

**BY-LAWS
OF
BETHESDA SOCCER CLUB, INC.**
As Adopted on January 11, 1982
As Amended on April 15, 2003
As Amended May __, 2008

**ARTICLE I
NAME, PURPOSE AND OFFICE**

Section 1.01. Name. The name of the Corporation is Bethesda Soccer Club, Inc. (hereinafter "the Club").

Section 1.02. Purpose. The Club is organized as a nonprofit corporation under the general corporation laws of the State of Maryland to operate exclusively for charitable and educational purposes without regard to race, creed, color, sex or national or ethnic origin. More specifically, the Club is organized to:

- (a) Develop and promote the growth of and an appreciation for the game of soccer by providing opportunities for the youth of the greater Bethesda, Maryland, area to participate in organized programs of soccer by instilling the following values:
 - (1) Fair Play – Players, coaches and parents will be encouraged to demonstrate Fair Play in every game and every practice and behavior contrary to Fair Play will be actively discouraged;
 - (2) Club – Create a club atmosphere that encompasses more than high quality soccer but also embraces the culture where family is valued; service to the community; and fun, growth and learning is part of the process;
 - (3) Player Development – Players are developed to their fullest potential;
 - (4) Coaching Development – Coaches are developed to their fullest potential;
 - (5) Parental Responsibilities – Parents will support their players and coaches, establish with the coach a philosophy and direction compatible with the aspirations of the players, parents and coaches;
 - (6) Diversity – Every player and their family shall have an equal opportunity to participate on Bethesda teams regardless of race, creed, national origin, or ability to play;
- (b) Promote the education of children by providing a format for educational opportunities and encouraging interaction and cultural exchanges between young people of Bethesda and other regions of the United States and the world.

Section 1.03. Office. The principal office of the Club shall be located in Bethesda, Maryland.

ARTICLE II **MEMBERSHIP**

Section 2.01. Eligibility. Select level youth soccer teams in the Bethesda, Maryland, area whose players are in the age groups of 19 and under and who are committed to the principles set forth in Section 1.02 hereof shall be eligible for membership in the Club.

Section 2.02. Admission to Membership. Eligible select level youth soccer teams may make application for membership to the Secretary or other designated member from the Board. The Board of Directors shall have the responsibility to investigate and pass upon each application for membership in the Club, giving due consideration to the need to maintain a balance of age groupings among the Club's various teams so as to facilitate the principles set forth in Section 1.02 hereof. The Board of Directors shall also have like responsibility to investigate and pass upon any question concerning the retention of Club membership.

Section 2.03. Rights of Member Teams. Any member team of the Club shall be entitled to retain its membership so long as it remains eligible under Section 2.01 and is otherwise in good standing with the Club. All member teams that are in good standing with the Club shall be entitled to full participation in all Club activities and shall be, in all respects, possessed of the prerogatives associated with membership.

Section 2.04. Duties of Member Teams. All member teams of the Club are required to participate and play in the annual tournament sponsored by the Club, pay all fees, abide to Club policies and abide to the rules set forth for membership by the United States Soccer Federation, United States Youth Soccer Association, the Maryland State Youth Soccer Association and any respective league the team shall compete.

Section 2.05. Membership Fee. The fee for member teams shall be set by appropriate resolution of the Board of Directors.

Section 2.06. Powers of Member Teams. The membership of the Club shall meet annually to elect the Directors and the Officers of the Club. All other powers of the Club shall be vested in the Directors and Officers.

Section 2.07. Annual Meeting. The annual meeting of the Club shall be held in the first quarter of the calendar year and at such time and place as the Board of Directors shall designate.

Section 2.08. Notice. Not less than fourteen or more than thirty days before each annual meeting of the Club, the Secretary shall notify the coach and manager of each team of the date, hour and place of the meeting.

Section 2.09. Representatives of Member Teams. At or before the commencement of the annual meeting, the coach or manager of each member team shall provide the Secretary with the names of two persons, one of whom shall be entitled to vote on behalf of the team at the annual meeting ("team representative"). An individual may not represent more than one team. Each team shall be entitled to one vote that shall be cast by the designated team representative.

Section 2.10. Quorum, Adjournment. To constitute a quorum for the transaction of business at any annual meeting of the Club, a simple majority of the number of member teams in good standing must be present at the beginning of roll call.

Section 2.11. Proxies. There shall be no proxies recognized at an annual meeting of the Club.

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. Authority of Directors. The management of the affairs of the Club shall be vested in its Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Club by the Certificate of Incorporation subject, however, to the limitations set forth in the Certificate.

Section 3.02. Number of Directors. The initial Board of Directors shall consist of the three persons who were named in the Certificate of Incorporation dated April 7, 1981. Thereafter, the number of Directors shall consist of those designated under this Article of these Bylaws. Any change in the number of Directors shall not affect the tenure of office of any Director serving at the time of said change.

Section 3.03. Nomination, Election, and Tenure of Directors. The initial Board of Directors shall appoint the Board of Directors to serve until the first annual meeting of the Club. Thereafter, a slate of the Directors shall be proposed to the membership by the outgoing Board of Directors at the same time that notice is given of the annual meeting of the Club. Any person affiliated with any member team may propose alternative Directors provided that any such nominations are received by the Secretary in writing at least one week before the annual meeting. Directors shall be elected annually at the annual meeting by the membership of the Club. Those persons nominated as Directors receiving the greatest number of votes at the annual meeting shall be elected to the Board of Directors. The term of a Director so elected shall expire upon the election of his or her successor

Section 3.04. Board of Directors. The Directors of the Club shall be the following:

- (a) President;
- (b) Vice President - Boys Teams;
- (c) Vice President - Girls Teams;
- (d) Vice President – Youth Development Program;
- (e) Secretary;
- (f) Treasurer;
- (g) Three (3) Directors-at-Large;

Section 3.05. Terms of Office. The terms of office for each Director shall be two years. The terms shall be staggered so that there is continuity on the Board of Directors. The terms of office shall be staggered as follows:

- (a) Even years (2008, 2010, etc.): President, Vice President – Girls Teams, Secretary, one (1) Director-at-Large;
- (b) Odd Years (2009, 2011, etc.): Vice President – Boys Teams; Vice President – Youth Development Program; Treasurer, and two (2) Directors-at-Large.

Section 3.06. Vacancies. A vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his or her term, or by reason of an increase in the number of Directors

pursuant to Section 3.02 hereof, shall be filled by election of the remaining Directors. A Director selected to complete an unexpired term shall serve for the remainder of his or her predecessor's term.

Section 3.07. Removal. Any Director may be removed from office, with or without cause, by a majority of the Directors in office.

Section 3.08. Compensation. No Director of the Club shall receive, directly or indirectly, any salary, compensation, or fee in his or her capacity as a Director.

Section 3.09. Other Agents. The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

ARTICLE IV **MEETINGS OF DIRECTORS**

Section 4.01. Place of Meetings. Meetings of the Board of Directors shall be held at such places as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may specify.

Section 4.02. Regular Meetings. The Board of Directors may by resolution establish a schedule of regular meetings of the Board.

Section 4.03. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or a majority of all Directors.

Section 4.04. Notice. Notice of each meeting of the Board of Directors, specifying the date, hour and place thereof, shall be given no later than five days before the meeting, by e-mail, letter or telephone to the Directors. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to inadequate notice.

Section 4.05. Quorum, Adjournment. To constitute a quorum for the transaction of business at any meeting of the Board of Directors, a simple majority of the Directors in office must be present.

Section 4.06. Majority Vote; Voting. The acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board. Each member is entitled to one vote and may not carry any proxy.

ARTICLE V
DUTIES OF DIRECTORS

Section 5.01. President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Exercise general supervision over the affairs of the Club;
- (c) Keep the-Board of Directors fully informed, and freely consult with them concerning the activities of the Club;
- (d) Have the power to sign alone, unless the Board of Directors specifically requires an additional signature, in the name of the Club all contracts authorized either generally or specifically by the Board;
- (e) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 5.02. Vice Presidents. The Vice Presidents shall:

- (a) Coordinate with the various teams under their jurisdiction to ensure registration into the leagues and act as liaison and conduit of information between the teams and the leagues, including rescheduling, discipline matters and other administrative matters;
- (b) Act as the official representative or appoint a representative for the Club for all league functions and report any problems/issues between member teams and leagues;
- (c) Direct the development of players and coaches with responsibility to oversee and coordinate the programs under their jurisdiction;
- (d) Perform the duties of the President, as requested by the President, in the event of the President's absence;
- (e) In the event of the President's resignation or inability to perform his or her duties, a Vice President shall be elected by the Board of Directors to fulfill and complete the remainder of the term;
- (f) Exercise such other powers and duties as the President or the Board of Directors from time to time may assign to them.

Section 5.03. Secretary. The Secretary shall:

- (a) Act as secretary at all meetings of the Club and Board of Directors;
- (b) Keep the minutes of such meetings in the books proper for that purpose and provide copies of such minutes to the Board of Directors;
- (c) Attend to the giving and serving of all notices of the Club;

- (d) Perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors;
- (e) Authorize use of the Club's Maryland Sales Tax Exemption Certificate, subject to Section 8.04 hereof;
- (f) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 5.04. Treasurer. The Treasurer shall:

- (a) Have the custody of all funds and securities of the Club, which may come into his or her hands;
- (b) Keep or cause to be kept full and accurate accounts of receipts and disbursements of the Club;
- (c) Prepare an annual budget for the Club in such form and detail as the Board of Directors may require;
- (d) Deposit all moneys and other valuable effects of the Club in the name and to the credit of the Club in such banks or depositories as the Board of Directors may designate;
- (e) Render to the Board of Directors a statement of accounts and of the Club's financial condition, in such form as the Board of Directors may require at least quarterly, and whenever the Board may require;
- (f) Present a full report at the annual meeting of the Club and such other reports as the Board of Directors shall request;
- (g) At all reasonable times exhibit the books and accounts of the Club to any Director or Officer of the Club,
- (h) Perform such other duties incident to the position of Treasurer as shall from time to time be assigned to him or her by the Board of Directors.

Section 5.05. Directors-at-Large. The Directors-at-Large shall:

- (a) Chair and/or oversee various committees organized within the Club for the following programs:
 - (1) Communications, internal and external for the Club;
 - (2) Family & Community Program;
 - (3) Field Development & Fund Raising;
 - (4) Fields & Equipment;
 - (5) ?????

- (b) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

ARTICLE VI **COMMITTEES**

Section 6.01. Formation. The Board of Directors may, from time to time, create such Committees as the Board desires.

Section 6.02. Members. The members of each Committee shall be appointed by the Board, and shall serve at the pleasure of the Board. The members of each Committee may, but need not, be chosen from among the members of the Board of Directors.

Section 6.03. Reports. Each Committee shall report to the Board in such form and at such times as the Board may require 6.02.

ARTICLE VII **FINANCIAL ADMINISTRATION**

Section 7.01. Fiscal Year. The fiscal year of the Club shall end on the last day of September in each year, unless otherwise fixed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts. All checks, orders for the payment of money, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President or Treasurer.

Section 7.03. Insurance. The Club may purchase and maintain insurance on behalf of itself or any person who is or was a Director, Officer or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

Section 7.04. Sales Tax Exemption Certificate. The Secretary shall authorize use of the Corporation's Maryland Retail Sales Tax Exemption Certificate. If a team uses the Exemption Certificate for non-exempt purchases, the Secretary shall forthwith revoke its authorization and deny that team the privilege of using the Certificate and shall report this action promptly to the President of the Club.

ARTICLE VIII **AMENDMENTS**

Section 9.01. Amendments. These By-Laws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board of Directors.

Section 9.02. Proposal of Amendments. Any proposed amendment shall be presented to the Board of Directors at a scheduled meeting and accompanied by a statement of purpose for the proposed change. The Board will vote on the proposed amendment at the next subsequent meeting of the Board.

ADOPTION

These By-laws were approved and adopted on January 11, 1982, by the Board of Directors listed below:

Peter J. Selwood

James S. Campbell

Dennis M. Flannery

These By-laws were duly amended on April 15, 2003.

Fred Osher, Secretary

These By-laws were duly amended on May __, 2008.

Robert Pilato, Acting Secretary