

BY-LAWS
OF
EAST LYME SOCCER ASSOCIATION, INC.

ARTICLE I

NAME AND OFFICES

1. Name: The name of the corporation is EAST LYME SOCCER ASSOCIATION, INC.
2. Offices: The principal office of the corporation shall be 26 Jeremy Dr., East Lyme, Connecticut. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the corporation may require

ARTICLE II

MEMBERS AND MEETINGS OF THE MEMBERS

1. Membership: The members of the corporation shall consist of those permanent or temporary adult residents of the Town of East Lyme who demonstrate an interest in the aims of the corporation, who have paid an annual registration fee to the Treasurer on behalf of themselves or a member of their family and who shall comply with the rules and regulations for membership as prescribed by the Board of Directors.
2. Termination of Membership: Any member shall cease to be a member of the corporation upon: (a) his or her written resignation delivered to the Secretary, or (b) failure to comply with the rules and regulations for membership.
3. Rights of Members: No member of the corporation shall be entitled to share in the income of the corporation or on the distribution of corporate assets upon dissolution of the corporation. Members shall be entitled to vote. Any member who ceases to be a member of the corporation shall forfeit any and all rights and privileges of whatever nature conferred upon him or her by virtue of said membership in said corporation, and any and all claims and demands against the corporation arising out of his or her membership therein.
4. Annual Meeting: The Annual Meeting of the members of the corporation shall be held no later than the middle of February each year at such place and time as designated by the Board of Directors and for the transaction of such business as may properly come before the meeting.
5. Notice of the Annual Meeting: A notice of the Annual Meeting of the members shall be given by or at the direction of the President or Secretary or the officer of person calling the meeting to members by such means as would be reasonably expected to inform the majority, if not all of the membership. Advertisement in a newspaper with wide circulation in East Lyme, articles in school newsletters and use of team phone trees as approved by the President are acceptable means of notification. Such notification shall not be less than seven (7) days nor more than fifty (50) days before the date of the meeting, which notice shall state the place, date and hour of the meeting.

6. Special Meetings: Special meetings of the members may be called at any time by the President or by vote of the Board of Directors, provided that notice of such special meeting shall be given in the same manner as prescribed for the annual meeting, as contained herein.

ARTICLE III

BOARD OF DIRECTORS

1. Powers: The corporation shall be managed by its Board of Directors who shall have the entire charge, control and management of the corporation and its property and who may exercise all the powers of the corporation as provided by the Boards of Directors in the Connecticut Nonstock Corporation Act, subject to the provisions of law, the Certificate of Incorporation, and these By-Laws.

2. Elections: The Board of Directors shall be elected annually at the Annual Meeting by the membership in accordance with Election, Term of Office and Qualifications language in Article IV.

3. Number of Directors: The number of Directors of the corporation shall be seven (7) and shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Registrar and two (2) members elected by the membership at the Annual Meeting.

4. Resignation: Any Director may resign at any time by giving notice to the Board of Directors.

5. Vacancies: Any vacancy in the Board of Directors may be filled by vote of the Board of Directors for such vacancy. The officer so elected shall hold office and serve until the next Annual Meeting of the members held for the purpose of electing officers as herein provided.

6. Annual Meeting: The Annual Meeting of the Board of Directors shall be held no later than the middle of February each year for the purpose of transacting such business as may properly come before the meeting.

a. The Board of Directors shall schedule regular meetings quarterly in April, July and October.

7. Special Meetings: Special Meetings of the Board of Directors may be called by the President and must be called by him upon written request from the three (3) members of the Board of Directors and/or appointed officials.

8. Notice of Meetings: Notice of meetings of the Board of Directors shall be given by written notice of the meeting to be mailed to each Director's last known address or by telephone not less than two (2) days before the meeting. Such notice may be waived by any Director.

9. Chairman: At all meetings of the Board of Directors, the President or Vice-President of the corporation shall preside or in their absence, a chairman should be chosen by the Directors present to preside.

10. Quorum: At all meetings of the Board of Directors, the majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these By-Laws.

11. Compensation: The Directors shall not receive any stated salary for their services as members of the Board of Directors.

12. Powers: All the corporate powers, except such as are otherwise provided for in these By-Laws or in the laws of the State of Connecticut, shall be and hereby are vested in and shall be exercised by the Board of Directors. The Board of

Directors may, by general resolution, delegate to committees of their own number or to officers of the corporation such powers as they may see fit. The Board of Directors shall transact the business of the corporation at the direction of the voting membership. While the Board of Directors shall have power to act for the corporation, it will in all matters act within the policies established by the membership.

ARTICLE IV

OFFICERS

1. Number: The officers shall be President, Vice-President, Secretary, Treasurer and Registrar and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined as herein provided.

2. Election, Terms of Office and Qualifications: Officers of the corporation shall be elected annually by the membership at the Annual Meeting. Officers shall serve for renewable terms as follows:

President – Three (3) years

Vice-President – Two (2) years, odd

Secretary – Two (2) years, even

Treasurer – Two (2) years, even

Registrar – Two (2) years, odd

At-Large – One (1) year

The initial slate of officers shall be elected by the membership at a meeting called for that purpose.

3. Vacancies: In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office may elect an officer to fill such vacancy and the officer so elected shall hold office and serve until the next Annual Meeting of the members held for the purpose of electing officers as herein provided and until the election and qualification of his or her successor.

4. President: The President shall preside at all meetings, shall appoint committees, shall serve ex-officio on committees, shall see that orders and resolutions of the corporation shall be executed, maintain liaison with presiding official(s) of leagues in which the corporation participates and with the East Lyme Parks and Recreation Department and shall perform all other duties usually pertaining to the office of President.

5. Vice-President: The Vice-President shall serve as President for the unexpired portion of the term should the presidency become vacant and shall act as President in the absence of the President. The Vice-President shall succeed to the powers of the President in his/her absence, shall serve ex-officio member of all committees, shall coordinate, with assistance from the coaches, use of playing fields, scheduling and other aspects of team competition.

6. Treasurer: The Treasurer shall keep complete and accurate accounts of receipts and disbursements in the books of the corporation and shall deposit and credit all receipts in the name of the corporation at such bank or banks as designated by the Board of Directors. At meetings of the Board of Directors and members, the Treasurer shall report all transactions and the financial condition of the corporation and the books shall be kept open for inspection by any member of the Board at any proper time. The Treasurer shall submit a report at the Annual Meeting.

7. Secretary: The Secretary, or designee, shall record in the proper book all votes and proceedings of the membership and Board of Directors at their respective meetings, including special meetings, of the Board and the membership. The Board will have responsibility to verify the accuracy of these minutes expediently. Except for issues of personal sensitivity, these records and minutes will be made available to any member upon request.
8. Registrar: The Registrar shall conduct player registration for all soccer programs supported by the corporation.

ARTICLE V
AGENTS AND REPRESENTATIVES

1. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws and to the extent authorized and permitted by law.
2. The Board of Directors shall approve coaches and assistant coaches.

ARTICLE VI
FISCAL YEAR

The fiscal year of the corporation shall commence on January 1st of each year and end on December 31st of each year.

ARTICLE VII
CONTRACTS

The Board of Directors, except as these By-Laws may otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instance, and unless so authorized by the Board of Directors, no agent, officer or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VIII
INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investment which a Director is or may hereafter be committed by law to make or any similar restriction provided, however, that no action shall be taken by or on behalf of the corporation when such action is a prohibited transaction or would result in the denial of the tax exemption of Section 503 or Section 504 of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended.

ARTICLE IX
EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no member, Director, officer, employee or representative of this corporation shall take any action or carry out any activity on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended or by the contributions to which are deductible under Section 170 (c)(2) of such Code or regulations as they may now exist or as they may hereafter be amended.

ARTICLE X
INCOME AND DISSOLUTION AND PROHIBITION
AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer or employee of, or a member of a committee of, or person connected with the corporation or any other private individual shall receive at any time, any of the net earnings or pecuniary profits from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation and affecting any of the purposes as shall be fixed by the Board of Directors; no such person or persons shall be entitled to share in the distribution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or ending up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over to a successor corporation or another corporation having purposes similar to those of the East Lyme Soccer Association, Inc. and primarily offering programs to the youth of East Lyme.

ARTICLE XI
AMENDMENTS

Amendments to these By-Laws and/or Rules and Regulations shall be made at any annual or special membership meeting by a vote of at least two-thirds of all votes cast. Any proposed amendment must be submitted to the East Lyme Soccer Association, Inc. President in writing by January 10th or thirty (30) days prior to a special membership meeting called for such purpose. Any proposed amendment to these By-Laws or to the Rules and Regulations must be cosponsored by at least ten (10) or by at least three (3) members of the Board of Directors. Notice of any such proposed amendments shall be given to all Association members prior to the meeting.

ARTICLE XII
PROCEDURE

Roberts Rules of Order as revised shall determine any point of order not herein specified when applicable and where not in conflict with these By-Laws.