

Revised – April 2002

By-Laws
of
WILTON SOCCER ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation is the Wilton Soccer Association, Inc. (the Association).

ARTICLE II

PURPOSE

The purposes for which the Wilton Soccer Association, Inc. is formed are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 and are to stimulate and encourage interest in the sport of soccer within the Town of Wilton, Connecticut, to instruct and train players in all aspects of the sport and develop their soccer playing abilities, and to promote character development through a spirit of sportsmanship, team loyalty and fair play. Specifically, the Association shall arrange for suitable facilities for playing soccer, organize capable personnel to serve as coaches, instructors and referees, form teams within appropriate age groups (pre-school through adult) and sponsor and supervise practices, games and league play. When requested to do so, the Association will direct and control interscholastic competitions and tournaments such as intramural competitions and tournaments within the Wilton School System and competitions and tournaments sponsored by the Connecticut Junior Soccer Association, Inc.

ARTICLE III

MEMBERS

Section 1. *Admission to Membership.* Any individual over the age of twenty-one (21) years or any entity actively interested in the purposes of the Association may become a member upon payment of dues as hereinafter provided. A parent or guardian of a child registered in a program offered by the Association shall be considered a member.

Section 2. *Classes of Members.* There shall be five classes of members: sponsor, patron, sustaining, regular and honorary. A sponsor is a member who makes an annual contribution to the Association of \$300 or more. A patron is a member who makes an annual contribution to the Association of \$100 or more but less than \$300. A sustaining member is a member who makes an annual contribution to the Association of \$10 or more but less than \$100. A regular member is a member who makes an annual contribution to the Association of \$5 or more but less than \$10, or who is a member by virtue of the registration of his or her child in a program offered by the Association. An honorary member is an individual who is granted membership by the President on the basis of his or her commitment to and efforts on behalf of the Association. Such an individual need not make any annual contribution to the Association to obtain or retain membership.

Section 3. *Rights and Privileges of Members.* The rights and privileges of the members of each class shall be identical in all respects and each member shall be entitled to one vote on each matter submitted to members for action including the election of Directors, except that members who are married to each other shall share a single vote.

Section 4. *Term of Membership.* The term of membership of a member shall be for one year and may be renewed. Membership shall commence or renew on the date of any of the following: (1) receipt by the Association of an annual contribution of \$5.00 or more from such member; (2) registration of a member's child in a program offered by the Association; or (3) the grant or renewal of the grant by the President of honorary membership.

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Section 5. *Withdrawal of Members.* Any member may withdraw from the Association by notice in writing to the Association.

Section 6. *Meetings of Members.* Meetings of members shall be held at such places within the Town of Wilton, Connecticut, as shall be designated from time to time by the Board of Directors. Annual meetings of members for the election of Directors and the transaction of such other business as may properly be brought before the meeting, shall, unless otherwise provided by the Board of Directors, be held on the third Monday in November of each year at such time and place as the Board of Directors shall designate. Special meetings of the members may be called by the Board of Directors, by the President or at the request of twenty (20) or more members. Written notice of meeting of members, stating the place, day and hour of the meeting and, unless it is an annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting, shall be given by or at the direction of the President or Secretary or the officer or person calling the meeting to each member entitled to vote at such meeting, by publication in a newspaper having general circulation in the Town of Wilton, not less than seven nor more than fifty days before the date of the meeting.

Section 7. *Record Date.* In order that the Association may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall be not more than seventy nor less than ten days before the date of such meeting or other action. A determination of members shall apply to any adjournment of the meeting provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 8. *List or Record of Members at Meeting.* The officer who has charge of the list of members of the Association shall make or cause to be made at least five days before each meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order showing the address of each member. Such list or other equivalent record shall, for a period of five days prior to such meeting, be kept on file at the

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principal office of the Association and shall be subject to inspection by any member during usual business hours for any proper purpose in the interest of the member as such or of the Association and not for any purpose inimical to the interest of the Association or of its members. Such list of members shall be prima facie evidence as to who are the members entitled to inspect such list or other equivalent record.

Section 9. *Quorum.* Members entitled to vote, present in person or by proxy, at any meeting of members shall constitute a quorum for such meeting. A majority of the voting power of the members entitled to vote represented at a meeting may adjourn the meeting from time to time.

Section 10. *Vote of Members; Election of Directors.* When a quorum is present at any meeting, the affirmative vote of a majority of the members represented at such meeting voting on the subject matter shall be the act of the members, unless the question is one upon which by express provision of the statutes a different vote is required, in which case such express provision shall govern and control the decision of such question. In the case of the election of the Directors, however, no more than twenty-five individuals who receive the greatest number of votes and are willing to serve as both a Director and an Officer shall become the Directors. If fewer than twenty-five individuals willing to serve receive votes, then all individuals receiving votes who are willing to serve as both a Director and an Officer, with certain duties and responsibilities, shall become Directors. There is no requirement that an individual elected to be a Director shall be a member.

Section 11. *Proxies; Inspectors of Election.* Each member entitled to vote at a meeting of members or to execute consents, waivers or releases may do so either in person or by one or more agents authorized by a written proxy executed by him, but no proxy shall be voted on after eleven months from its date of execution, unless it limits its use to a particular meeting not yet held. The proxy shall be kept on file for one year from the date of the meeting to which the proxy pertains. Two inspectors of election may be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting. If inspectors of election are appointed, all questions regarding the qualification of voters, the

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existence of a quorum, the validity and effect of proxies and the acceptance or rejection of votes shall be decided by such inspectors of election.

ARTICLE IV

DIRECTORS

Section 1. *Number; Term; Resignation and Removal; Qualifications.* The number of Directors which shall constitute the whole Board shall be not less than three nor more than twenty-five. The exact number of Directors within such minimum and maximum shall be the number of Directors elected at the previous annual meeting of the members, increased, but not beyond twenty-five, by the number of directorships thereafter created by the Board of Directors. Any vacancy in a directorship may be filled by majority vote of the Board of Directors. Each Director shall serve until the next annual meeting of the members, or until his earlier resignation or removal. A Director may be removed prior to the end of his or her term by resolution passed at a special meeting of the members called for such purpose, or by majority vote of all the other Directors present at any meeting of the Board of Directors, provided, however, that ten calendar days notice that such action would be considered was previously given to the affected Director. Directors shall be individuals who have attained the age of twenty-one (21) years, who have a willingness to devote a considerable amount of uncompensated time to further the purposes of the Association and in accepting a Directorship, also agree to serve as an Officer of the Association, with certain duties and responsibilities, as determined by the Board of Directors.

Section 2: *Attendance; Voting and Advisory Directors.* To ensure the effective and efficient management of the activities, property and affairs of the Association, each Director shall be entitled to one vote on each matter submitted to the Board of Directors for action thereupon and should make every effort to regularly attend meetings. Should a Director fail to attend at least three consecutive meetings, that Director is ineligible to vote at the meeting immediately following the third absence. In addition, should a Director fail to attend at least five meetings each year, that Director may, at the discretion of the Board and subject to the

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provisions of the by-laws, lose his or her eligibility for re-election to the Board. However, when the Board of Directors is comprised of at least eighteen (18) Directors, up to six (6) Directors may elect, and if approved by a majority of the entire Board of Directors, may be designated as Advisory Directors, not subject to the foregoing attendance requirements and without a corresponding voting right in the matters put forth before the Board of Directors.

Section 3. *Powers and Duties.* The activities, property and affairs of the Association shall be managed by its Board of Directors which shall exercise all such powers of the Association and do all such lawful acts and things other than lawful acts and things which the certificate of incorporation, these by-laws, or pertinent statutory law may require the members to do.

Section 4. *Annual Meetings.* The first meeting of each newly elected Board of Directors shall be held immediately following the adjournment of the annual meeting of members and at the place thereof. No notice of such meeting shall be necessary to the directors in order legally to constitute the meeting, provided a quorum shall be present. At that meeting, the Board of Directors shall elect the officers of the Association for the coming year. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 5. *Regular and Special Meetings.* The Board of Directors of the Association or any committee thereof may hold meetings, both regular and special, either within or without the Town of Wilton, Connecticut. Regular meetings of the Board of Directors shall be held on the third Monday of each month at such time and at such place as shall from time to time be determined by the Board of Directors, except that the President may postpone or cancel any regular meeting in his or her absolute discretion. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors. At least two (2) days written or oral notice of any postponement of a regular meeting or the holding of a special meeting of the Board of Directors shall be given to each Director. The notice need not specify the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors.

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Section 6. *Quorum.* At meetings of the Board of Directors, one-third of the Directors at the time in office, but not less than two Directors, shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless the act of a greater number is required by law or in the Certificate of Incorporation or By-Laws of the Association. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. *Committees.* The Board of Directors may, by resolution passed by a majority of the entire board, designate from among its members an executive committee and other committees, each committee to consist of two or more of the Directors of the Association, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the activities, property and affairs of the Association except that no such committee shall have the power or authority to adopt, amend or repeal any by-laws of the Association, elect or appoint any Director, submit to members any action that requires member approval or amend or repeal any resolution theretofore adopted by the board which by its terms is amendable or replaceable only by the board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace an absent member at any meeting of the committee. At meetings of any such committee, a majority of the members or alternate members of such committee shall constitute a quorum for the transaction of business and the act of a majority of the members or alternate members present at any meeting at which there is a quorum shall be the act of the committee. The committees shall keep regular minutes of their proceedings. Each committee shall report to the Board of Directors as to its activities and any decisions it has made at every regular meeting of the Board of Directors. Each committee shall disband at the time of the annual meeting of the Board of Directors, and shall, if deemed appropriate by the new Board of Directors, be reformed with such members as the new Board of Directors shall determine.

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Section 8. *Action by Consent.* Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the board or of such committee, as the case may be, consent in writing to such action and the written consents are filed with the minutes of the proceedings of the board or committee.

ARTICLE V

NOTICES

Section 1. Time of Notice. Notices to Directors and members mailed to them at their addresses appearing on the books of the Association shall be deemed to be given at the time when deposited in the United States mail. Notice by publication shall be deemed to be given at the time of publication.

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ARTICLE VI
OFFICERS

Section 1. *Number and Designation.* The officers of the Association shall consist of a president, such vice presidents as shall be elected by the Board from among the Directors from time to time, a secretary and a treasurer, all of whom shall be elected by the Board from among the members of the Board of Directors and such other officers, if any, as may from time to time be elected from among the members of the Board of Directors by the Board of Directors, which shall prescribe the Officers' duties. Each Director of the Association must also serve as an Officer. Any number of offices may be held by the same person.

Section 2. *Agents.* The Board of Directors may appoint or hire such agents as it desires who shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 3. *Term of Office.* Each officer shall be elected for a term of one year at the meeting of the Board of Directors next following the annual meeting of the members. There shall be no limit to the number of consecutive terms of office of any particular individual. Each officer shall hold his or her office until his or her successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Association. Any officer may be removed at any time with or without cause by a majority vote of the Board of Directors.

Section 4. *President: Powers and Duties.* The President shall be the chief executive officer of the Association, and shall preside at all meetings of members and of the Board of Directors, shall have general and active management authority of the affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute on behalf of the Association any and all contracts and other agreements, except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

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Except when the Board of Directors directs otherwise, the President shall be a member of all committees and shall have a right to vote at all meetings of all committees.

Section 5. *Vice Presidents: Powers and Duties.* The Vice Presidents shall act under the direction of the President. The Vice Presidents shall have the responsibility for directing and coordinating the activities of the travel and intramural teams of the Association, including the registration of players, organization of teams, procurement and maintenance of uniforms and equipment, scheduling of games, ruling on protests and like matters. The Vice Presidents shall perform such other duties and have such powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may specify the order of seniority of the Vice Presidents. In the absence or disability of the President, the duties and powers of the President shall descend to the Vice Presidents in the specified order of seniority.

Section 6. *Secretary: Powers and Duties.* The secretary shall act under the direction of the President. Subject to the direction of the President the Secretary shall attend all meetings of the Board of Directors and record the proceedings in a book to be kept for that purpose and perform like duties for the committees designated by the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the annual meeting of members, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 7. *Treasurer: Powers and Duties.* The Treasurer shall act under the direction of the President. Subject to the direction of the President the Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of

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Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

Section 8. *Vacancies.* If the office of any officer of the Association becomes vacant by death, resignation, removal or for any other reason, the vacancy shall be filled by the Board of Directors at any regular or special meeting.

ARTICLE VII OFFICES AND BOOKS

Section 1. *Offices.* The Association may have offices at such places as the Board of Directors may from time to time determine or as the business of the Association may require.

Section 2. *Books.* The Association shall maintain correct and complete books and records of account of the activities and transactions of the Association, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of the meetings of the members and of the Board of Directors. Within four months after the end of each fiscal year of the Association, a balance sheet showing the financial condition of the Association as of the end of such year and a statement of receipts and disbursements for the twelve months then ended shall be prepared and deposited at the principal office of the Association and kept for at least ten years.

ARTICLE VIII MISCELLANEOUS

Section 1. *Checks.* All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. *Fiscal Year.* The fiscal year of the Association shall commence on September 1 and end on August 31 of each year.

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Section 3. *Indemnification.* Any person involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or of any other nature, by reason of the fact that such person or any person for whom such person is the legal representative is or was a member, director, officer, employee or agent of the Association, shall be indemnified and held harmless by the Association to the fullest extent legally permissible against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal therein. Such right of indemnification shall be a contract right which may be enforced in any manner such person may elect. Such right of indemnification shall not be exclusive of any other rights which those indemnified may have or hereafter acquire under any by-law, agreement, resolution of directors, provision of law or otherwise.

ARTICLE IX
AMENDMENTS

The By-Laws of the Association may be adopted, amended or repealed by the members or by the affirmative vote of a majority of the entire Board of Directors, provided notice of intention to amend shall have been contained in the notice of any meeting at which By-Laws are proposed to be adopted, amended or repealed.