

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**SOCCER CLUB OF RIDGEFIELD, CONN., INC.**

**ARTICLE I**  
**GENERAL**

**Section 1. Name.** The official name of the organization is the Soccer Club of Ridgefield, Conn., Inc. (hereinafter referred to as "SCOR").

**Section 2. Bylaws.** SCOR has been incorporated and is operated pursuant to the Non-stock Corporation Law of the State of Connecticut (General Statutes 33-1001, et. Seq.) and applicable sections of the Internal Revenue Code relating to non-profit corporations. The Bylaws are intended to supplement and implement applicable provisions of applicable federal and state statutes and the Certificate of Incorporation with respect to the regulation of the affairs of the Corporation.

**Section 3. Purpose.** SCOR exists for the sole and exclusive benefit of the young men and women who participate in the programs sponsored by SCOR. The purpose of SCOR is to provide a safe and fun environment in which the youth of our community can develop a love and appreciation of the game of soccer, develop as players and athletes, learn the ideals of good sportsmanship build character and develop as responsible citizens. All those participating in any such program will be required to remember that the building of character and the development of responsible citizens are of primary importance, while attaining of exceptional athletic skill or winning games are secondary.

**Section 4. Non-profit.** SCOR shall operate as a non-profit corporation and all funds expended to promote the common good and serve the area through an organized youth soccer program. SCOR will always act in furtherance of an exempt activity and make certain its activities are limited to this objective.

**ARTICLE II**  
**MEMBERS**

**Section 1. Members.** Members shall include the parents or legal guardians of at least one player registered for the then current calendar year along with all the then current volunteers and employees of SCOR.

**Section 2. Right to Vote.** Members shall be entitled to vote only as to the election of Directors and to amend the Bylaws. Members shall not be entitled to vote on any other corporate matter.

**Section 3. Suspension or Termination.** The Board of Directors of SCOR shall have the authority to discipline, suspend or terminate the membership of any Member if, by a majority vote of Directors at a duly constituted meeting, it is determined that the conduct of such Member is not in the best interests of SCOR. If the Board is to consider disciplining any Member, the Member to be disciplined shall be notified, in writing, at least fifteen (15) days prior to the meeting, at which such issue will be considered, of the date, time and place of the hearing and the general nature of the conduct for which discipline will be considered.

The Member affected shall have the right to appear at the meeting to answer such charges, provided, however, that the Member shall not be entitled to be represented by any other person at the meeting. If the Member affected fails to appear, the Board may, in its sole and absolute discretion, proceed in the Member's absence.

**Section 4. Club Meetings.** There will be Club Meetings of the members of SCOR at such times, dates and places as established by the Board of Directors. Notice of Club Meetings will be posted on the SCOR website and Members shall not be entitled to receive any additional notice of any such meeting. The meetings will be informational only, there will be reports from the Directors attending the meeting and the Members will have the opportunity to raise any and all issues of concern. No SCOR business will be transacted at any such meeting, other than the nomination of Directors, as provided in Article III, Section 4. The President shall preside at all meetings and the rules of order shall be determined by the President.

**Section 5. Annual General Meeting.** There will be an Annual General Meeting of the Members of SCOR at a time, date, and place as established by the Board of Directors. Notice of such meeting will be posted on the SCOR website and Members shall not be entitled to receive any additional notice of any such meeting. Members in attendance at the Annual General Meeting will be entitled to vote on the election of Directors, as provided for in Article III, Section 5, and any amendments to the Bylaws proposed by the Board of Directors, as provide for in Article VIII, Section 1.

### **ARTICLE III BOARD OF DIRECTOR**

**Section 1. Powers and Duties.** The Board of Directors shall manage and supervise the activities, property and affairs of SCOR.

**Section 2. Number.** The Board of Directors shall consist of not less than three (3) and no more than fifteen (15) members. The number of Director positions to be filled in the subsequent calendar year may be increased or decreased by a majority vote of the then current Board of Directors. The Board of Directors shall have no authority to decrease the number of Directors below three (3) or increase the number of Directors above fifteen (15).

**Section 3. Term.** The term of office of all Directors shall be one (1) year, subject to resignation or removal as provided in these Bylaws.

**Section 4. Nomination.** Nominations for Directors will take place at a Club Meeting to be held in the month immediately prior to the AGM (typically in November) of each year. Any such nomination must be seconded by another Member and accepted by the nominee. If the nominee is not present, the nomination can be accepted by the Secretary, provided said nominee has provided prior written notice to the Secretary of his or her wishes to accept the nomination for a Director position if offered. If, at the Club Meeting in the month immediately prior to the AGM (typically in November), the number of Members nominated to become Directors is equal to or less than the number of Director positions to be filled on the Board, there shall be no need to conduct a vote and the Directors will be considered by elected acclamation.

**Section 5. Election.** Directors will be elected at by a simple majority of those Members in attendance at the Annual General Meeting.

**Section 6. Resignation.** A Director may resign at any time by giving written notice of such resignation to SCOR and such resignation shall take effect at the time specified in the notice or, if no time is specified, at the of acceptance thereof as determined by the Board of Directors.

**Section 7. Removal.** Any Director may be removed with or without cause by a vote of 2/3 of the Directors.

**Section 8. Vacancies.** Vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors.

**Section 9. Board Meetings.**

- (a) The Board of Directors shall meet whenever deemed necessary upon the call of the President or upon the call of fifty (50%) of the Directors, provided that the Board of Directors shall meet at least once (1) each fiscal year.
- (b) Pursuant to General Statute 33-1095, the Board of Directors may meet by telephone provided that all Directors participating can simultaneously hear one another
- (c) Pursuant to General Statute 33-1097, any action of the Board of Directors may be taken without a meeting provided that the action is taken by consent of all members of the Board of Directors, provided, further that the consent of each Director is in writing. Such consents shall be filed with the minutes of SCOR.
- (d) The President shall preside at all meetings of the Board of Directors and the rules of order shall be determined by the President.

**Section 10. Notice.** Notice of the date time and place of each meeting of the Board of Directors shall be given by the Secretary or the President to each Director at least ten (10) days prior to the date of the meeting, provided that any Director may waive such notice in writing or by attending such meeting without protest prior to the commencement of the meeting.

**Section 11. Quorum.** The presence of a majority of the Directors at any meeting shall constitute a quorum for the transaction of business. Action by a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

**Section 12. Indemnification.** Pursuant to General Statutes 33-1026(4) and 33-1116(5), SCOR hereby indemnifies each and every Director for any act taken as director to the maximum extent permitted by law.

#### **ARTICLE IV** **COMMITTEES**

**Section 1. Committees, Appointment and Authority.** The Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors, may designate two or more Directors, and/or other Members, to constitute a special or standing committee, which committee shall have and may exercise all such authority and power of the Board as shall be provided in such resolution and may be permitted by law.

**Section 2. Term.** The term of any such committee shall be set forth in the resolution establishing such committee or, if no term is set forth, until such time as a resolution revoking the authority and the power of the committee is adopted by an affirmative vote of a majority of the Directors.

## **ARTICLE V** **OFFICERS**

**Section 1. Titles, Election and Term.** The Officers of SCOR shall be members of the Board of Directors and shall consist of a President, a Vice President of Administration, a Secretary, a Treasurer, together with such other Officers as the Board of Directors shall from time to time determine. The Officers shall be elected annually by a majority of the Board of Directors at the first Board Meeting following the beginning of each fiscal year and shall serve until they resign, are removed or their successors are elected.

**Section 2. Resignation.** Any Officer may resign at any time by giving written notice to SCOR and such resignation shall take effect at the time specified therein or if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

**Section 3. Removal.** The Officers serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by the Board of Directors.

**Section 4. Vacancies.** Vacancies occurring among the Officers shall be filled by the Board of Directors.

**Section 5. Indemnification.** SCOR hereby indemnifies the Officers to the maximum extent permissible by law.

**Section 6. President.** The President shall be the chief executive officer of SCOR and shall oversee and be responsible for directing the affairs of SCOR.

**Section 7. Vice President of Administration.** The Vice President of Administration shall serve as the chief executive officers in the absence of the President, and otherwise have the authority and responsibility delegated by the President and/or the Board of Directors.

**Section 9. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors of SCOR and the informational meeting with the members, shall give notice of the meetings as required by these Bylaws or as required by law, shall be custodian of the records and the seal of SCOR and, in general shall perform all duties incident to the office of a secretary of a corporation.

**Section 10. Treasurer.** The Treasurer shall keep the fiscal accounts of SCOR, shall have charge of and be responsible for all funds, receipts and disbursements of SCOR and, in general, shall perform all the duties incident to the officer of treasurer of a corporation. The Treasurer shall render reports to the President and Board of Trustees in the form and at times requested by the President or the Board of Directors. The Treasurer shall be responsible for the preparation and filing of the annual report of SCOR, as required by law.

**ARTICLE VI**  
**FISCAL RECORDS**

**Section 1. Books and Records.** SCOR shall keep correct and complete books and records of account. All books and records may be inspected by any Director, or its agent or attorney, for proper purpose, at any reasonable time.

**Section 2. Audited Financial Statements.** There will be a periodic independent audit of the financial records of SCOR. Such audit will be ordered by the Board of Directors and conducted by an independent certified public accounting firm. The time elapsed between such audits shall not exceed five (5) years. The most recent un-audited and most recent audited Financial Statements of SCOR will be made available to the Members at the Annual General Meeting.

**Section 3. Fiscal Year.** The fiscal year of SCOR shall begin on the 1<sup>st</sup> day of January of each year and end on the 31<sup>st</sup> day of December of each year.

**ARTICLE VII**  
**PUBLICATION OF BYLAWS, POLICIES and PROCEDURES**

**Section 1. Bylaws.** SCOR shall maintain a website and post its bylaws on such website.

**Section 2. Policies and Procedures.** SCOR shall maintain a website and post its policies and procedures on such website.

**ARTICLE VIII**  
**AMENDMENTS**

**Section 1. Amendments.** These Bylaws may be altered, amended, added to, or repealed and new bylaws not inconsistent with any provision of the Certificate of Incorporation or of any applicable law may be proposed by a majority vote of the Board of Directors and adopted by the affirmative vote of a 2/3 majority of the Members present at an Annual General Meeting. Any notice of a meeting at which the Bylaws are proposed to be altered, amended, added to, or repealed shall include notice of such proposed action.

**CERTIFICATION**

These Bylaws were adopted at a meeting of the Directors of SCOR on this 7<sup>th</sup> day of December, 2003. These amended and restated Bylaws replace any prior Bylaws. The previous Bylaws are no longer in force or effective.