.

Section 4 — Payments: All arrangements for payment of any kind must be approved by the Board in writing or as confirmed through meeting minutes prior to such payment. Funds shall be disbursed in accordance with written financial procedures promulgated by the Treasurer and approved by the Board. Consistent with any written financial procedures, only the President,

Vice President, and Treasurer have the authority, with Board approval, to sign and execute contracts in the name of the Corporation.

Section 5 — Surety: The Board may require any Member with fiduciary duties, or any staff with fiduciary duties, to cooperate with efforts to secure any bonding insurance desired by the Board.

Section 6 — Branding: The trade name, and its associated logo, shall be presented in a consistent manner through all internal and external communications, and shall not be changed except on three-fourths (75%) vote of the Board.

Section 7 — Conflicts of Interest: The Corporation adopts a Conflict of Interest Policy requiring its directors, officers, and Members to disclose situations and the material facts where they, or their family or business associates, have an interest that could be an impediment to the loyalty of that director, officer, or Member to the Corporation. The policy requires a good faith determination by disinterested decision-makers as to whether a conflicted person can participate in the consideration or vote on the matter at issue and as to the fairness of the proposed transaction or contract to the Corporation. The failure to disclose a conflict of interest shall be grounds for immediate removal from the Board.

Section 8 --- Bank Accounts: All income of the Corporation shall be maintained in bank accounts administered by the Treasurer with Board oversight. Bank account records shall be maintained by the Secretary. Any Board Member shall be able to review financial records of the organization within seven days of a written request for such review.

ARTICLE X — CORPORATE RECORDS

Section 1 — Requirement: The corporation shall keep as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken by a Director without a meeting, and a record of all actions taken by a committee.

Section 2 — Accounting: The corporation shall maintain a record of tax filings available for review upon request.

Section 3 — Format: All records shall be maintained in secure electronic format, and/or hard copy format. Records shall be so maintained as to be accessible within one (1) week of request.

Section 4 — Specific: The corporation shall maintain through the Secretary, a copy of the following records:

- a. Articles of incorporation, and all amendments thereto;
- b. By-Laws, and all amendments thereto;
- c. Approved written Financial Procedures
- d. Minutes of the Board of Directors' meetings for the past three (3) years;
- e. The names and business addresses of its current Directors & Officers;
- f. Records of all corporate filings;
- g. Current business license;
- h. Current insurance policy(s);
- i. Federal and state documentation of non-profit status;

- j. Last three (3) years of tax filings;
- k. Documentation of compliance with Department of Employment Services requirements;
- l. Any other statutorily required filing not listed herein;
- m. All contracts between the Corporation and any other party (including employment contracts).

ARTICLE XI – AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by a simple majority vote of the Board.

Section 2 — Procedure: Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE XII – DISSOLUTION

The corporation may be dissolved at any time by vote of the Board of Directors. All required federal, state, and local dissolution papers must be filed within statutory timeframes by the Board.

Section 1 — General Dissolution: Dissolution may, as noted above, occur at any time. When such dissolution is proposed by the Board, a vote of not less than 4/5 of the entire Board, regardless of quorum, must be recorded.

Section 2 — Discretionary Dissolution: From time to time, dissolution for purposes of merger, or other structural change, may be contemplated. When such dissolution is proposed by the Board, a vote of not less than 3/4 of the entire Board, regardless of quorum, must be recorded.

Section 3 — Dissolution due to Insolvency: In cases of impending, or current, insolvency, for which the Board perceives no resolution, dissolution may be proposed. When such a dissolution is proposed by the Board, a vote of not less than 2/3 (67%) of the entire Board, regardless of quorum, must be recorded.

END OF BY-LAWS

First adopted / recorded on: 03 October 2008

Amended on: 2008 12 19

2013 12 03

2017 07 01

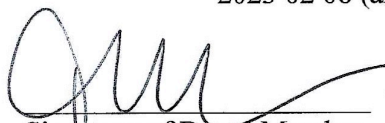
2018 01 01

2019 07 01

2020 07 01

2022 07 14 (MSYSA amendment)

2023 02 08 (amendments updating by-laws)

| | | |
|---|--------------|----------|
|  | TERRY MANAGO | 3/9/2023 |
| Signature of Board Member | Printed Name | Date |