

**BYLAWS
OF
CHEQUAMEGON BAY SOCCER CLUB, INC.,
a Wisconsin non-stock, non-profit corporation
(Adopted as of _____)**

**ARTICLE 1
Identification**

Section 1.01. Name. The corporation's name is CHEQUAMEGON BAY SOCCER CLUB, INC. (the "Club").

Section 1.02. Principal and Business Offices. The Club's principal office shall be at 3101 City Heights Road, Ashland, WI 54806 or at such other place in the State of Wisconsin as the Club's board of directors (the "Board") may authorize from time to time.

Section 1.03. Registered Agent and Office. The Club's registered agent may be changed from time to time by or under the authority of the Board. The address of the Club's registered office may be changed from time to time by or under the authority of the Board or by the registered agent. The Club's registered office may be, but need not be, identical with the Club's principal office in the State of Wisconsin. Any change in the registered agent or his or her address shall be reported to the Wisconsin Department of Financial Institutions on forms it requires.

Section 1.04. Place of Keeping Corporate Records. The Club's permanent records and documents that it is required by law to be kept shall be kept at the Club's principal office or at the office of the Club's registered agent.

**ARTICLE 2
Purpose and Dedication of Assets**

Section 2.01. Purpose - Generally. The Club is organized and shall be operated exclusively as prescribed in the Club's Articles of Incorporation (as amended from time to time, the "Articles") so as to ensure that:

1. The Club is and remains exempt under Section 501(c) (3) of the United States Internal Revenue Code, as it may be amended from time to time.
2. Public purpose requirements are satisfied.
3. The Club is operated as authorized by Chapter 181 of the Wisconsin Statutes, as it may be amended from time to time ("Chapter 181").

Any provision of these Bylaws that conflicts with the restrictions described in the foregoing sentences of this Section shall be deemed modified to the minimum extent necessary

so that the Club complies with such restrictions.

4. More specifically, but without limiting any restriction described in the foregoing sentences of this Section, the Club is intended to, and shall:

- a. Promote, teach and govern the game of soccer on an organized basis for member boys and girls.
- b. Provide a program that is enjoyable and rewarding for all participants.
- c. Encourage courtesy, proper conduct and respect for players, officials, coaches and spectators by the players, officials, coaches, referees, and spectators.
- d. Promote good sportsmanship and develop leadership.
- e. Develop physical fitness and mental alertness.

Section 2.02. Dedication of Assets. The properties and assets of this non-profit corporation are irrevocably dedicated to the charitable purposes set forth in Section 2.01. No part of the net earnings, properties or assets of the Club, on dissolution or otherwise, shall inure to the benefit of any director or officer of this Club or any other private person or individual. Upon the affirmative vote for dissolution of the Club, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), as the Board shall determine. Any of such assets not so distributed shall be distributed by the court of appropriate jurisdiction of the county in which the principal office of the Club is then located, exclusively for the charitable purposes of the Club, or to such qualified organization or organizations as said court shall determine.

ARTICLE 3 Membership

Section 3.01. Classes of Members. The Club shall initially have two classes of members. The Club shall have a class of general members and a class of voting members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

Section 3.02. Qualifications for Membership. In order to qualify for membership in the general membership class, a member shall be (a) a properly register player, (b) a parent of such a player, (c) a coach or assistant coach of a properly registered team in the Club, or (d) a referee or administrator of the Club. In order to qualify for membership in the voting membership class, a

member shall be a member of the Board of Directors. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

Section 3.03. Voting Rights. Each voting member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Each voting member entitled to vote at an election of Officers may cast one vote for as many persons as there are Officers to be elected and for whose election such member has a right to vote.

Section 3.04. Annual Meeting. The annual members' meeting for the purpose of electing directors and transacting such business as may come before the meeting shall be held in January of each year on a date and at a time fixed or authorized by the Board. At the Annual meeting, an officer shall report on the activities and financial condition of the Club. Members may place items on the agenda for the annual meeting by providing written notice of an agenda item to the Secretary on or before the 3rd day prior to the annual meeting. The Board may decline to add items proposed by the members after this 3rd day. The Board may add items to the agenda by majority vote at any time. The provisions of Article 4 concerning quorums, voting, the conduct of meetings, whether in person or by electronic means, and actions without meetings shall apply to the Members' annual meeting.

Section 3.05 Notice. Notice of Meetings; Waiver of Notice. Except as otherwise provided by these Bylaws, voting members only shall be entitled to notice of meetings of the Board. Notice of any meeting shall be delivered to each director at his or her business address or at such other address, as the Director shall have designated in writing and filed with the Secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email or other form of wire or wireless communication, private carrier or in any other manner provided by Chapter 181. Notice shall be given not less than either 48 hours before the meeting being noticed or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A director may waive notice required under this Section or by law at any time, whether before or after the time of the meeting. Unless the Director attends the meeting for which notice was provided, the waiver must be in writing, signed by the director and retained in the corporate record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting.

ARTICLE 4

Board of Directors

Section 4.01. General Powers. The Club's powers shall be exercised by or under the

authority of, and its business and affairs shall be managed under the direction of, the Board, subject to any limitation set forth in the Articles.

Section 4.02. Specific Powers. By way of illustration, but not limitation, the Board shall have the following specific powers:

1. Enforce these Bylaws, Board policies and procedures, recreation and traveling team policies and procedures, playing rules and any other rules adopted by the Club.
2. Make all decisions on all Club matters not covered by these Bylaws, policies and procedure, playing rules and other rules adopted by the Club.
3. Enforce the laws of the game of soccer and rulings of the Wisconsin Youth Soccer Association, the Minnesota Youth Soccer Association, the United States Soccer Federation, the United States Youth Soccer Association and the Federation of International Football Associations.
4. Settle all appeals, disputes and protests.
5. All teams, coaches and roster changes are subject to approval of the Board based on policies adopted by the Board. Changes to a team roster shall only be done after consultation with the team's coach.
6. Approve all schedules.
7. Oversee all aspects of traveling, competitive teams.
8. Establish disciplinary guidelines.
9. Appoint representatives or delegates to the Wisconsin Youth Soccer Association, the Minnesota Youth Soccer Association, the United States Soccer Federation, the United States Youth Soccer Association and the Federation of International Football Associations or any other organization.
10. Develop an annual budget.

Section 4.03. Directors Number, Tenure and Qualifications. The Club shall have, as determined by resolution of the Board, at least nine (9) Directors at any time. The President, Vice President, Secretary, Treasurer and two (2) persons from each local council shall be members of the Board. The Directors shall be elected for year terms at each annual meeting of the Board. Each Director shall hold office until the earlier of the time his or her successor is elected by the Board at the annual Directors' meeting following his or her election or his or her prior death, resignation or removal. A Director may be removed from office by the affirmative vote for removal by two-thirds of all Directors. A Director may resign at any time by delivering his or her written resignation that complies with the provisions of Chapter 181 to the Board.

Section 4.04. Election. Directors shall be elected at each annual Directors' meeting, by a majority of the Board of Directors who are present at the meeting, provided a quorum is present.

Section 4.05. Vacancies. When a Board vacancy occurs other than a vacancy caused by an increase in the number of directors, or a vacancy that occurs contemporaneously with any annual meeting, the Directors shall appoint a person to fill the position until the next annual Directors' meeting.

Section 4.06. Regular Meetings. The Board may hold such additional regular meetings, as the Board shall determine. All Directors have the right to place items on the agenda for any meeting of the Board.

Section 4.08. Special Meetings. Special meetings of the Board may be called by or at the request of the President, Vice President or any two (2) directors. The person or persons authorized to call meetings of the Board may fix any place within Ashland or Bayfield County as the place for holding any additional regular meeting or special meeting of the Board called by them and, if no other place is fixed, the meeting place shall be the Club's principal office in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Directors in attendance at the meeting.

Section 4.09. Notice of Meetings; Waiver of Notice. Except as otherwise provided by these Bylaws, all directors shall be entitled to notice of meetings of the Board. Notice of any meeting shall be delivered to each director at his or her business address or at such other address, as the Director shall have designated in writing and filed with the Secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email or other form of wire or wireless communication, private carrier or in any other manner provided by Chapter 181. Notice shall be given not less than either 48 hours before the meeting being noticed or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A director may waive notice required under this Section or by law at any time, whether before or after the time of the meeting. Unless the Director attends the meeting for which notice was provided, the waiver must be in writing, signed by the director and retained in the corporate record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting.

Section 4.10. Quorum Requirement. Except as otherwise provided by Chapter 181, the Articles or these Bylaws, a majority of the number of the Directors required by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. These provisions shall not, however, apply to the determination of a quorum actions taken under

emergency Bylaws or for actions taken under provisions of these Bylaws that fix different quorum requirements.

Section 4.11. Voting Requirement. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. This provision shall not, however, apply to any action taken by the Board if the affirmative vote of a greater number of Directors is required by Chapter 181, the Articles or any other provision of these Bylaws.

Section 4.12. Conduct of Meetings. The President, the Vice President in the President's absence or, if the President and Vice President are absent, any director chosen by the Directors present shall call meetings of the Board to order and shall act as chairperson of the meeting. The Secretary shall act as secretary of all meetings of the Board; however, in the Secretary's absence, the presiding officer may appoint any Assistant Secretary, director or other person present to act as secretary of the meeting. Minutes shall be prepared for all meetings. All meetings shall be conducted in accordance with Robert's Rules for Order (revised) except where these Bylaws provide otherwise.

Section 4.13. Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board may, in addition to conducting meetings in which each Director participates in person and, notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any meeting by the use of any electronic means of communication, provided (a) all participating Directors may simultaneously hear each other during the meeting; or (b) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 4.14. Action Without a Meeting. Any action required or permitted by the Articles, these Bylaws or any provision of Chapter 181 to be taken by the Board at a meeting of the Board may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

Section 4.15. Voting Directors' Assent. A Director of the Club who is present and is announced as present at a meeting of the Board, at which meeting action on any corporate matter is taken, shall be deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (2) minutes of the meeting are prepared and the Director's dissent to or abstention from the action taken is entered in those minutes; or (3) the Director delivers written notice that complies with the provisions of Chapter 181 of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Club immediately after the adjournment. The right of dissent or abstention is not available to a

Voting Director who votes in favor of the action taken.

Section 4.16. Committees.

1. The Board may appoint such committees as it shall designate from time to time. Any person may be appointed to a committee
2. The Board may establish the following standing committees:
 - a. The Fields Committee shall:
 - i. Secure fields for Club competition and practice.
 - ii. Work with local council chairpersons to equip fields with goal posts.
 - iii. Work with local council chairpersons to arrange for field marking.
 - iv. Work with local council chairpersons to arrange for installation and maintenance of nets.
 - b. The Club Development Committee shall:
 - i. Establish and implement a plan for the development of financial and community support for the Club, including the establishment of at least one major fundraiser for the Club to be held each year.
 - ii. Promote the Club in the news media and in the community.
 - c. The Referee Committee shall:
 - i. Obtain and schedule referees for all league and exchange games.
 - ii. Report investigation of complaints and protests to the Board of Directors.
 - iii. Plan and operate a program for training and upgrading referees and linesmen.
 - d. The Equipment Committee shall:
 - i. Develop and maintain an inventory control system to ensure that all teams have adequate equipment.
 - ii. Supply the President with a written inventory and condition report at end of the playing season.
 - iii. Recommend equipment purchases based on past experience and durability.
 - iv. Arrange for cleaning, repairing and storage of all Club equipment.
 - v. Purchase equipment as approved by Board.
 - e. The Registration Committee shall:

- i. Obtain a written registration from each team member for upcoming season.
- ii. Maintain a file of current registrations and team affiliations.
- iii. Maintain a file of current player transfer letters submitted to Wisconsin Youth Soccer Association and the Minnesota Youth Soccer Association.
- iv. Work with division coaches, and local council chairpersons to assign all players to teams.
- v. Supply coaches with team rosters.
- vi. Supply rosters to the President for submission to the Board.
- vii. Collect all registration fees and remit to Treasurer.

2. The provisions of this Article 4 concerning notice, quorums, voting, the conduct of meetings, whether in person or by electronic means, and actions without meetings shall apply to all committee meetings.

Section 4.17. Staff. The Board may hire such professional staff as it deems necessary for the effective operation of the Club. Officers may, for such purposes, be deemed employees of the Club.

ARTICLE 5

Officers and Administrators

Section 5.01. Officers. The Club's officers shall be a President, Vice President, a Secretary and a Treasurer, each of whom, subject to election by the majority of the Board, shall be a member of the Board.

Section 5.03. Administrators. There shall be a Registrar, a Coach and Player Development Administrator, and a Referee Administrator.

Section 5.04. Holding More Than One Officer Position. The same person may simultaneously hold more than one position on the Board, except no person may serve as both President and Vice President, President and Secretary or Vice President and Secretary.

Section 5.05. Election and Tenure. Each officer and administrator shall be elected by a majority of the Board. Each officer and administrator shall hold office until the earlier of the time his or her successor is elected by the Board at the next annual meeting of the Board following his or her election or his or her prior death, resignation or removal.

Section 5.06. Removal. The Board may remove any officer or administrator upon the affirmative vote of two-thirds (2/3) of the Directors.

Section 5.07. Resignations. Any officer or administrator may resign at any time by giving written notice to the Club. Any such resignation shall take effect when the notice of resignation is delivered unless the notice specifies a later effective date and the Club accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the

resignation shall not be necessary to make it effective.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other reason shall be filled as provided in Section 4.05.

Section 5.07. Powers, Authority and Duties. Officers or administrators shall have the powers and authority conferred and the duties prescribed by the Board and these Bylaws.

Section 5.08. The President. Subject to the Board's control, the President shall have and shall exercise general supervision over the conduct of the Club's affairs and over its other officers and Directors. The President shall from time to time report to the Board all matters within his or her knowledge that the Club's interests may require to be brought to the Board's notice. The President shall be the Club's chief executive officer and, subject to the Board's control, shall:

1. Manage the Club's business.
2. Preside over all Board meetings. The President shall have the right to vote on all matters that come before the Board.
3. Serve as an ex-officio member of all committees.
4. Have authority to sign, execute and deliver in the Club's name all instruments either when specifically authorized by the Board or when required or deemed necessary or advisable by the President in the ordinary conduct of the Club's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other officer, officers, agent or agents of the Club or shall be required by law or otherwise to be signed or executed by some other officer or agent.
5. In general, perform all duties incident to the office of president and such other duties as from time to time may be assigned to him or her by the Board.

Section 5.09. The Vice President. The Vice President shall:

1. In the absence of the President or in the event of the President's death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, 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 restrictions on the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board. The execution of any instrument of the Club by the Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

2. In coordination with the respective Vice Chairpersons of the local councils, reschedule or postpone any game, practice, clinic or tryout due to poor field conditions or unsafe

weather.

Section 5.10. The Secretary. The Secretary shall:

1. Keep minutes of the meetings of the Board and its committees in one or more books provided for that purpose.
2. Ensure that all notices are duly given in accordance with these Bylaws and as required by law.
3. Be custodian of the Club's corporate records and see that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed.
4. File any required reports on the Club's activities.
5. 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 Board or the President.

Section 5.11. The Treasurer. The Treasurer shall:

1. Have charge and custody of, and be responsible for, all of the Club's funds; receive and give receipts for monies due and payable to the Club from any source whatsoever; deposit all such monies in the Club's name in such banks, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of Section 8.04; cause such funds to be disbursed by checks or drafts on the Club's authorized depositories, signed as the Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed.
2. Have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Club's financial transactions from any officers, Directors, local council treasurers, employees or agents.
3. Keep or cause to be kept, at the Club's principal office or such other office or offices as the Board shall from time to time designate, correct records of the Club's funds, business and transactions, and exhibit those records to any director of the Club upon request at that office.
4. Deliver to the Board and the President, whenever requested, an account of the Club's financial condition and of all his or her transactions as Treasurer and, as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Board a like report for that fiscal year.
5. In general, perform all 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 Board or the President.

The Board shall decide which officers may authorize the spending of funds, and shall decide an amount for which the Treasurer shall be bonded.

Section 5.12. Registrar. Register and maintain current, accurate records of Club players/teams in accordance with the regulations of Wisconsin Youth Soccer Association, the Minnesota Youth Soccer Association and the United States Soccer Federation. In coordination with local council registrars, prepare and distribute team rosters to coaches prior to each soccer season.

Section 5.13. Referee Administrator. The Administrator of Referees shall coordinate clinics and instruction for referees and linespersons to meet league standards and state standards. He/she shall from time to time review the performance of referees and linespersons, grading the same; may classify the referees and linespersons. He/she shall serve as communicator between referees/linespersons and the Board. He/she shall coordinate with the Administrator of Coaches league game scheduling and appoint referees for all games. He/she shall secure prospective referees and linespersons and provide training. The Administrator of Referees shall propose any local rules for the League. Proposals shall be submitted to the Board, explaining the benefit from such changes. He/she shall bring up-to-date any change in the laws of the game and interpret the FIFA Laws. All changes must be approved by the Board of Directors. The Administrator or Referees shall appoint assistants, as desired. The Administrator of Referees shall have the power to enforce the laws of the game and provisions of the Wisconsin Youth Soccer Association, the Minnesota Youth Soccer Association, the United States Soccer Federation and Club rules.

5.15. Coach and Player Development Administrator. The Coach and Player Development Administrator shall set up clinics and training sessions for coaches and players as needed. He/she secure coaches for traveling, competitive teams and provide the list to the Board of Directors for approval prior to the formation of teams. He/she shall help to establish game schedules for the Board's approval. He/she shall conduct coaches meetings after each season to review the development of players and coaches.

ARTICLE 6

Local Councils

Section 6.01. Local Councils. The communities of Ashland, Bayfield and Washburn shall each have a local council to administer the recreational soccer program in their respective community.

Section 6.02. Powers of Local Councils. Each local council shall have the following powers, subject to such approval by the Board as may be required in these Bylaws:

1. Establish schedules and rosters for the recreational teams from its community.
2. Choose coaches for the recreational teams from its community.
3. Prepare an annual budget.

4. Set player fees for the recreational teams from its community.
5. Manage its own finances subject to oversight by the Board of Directors.
6. Establish such bank account or accounts as determined by the local council.
7. Maintain the soccer fields located in its community.
8. Choose local representatives to the Board of Directors.

Section 6.03. Governance of Local Councils. Each local council shall have at least five (5) councilors; a Chairperson, Vice Chairperson, Secretary and Treasurer. The same person may simultaneously hold more than one office, except no person may serve as both Chairperson and Vice Chairperson, Chairperson and Secretary and Vice Chairperson and Secretary. A local council may have more than five (5) councilors if approved by a majority of the councilors at a meeting at which a quorum of councilors is present. Councilors shall be elected for one (1) year terms at each annual meeting of the local councils.

Section 6.04. Coordinators. Each Council shall have the following coordinators, who may or may not be members of the local council: Registrar, Coaching Coordinator, Referee Coordinator, Fields Coordinator and Equipment Coordinator.

Section 6.04. Election. Councilors shall be elected at each annual Councilors' meeting, by a majority of the Councilors who are present at the meeting, provided a quorum is present. Each Councilor shall hold office until the earlier of the time his or her successor is elected by the local council at the annual Councilors' meeting or his or her prior death, resignation or removal. A Councilor may be removed from office by the affirmative vote for removal by two-thirds of all Councilors. A Councilor may resign at any time by delivering his or her written resignation to the local council. When a vacancy occurs on a local council, other than a vacancy caused by an increase in the number of councilors, or a vacancy that occurs contemporaneously with any annual meeting, the councilors of that local council shall appoint a person to fill the position until the next annual Councilors' meeting.

Section 6.05. Annual Meeting. Annual meetings of the local councils shall be held without other notice than this Section in October. The annual meeting of the local councils may be held at any place located in the local councils respective community as designated by the local council. All members have the right to place items on the agenda for the annual meeting of the Board.

Section 6.06. Duties of Officers and Coordinators. Officers and coordinators of each local council shall have the following responsibilities:

1. **Chairperson.** Subject to approval by the Board, the Chairperson or other person elected by the local council shall be the local council's representative on the Board. The Chairperson shall have and shall exercise general supervision over the conduct of the local

council's affairs and over its other officers and coordinators and preside over all council meetings. The President shall have the right to vote on all matters that come before the council.

2. **Vice Chairperson.** In the absence of the Chairperson or in the event of the Chairperson's death or inability or refusal to act, or if for any reason it shall be impractical for the Chairperson to act personally, the Vice Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all restrictions on the Chairperson. The Vice Chairperson shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the Chairperson or by the local council.

3. **Secretary.** The Secretary shall keep minutes of the meetings of the local council and its committees in one or more books provided for that purpose and ensure that all notices are duly given in accordance with these Bylaws and as required by law.

4. **Treasurer.** The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all of the local council's funds; receive and give receipts for monies due and payable to the local council from any source whatsoever; deposit all such monies in the local council's, or Club's, name in such banks, financial institutions, trust companies or other depositories as shall be selected by the local council; cause such funds to be disbursed by checks or drafts on the local council's authorized depositories, signed as the local council may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed.
- b. Keep correct records of the local council's funds, business and transactions, and exhibit those records to any councilor upon request.
- c. Deliver to the local council and the Board, whenever requested, an account of the local council's financial condition and of all his or her transactions as Treasurer and, as soon as possible after the close of each fiscal year, make or cause to be made and submit to the local council and the Board a like report for that fiscal year.

5. **Registrar.** Obtain written registration from each team member for the upcoming season. Maintain files of current registrations and team affiliations. Work with local council coaches to assign all players to teams. Supply coaches with team rosters. Supply rosters to the Board Registrar. Collect all registration fees and remit to the local council Treasurer.

6. **Coaching Coordinator.** Assist the Coaching Administrator in setting up clinics and training sessions for coaches and players as needed. The Coaching Coordinator shall secure coaches and assistant coaches for recreational teams and act as a resource for those coaches and players. The Coaching Coordinator shall conduct meetings with the Coaching Administrator to

review the development of players and coaches.

7. Referee Coordinator. Obtain and schedule referees for all local games. Report investigations of complaints and protests to the Local Council.

8. Equipment Coordinator. Develop and maintain an inventory control system to ensure that all teams have adequate equipment. Supply the local council with a written inventory and condition report at end of playing season. Recommend equipment purchases based on past experience and durability. Arrange for cleaning, repairing and storage of all Club equipment. Purchase equipment as approved by the local council.

9. Fields Coordinator. Secure fields for competition and practice. Work with the equipment coordinator to equip fields with goal posts. Arrange for field marking, mowing and other maintenance. Arrange for installation and maintenance of nets and flags.

Section 6.07. Miscellaneous. The provisions of Article 4 of these Bylaws concerning vacancies, regular and special meetings, notice, quorums, voting and conduct of meetings shall apply to the local councils, except that references to the President, Vice President, Directors and Board shall mean Chairperson, Vice Chairperson, local council and councilors, respectively.

ARTICLE 7. CONFLICT OF INTEREST

It is in the best interest of the Club that its officers, members of its Board of Directors and its staff avoid activity, which is in conflict with the program, purposes and financial interests of the Club. Accordingly, no officer, Director or staff will serve on a committee of the Board when its duties include responsibility for planning, execution or oversight of the Club's activities concerning contracts for services or goods, investment or control of investments; or acquisition, sale or improvement of assets, if the officer or member of the Board or staff, or their spouse, is employed by or holds a position of control in the agency, organization or business dealing with the Club in such activity.

When, at any Board meeting, a conflict of interest appears to exist between the said interests of any officer or member of the Board or staff, in connection with a matter under consideration, the said officer or member of the Board or staff will declare such apparent conflict and propose to abstain from voting. The Board at that meeting will then determine if such conflict requires the Board member to not vote on the issue being considered.

ARTICLE 8 Contracts, Loans, Checks and Deposits

Section 8.01. Contracts, Deeds and Mortgages. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Club's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or

agent or agents.

Section 8.02. Loans. Except as otherwise described in these Bylaws, no indebtedness for borrowed money shall be contracted on the Club's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under these Bylaws or by or under authority of a resolution of the Board. The authorization may be general or confined to specific instances.

Section 8.03. Checks and Drafts. All checks, drafts, other orders for the payment of money, notes and other documents which provide evidence of indebtedness which are issued in the Club's name shall be signed by such officer or officers, or agent or agents, of the Club and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

Section 8.04. Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the Club's credit in such banks, trust companies, thrifts, other depositories or investments as may be selected by the authority of a resolution of the Board.

ARTICLE 9 Amendments

The Board may amend or repeal these Bylaws or the Articles or adopt new Bylaws or articles. The substance of the proposed change must be included in the notice of the meeting at which the change is to be considered, and such notice must be given at least 10 days in advance of the meeting. No amendment by the Board shall have effect unless a majority of the entire Board votes in person for its adoption.

ARTICLE 10 Fiscal Year

The Club's fiscal year shall be the calendar year.

ARTICLE 11 Seal

The Club shall not require a corporate seal.