

BY - LAWS
OF
BROCKPORT SOCCER CLUB, INC.

ARTICLE I

Name and Mission

Section 1. Name. The Club shall be known as Brockport Soccer Club, Inc. (the "Club").

Section 2. Mission. The mission of the Club is to (a) promote competitive youth soccer in a fun, safe, and positive environment; and (b) support the education and development of players, parents, and coaches throughout Brockport, Clarkson, Hamlin, Sweden, and the surrounding areas in New York State in the game of soccer.

The Club will achieve its mission through:

- (i) teaching the game of soccer to area youth;
- (ii) developing a spirit of fair play and sportsmanship in all of the Club's members;
- (iii) developing both individual skills and team play;
- (iv) encouraging each player to play at his or her highest level;
- (v) providing a challenging and competitive environment;
- (vi) providing a development program to the coaches so that they may best help the players to improve their skills;
- (vii) educating parents about the game of soccer and sportsmanship; and
- (viii) teaching the players the value of physical fitness as a part of a healthy lifestyle.

ARTICLE II

Membership

Section 1. Members.

(a) There shall be two classes of membership of the Club, which shall consist of the following:

(i) the parent(s) or legal guardian(s) ("Parent Member") of a child who is selected by a Coach (as hereinafter defined) to be on a team affiliated with the Club ("Team(s)") and has paid all applicable membership and registration fees, as shall be set by the Board (a "Player"), who has designated themselves as a member of the Club on the Player's application; and

(ii) any other individual over the age of eighteen (18) who is interested in the purposes of the Club and is elected by a majority vote of the Club's Board of Directors (the "Board") at any meeting

("Volunteer Member"), which shall include without limitation, coaches, managers and assistants of the Teams (collectively, a "Coach").

(b) A member cannot be considered both a Parent Member and a Volunteer Member, and as such in the event a Parent Member is elected as a Volunteer Member such member shall be considered a Volunteer Member only.

Section 2. Team Delegates.

(a) Each Team shall have one (1) delegate

(b) The Head Coach shall be the Team Delegate. In the event a Team Delegate ceases to be a member of the Club, for any reason, during the course of a Season, such Team shall elect a replacement Team Delegate for the remainder of the Season pursuant to Section 2(a) of this Article II.

Section 3. Voting.

(a) Parent Members and Volunteers shall be nonvoting members of the Club

(b) Directors holding more than one Directorship may only have one vote.

Section 4. Term of Membership.

(a) The term of a Parent Member's membership in the Club shall commence on September 1 of the year in which their child is selected as a Player and shall continue through August 31 of the following calendar year, provided, however, that such membership may terminate prior to the expiration of such term due to death, resignation, or expulsion of such Parent Member or the Player affiliated with such Parent Member.

(b) Each Volunteer Member shall remain a member until their membership terminates by death, resignation, expulsion or otherwise.

Section 5. Suspension and Expulsion. Any member of the Club may be suspended or expelled from membership with or without cause by a majority vote of the Board, but no member shall be suspended or expelled without due notice and an opportunity to appear and be heard at the meeting at which such action is proposed to be taken.

Section 6. Withdrawal. A Parent Member shall be considered to have withdrawn from membership in the event their child ceases to be a Player on a Team, for any reason. In addition, any member may withdraw from the Club at any time by notice in writing to the President or the Secretary. The consent of the Club to a withdrawal shall not be necessary.

Section 7. Compensation. Members shall not receive compensation for their services to the Club, but they may be reimbursed for any reasonable expenses incurred on behalf of the Club with prior Board approval. A member may, however, serve the Club in another capacity and may receive compensation therefor.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members of the Club, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held no sooner than the first Sunday after the conclusion of the Season and no later than the first Sunday following Labor Day, on a date determined by the Board, at the principal office of the Club or at another location as the Board may determine.

Section 2. Special Meetings. Special meetings of the members, except as otherwise provided by law or these by-laws, may be called to be held at the principal office of the Club or elsewhere at any time, by the Board, and shall be called by the President or the Secretary at the request in writing of one-third or more of the directors then in office. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the objects stated in the call and matters germane thereto.

Section 3. Notice of Meetings and Members. Whenever at a meeting members are permitted or required to take an action by law, written notice of the place, date and hour of each meeting of the members shall be given, personally or by mail, to each member entitled to vote at such meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. If the notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. If the notice is mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his address as it appears on the list of members, or, if he shall have filed with the Secretary of the Club a written request that notices to him be mailed to some other address, then directed to him at such other address. An affidavit of the Secretary or other person giving the notice or of a transfer agent of the Club that the notice required by this Section has been given shall be prima facie evidence of the facts therein stated. Notice of any meeting of members need not be given to any members who submit a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him.

Section 4. Procedure. The order of business and all other matters of procedure at every meeting of members may be determined by the presiding officer. Every meeting of members shall be conducted in accordance with Robert's Rules of Order.

Section 5. Quorum. At every meeting of members, except as otherwise provided by law, a quorum must be present for the transaction of any business. A quorum shall consist of the number of members entitled to cast the lesser of one-hundred votes or one-tenth of the total number of votes entitled to be cast.

Section 6. Adjournments. Members entitled to vote who are present in person or by proxy at any meeting of members, whether or not they constitute a quorum, shall have power by a majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

Section 7. Action Without A Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

ARTICLE IV

Board of Directors

Section 1. Number and Qualifications. The affairs of the Club shall be managed by the Board who may be known and referred to as directors, trustees or governors. The initial Board shall be composed of nine (9) directors. The total number of directors may be increased to an appropriate number, not greater than seventeen (17) or decreased to such number, not less than three (3), by the Board at any time. The following officers, shall serve as directors during their term of office and serve ex officio, the President, Vice-President, Secretary and Treasurer ("Ex-Officio Directors"). No decrease in the number of directors shall shorten the term of any incumbent director. Any vacancy created in the number of directors shall be filled as provided in Section 3 hereof. Directors must be at least eighteen (18) years of age.

Section 2. Compensation. No director shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his/her expenses, except pursuant to authorization of the Board. This section shall not preclude any director from serving the Club in any other capacity or from receiving compensation for such services and reimbursement for his/her related expenses.

Section 3. Election and Tenure. The directors of the Club, except as otherwise provided by law or these by-laws, shall be elected by majority vote of the directors at the annual meeting of members or at any meeting held in lieu of such annual meeting (which meeting, for the purposes of these by-laws, shall be deemed the annual meeting) and shall hold office until the next annual meeting of members and until their successors are elected and have qualified. The directors' terms of office shall be, (i) two (2) years, other than the Ex-Officio Directors and the Designated Initial Directors (as hereinafter defined); and (ii) staggered so that, as nearly as possible, one-half (1/2) of the directors are elected in each year. The terms of office of the following initial directors, shall be one (1) year, in order to achieve the staggered board, _____ ("Designated Initial Directors"). Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the Board for any reason, may be filled by the vote of a majority of the directors entitled to vote thereon. A director elected to fill a vacancy shall be elected to hold office until the next annual meeting at which the election of directors is in the regular order of business, and until a successor is elected or is appointed or qualified.

Section 4. Resignation. Any director of the Club may resign at any time by giving his/her resignation to any officer of the Club. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 5. Removal. Any or all of the directors may be removed, either with or without cause, at any meeting of directors, by a vote of a majority of the members of the Board entitled to vote thereon.

Section 6. Meetings of Directors. Meetings of the Board shall be held at such times and at such places as may be determined by action of the Board or in the absence of such action by any two (2) directors, the chairman of the Board or the President pursuant to such notice as is required by Section 7 hereof.

Section 7. Notice of Meetings of Board of Directors. Notice of the time and place of each meeting of the Board shall be given by the chairman of the Board, the President or the Secretary, or by the two members of the Board calling the same to each member of the Board not less than three (3) days before the meeting by mailing the notice, postage prepaid, addressed, to each member of the Board at his residence or usual place of business, or not less than one (1) day before the meeting by delivering the notice to each member of the Board personally. Notice of a meeting of the Board or a committee thereof need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any director at a meeting of the Board or a committee thereof without protesting prior thereto or at its commencement the lack of notice to him/her shall constitute a waiver of notice by him/her. The meeting shall be duly called and held if notice is given to, or is waived by, all absent directors.

Section 8. Quorum. At all meetings of the Board, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the members of the Board entitled to vote thereon, and the vote of a majority of the directors entitled to vote thereon shall decide any question that may come before the meeting. A majority of the voting directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

Section 9. Procedure. The order of business and all other matters of procedure at every meeting of directors may be determined by the presiding officer.

Section 10. Annual Report. The Board shall keep a fair record of all of the transactions of the Club, a report of which, prepared in accordance with the provisions of the New York Not-For-Profit Corporation Law, shall be presented at each annual meeting of the directors of the Club. The report shall be filed in the Club's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of members.

Section 11. Action Without A Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the committee.

Section 12. Meetings by Conference Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Committees

Section 1. Standing Committees of the Board. The Club shall have the following standing committees:

(a) An Executive Committee, which shall consist of the President, who shall serve as its chair, Vice-President, Secretary, Treasurer and one (1) other Board members appointed annually by the President with the approval of a majority of the Delegates. The Executive Committee shall be responsible for

handling any member matter of a personal nature and shall be responsible for the approval or denial of member applications for hardship status. Any decision or recommendation made by the Executive Committee shall require Board approval before such action is taken.

(b) A Budget Committee, which shall consist of the Treasurer, who shall serve as its chair, and at least two (2) but not more than three (3), other Board members, who shall be appointed annually by the Executive Committee with the approval of the Board. The Budget Committee shall be responsible for the budget proposal for the upcoming year.

(c) A Financial Review Committee, which shall consist of at least three (3) Board members appointed annually by the Executive Committee with the approval of the Board, whose chair shall be appointed by the Executive Committee with the approval of the Board. The Financial Review Committee shall be responsible for (i) conducting annual internal audits at the close of the fiscal year; (ii) preparing a report of the audit results for the membership; (iii) developing internal audit procedures and policy proposals of the Board's consideration; and (iv) recommending to the Board the need for an external audit by an outside auditor.

(d) An Adjudication Committee, which shall consist of at least three (3) Board members appointed annually by the Executive Committee with the approval of the Board, whose chair shall be appointed by the Executive Committee with the approval of the Board. The Adjudication Committee shall be responsible for maintaining membership discipline including but not limited to, conducting hearings, levying fines, recommending the suspension of Players and members, recommending the expulsion of Players and members, reinstating Players and members and setting conditions for such reinstatement.

(e) A Tournament Planning Committee, which shall consist of at least three (3) Board members appointed annually by the Executive Committee with the approval of the Board, whose chair shall be appointed by the Executive Committee with the approval of the Board. The Tournament Planning Committee shall be responsible for planning and coordinating the Club's tournaments.

Section 2. Other Committees of the Board. The Board, by resolution, may designate (i) other standing committees consisting of directors; and (ii) other special committees consisting of both directors and non-directors. Each additional committee shall consist of three (3) or more persons with one (1) director being designated as the committee chairperson. The Board may designate one (1) or more directors as alternate members of any committee who may replace any absent member or members at any meeting of such committee. Each committee shall serve at the pleasure of the Board.

Section 3. Acts and Proceedings. All acts done and power and authority conferred by the committees from time to time within the scope of their authority shall be an act under the authority of the Board. All committees shall keep regular minutes of their proceedings and report their actions to the Board upon the Board's request.

Section 4. Meetings of Committees. The committees shall meet at such times and places as the chairperson of the committees shall determine and the notice of the meeting shall specify. Meetings of committees shall be governed by the provisions of these by-laws, which govern meetings of the entire Board.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Club shall be elected by the Board entitled to vote thereon and may include: a president, a vice president, a secretary and a treasurer.

Section 2. Compensation. The compensation of all officers shall be fixed by the Board or a committee thereof. The compensation of other employees shall be fixed by the president or other officers or employees, subject to any limitations prescribed by the Board or a committee thereof.

Section 3. Term of Office. The officers of the Club, unless otherwise determined by the Board, shall hold office until their successors are elected and have qualified. Any officer may be removed at any time with or without cause by the Board. Vacancies in any office shall be filled by the Board.

Section 4. Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. From time to time the Board may vary, add to or limit the powers and duties of any office or officers. The duties of the officers shall include:

(a) President. The President shall be the chief executive officer of the Club unless otherwise determined by resolution of the Board. The President shall be a director and shall, if present, preside at all meetings of the members and of the Board and shall be the Chairperson at any such meeting and shall be charged with the general supervision of the business and affairs of the Club except as provided otherwise by law. In addition the President shall act as the delegate for the Club in parent and affiliate organizations, attend meetings of parent organizations and communicate the results of such meetings to the Board.

(b) Vice President. The Vice-President shall be a director and shall be vested with all of the powers and shall perform all of the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall (i) administer the compensation of the officers, or other employees or volunteers as approved by the Board; and (ii) perform such duties and exercise such powers as the President may from time to time delegate to the Vice-President or the Board may prescribe.

(c) Secretary. The Secretary shall be a director and shall attend all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings. The Secretary shall (i) give, or cause to be given, when instructed, notices required to be given to members, directors and members of committees; (ii) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Club and all books, registers, papers, records, documents and other instruments belonging to the Club; (iii) maintain the calendar of events for the Club; (iv) maintain an official list of the Club's members and have a copy of such list at all meetings of the Board, members and committees of the Board; and (v) perform such other duties as from time to time may be prescribed by the Board.

(d) Treasurer. The Treasurer shall be a director and shall (i) keep, or cause to be kept proper accounting records as required; (ii) have the care and custody of all the funds and securities of the Club and shall deposit or cause to be deposited the same in the name of the Club in such bank or banks or with such depository or depositories as the Board may direct; (iii) under the direction of the Board supervise the safekeeping of securities and the disbursements of the funds of the Club; (iv) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Club;

(v) assist external auditors as needed; and (vi) perform such other duties as may from time to time be prescribed by the Board.

Section 5. Officers Holding Two or More Offices. Any two (2) or more of the above-mentioned offices, except those of President and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 6. Temporary Transfer of Powers and Duties. In case of the absence or illness of any officer of the Club, or for any other reason that the Board may deem sufficient, the Board may delegate and assign, for the time being, the powers and duties of any officer to any other officer or to any director.

ARTICLE VII

Indemnification

The Club shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, trustee or officer of the Club, or, while a director, trustee or officer, serves or served, at the request of the Club, any other Club, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Club has given its prior consent to such settlement or other disposition.

The Club shall advance or promptly reimburse upon request any director, trustee or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

ARTICLE VIII

Miscellaneous

Section 1. Form of Seal. The seal of the Club shall be in such form as the directors shall determine.

Section 2. Fiscal Year. The fiscal year of the Club shall run from September 1 – August 31, unless otherwise provided by the Board.

Section 3. Amendment. These by-laws may be added to, amended or repealed by the Board. Any by-laws adopted by the Board may be amended or repealed by a 75% majority vote of all eligible Delegates. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

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BY-LAWS AMENDED:

4/15/15 – Article II, Sections 2 and 3; Article III, Sections 2 and 7 (original deleted and replaced with Section 8); Article IV, Section 3 and Article VIII, Section 3