

**BYLAWS
OF
LITCHFIELD SOCCER CLUB, INC.**

(hereinafter referred to as the "Corporation" or the "Club")

**ARTICLE I
Membership**

Section 1 - Classes: The membership of the Corporation shall consist of two classes of membership: Senior Members Junior Members. The Members of each class shall become Members of the Corporation and have such rights, privileges and qualifications as are set forth in the Certificate of incorporation and these Bylaws, when appointed as such by the Board of Directors (hereinafter the "Board") in accordance with these Bylaws. Every person applying to the Board of Directors for membership shall be accepted into one of said classes of membership.

Section 2 - Senior Members: Senior Members shall be at least *eighteen* (18) years of age and shall pay dues, attend meetings, vote and participate in regular Club activities.

Section 3 - Junior Members: Junior Members shall be under eighteen (18) years of age and shall not pay dues or vote. Junior Members shall participate in the Club's soccer programs.

Section 4 - Procedure for Appointment of Members: In order to be proposed for membership a candidate must submit an application in writing to the Board of Directors. The Board shall determine to which class of membership each candidate shall be appointed.

Section 5- Notification of Appointment to Membership: Any candidate who is approved for membership shall be notified in writing by the Secretary of the corporation. A candidate who is accepted for membership and actually receives such notice but does not signify acceptance of membership within twenty-one (21) days after receipt of such notice shall be deemed to have declined membership unless the Board extends such time. A candidate who receives such notion and accepts membership but fails to pay the first year's membership dues within the time specified in writing to him in accordance with rules established by the Board shall likewise be deemed to have declined membership.

ARTICLE II

Termination and Discipline of Members

Section 1 - Termination for cause: The Board may terminate the membership of any person in the Corporation for nonpayment of dues or for willful conduct detrimental to the Corporation or its members. Such conduct shall include, without limitation, damaging Corporation property or any action which publicly brings disrepute or censure on the Corporation.

Section 2 - Procedure and Remedy: The notice of any Board meeting at which it is proposed to terminate a membership shall contain the name of the member in question and the reason for such proposed termination. At the meeting, the member in question shall be entitled to appear and rebut any accusations, but no such member shall be entitled at any time to bring in legal counsel or any other representative to such meeting. The Board may in its discretion decide to terminate membership or take disciplinary action as provided in Section 3 below.

Section 3 - Discipline of Members: The Board shall make such rules and regulations prescribing disciplinary measures to be taken with respect to any member who fails to abide by Corporation rules or abuses his (or her) privileges. Such rules may include suspension of all or some privileges for an appropriate time.

ARTICLE III

Meetings of Members

Section 1 - Annual Meetings: The annual meeting of the Corporation shall be held during January of each year, at such place as shall be determined by the Directors, for the purpose of electing Directors, and for the transaction of such other business as may properly come before the meeting. Failure to hold any annual meeting as hereinabove provided shall in no way affect the validity of any corporate action and a substitute annual meeting may be called by the Board or by the President.

Section 2 - Special Meetings: Special meetings of the *Senior* Members may be called at any time by the President or by a majority of the Board, and it shall also be the duty of the President or Secretary to call such a meeting upon the written request of not less than ten Senior Members entitled to vote at the meeting stating the purpose thereof. A notice of such special meeting, stating the time, place and purpose, shall be given in the same manner as prescribed for the notice of annual meetings.

Section 3 - Notice of Meeting: Written notice of the time, place and purposes of all annual or special meetings shall be given by the President or Secretary, not less than seven nor more than fifty (50) days prior to the date of the meeting to each Senior Member of the Corporation by delivering such notice personally, or by leaving a copy thereof at his

residence or usual place of business, or by mailing said copy addressed to him at his last known post office address as it appears on the books of the Corporation.

Section 4 - Quorum: At all meetings of Senior Members a quorum shall consist of those Senior Members present in person or by proxy entitled to vote at such meeting. Those present at any duly called meeting may adjourn the meeting to a later time .without further notice, and the actions of the meeting to which adjournment is taken shall be valid as if taken in the first instance. The affirmative vote, at a meeting of Senior Members duly held and at which a quorum is present, of a majority of the senior Members represented at such meeting entitled to vote on the subject matter shall be the act of the senior Members

Section 5 - Proxies: Any Senior Member may, by written proxy, authorize an agent to vote on his behalf at all meetings. Such proxy shall entitle the person then authorized to vote at all meetings held within eleven months from the date of execution, unless revoked in writing or unless otherwise specified, and no longer unless a longer term be expressly provided therein.

Section 6 - Voting Rights of Members: Only senior Members shall be entitled to vote at any annual or special meeting of the Corporation. Junior Members shall enjoy the privilege of participating in the Club's soccer programs. Any question regarding eligibility to vote shall be resolved and determined by the Board, and its decision shall be binding and conclusive.

ARTICLE IV

Board of Directors

Section 1 - Authority and Composition: The activities, property and affairs of the Corporation shall be under the care and management of a Board of not less than three (3) and not more than eleven (11) Directors, who shall be Members of the Corporation. At each annual meeting the Senior Members shall determine the number of Directors to be chosen for the ensuing year and shall elect the number so determined, who shall hold office until the next annual meeting and until their successors are elected. If the slate of candidates does not permit the election of the number of Directors fixed by the senior Members, or if the senior Members for any reason fail or decline to set the number, then the number shall be fixed at five (5) for the year.

Section 2 – Eligibility: Senior Member shall be eligible for election as a Director of the Corporation in accordance with the provisions set forth below. A Senior Member completing a term as a Director shall be eligible for reelection upon the expiration of such term.

Section 3 - Procedures for Election: In October of each year the Board shall appoint; a Nominating Committee consisting of three senior Members for the purpose of nominating senior Members for election to the Board. The Nominating committee shall give notice to

the Directors at least fifty (50) days before the annual meeting of its slate of candidates, all of whom shall have signified their willingness to serve as Directors. The Directors shall include the slate of candidates in the notice of meeting to Senior Members.

(a) Other Senior Members may be nominated for election to the Board by written proposal, signed by at least five senior Members and delivered to the Secretary at least ten days prior to the annual meeting, which proposal shall contain the names of all Senior Members presenting such nomination. The Secretary of the Corporation shall give notice of all such other nominations to the Board at least three days before the annual meeting.

(b) No Senior Member shall be eligible for election to the Board unless his name shall have been proposed in the foregoing manner and notice given as provided above.

Section 4 - Vacancies: Any vacancy in the Board may be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board, although less than a quorum. Any Senior Member so elected by the Board shall hold office until the next annual meeting and until his successor shall be elected.

Section 5 - Meetings: The annual meeting of the Board shall be held immediately following the annual meeting of Senior Members. Special meetings of the Board shall be held at the call of the President. At least two days' notice, written or oral shall be given to each Director and such notice if written shall be sent by mail, postage prepaid, to his home address appears in the corporate records, or at such other address as he may designate which shall be recorded by the Secretary. The President or the Secretary shall call a special meeting of the Board, with like notice, whenever requested in writing by two or more Directors.

Section 6 - Quorum: A majority of the Board shall constitute a quorum, and the vote of a majority of those present at meetings at which quorum is present shall be the act of the Board. If there shall not be a quorum present at any duly called meeting, those present may adjourn the meeting from time to time until a quorum is present, and the actions of the meeting to which adjournment is taken shall be valid as if a quorum had been present in the first instance. If a quorum is present, business may be transacted without further action.

Section 7 - Action by Consent: Any action which would be taken at a meeting of the Board may also be taken without a meeting by the unanimous consent thereto of all the members of the Board, evidenced by signed writings submitted to the secretary.

Section 8 - Removal: Any Director who is absent from three consecutive meetings of the Board, unless he shall have previously obtained permission from the Board, shall cease to be a member of the Board. Any Director may also be removed from office by affirmative vote of a majority of those senior Members entitled to vote at a special meeting of the Senior Members called for such purpose provided notice of such

proposed removal is included in the notice of the meeting.

Section 9 - Enactment of Rules: The Board may from time to time adopt, and enforce rules and regulations for the operation and management of the Corporation which shall be consistent with the provisions of these Bylaws

ARTICLE V

Officers

Section 1 - Number and Election: The officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers, including one or more Vice Presidents, as may from time to time be elected or appointed by the Board, such other officers to have such power and perform such duties as may be determined by the Board. The officers shall be elected by majority vote of the Board at its annual meeting immediately following the annual meeting of Senior Members and shall hold office for one year and until their successors are elected. In the case of the death, resignation, or removal from office of any officer, the Board may elect a successor, to hold office until the next annual meeting and until his successor shall be elected.

Section 2 - President: The President shall be the chief executive of the Corporation. He shall preside at all meetings of the Senior Members and of the Board at which he is present. He shall have the general powers and duties usually vested in the office of president of a corporation, including the appointment of committees as he may deem appropriate or as the Board may authorize or as may be otherwise required. He shall sign all written contracts and obligations of the Corporation unless the Board otherwise prescribes.

Section 3 - Vice President: Any Vice President shall work and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time. Each vice President, under the direction of the President, may be assigned to be in charge of specific programs and areas in the operation of the Corporation. A Vice President shall act in place of and for the President in the event of the latter's absence or if a vacancy exists, unless there is a Chairman of the Board in office.

Section 4 - Secretary: The Secretary shall attend the meetings of the Senior Members and Directors and shall record in the record book of the Corporation the proceedings of the Senior Members and Directors at their respective meetings. He shall maintain membership records, shall notify the Senior Members and Directors of their respective meetings in accordance with these Bylaws and shall perform such other duties as are usually incident to his office or as the Board shall from time to time prescribe.

Section 5 - Treasurer: The Treasurer shall have the custody of all funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the

Directors may choose; he shall collect all dues and other income, he shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Board; he shall at all reasonable times keep his books and accounts open to any Director or Senior Member of the Corporation and shall be prepared to give such financial reports as the Board may require; and he may be required by the Board to give a surety company fidelity bond.

Section 6 - Chairman of the Board: The Board may in its discretion elect from the membership of the Corporation a Chairman of the Board who shall discharge the duties of the President in case of his absence or during a vacancy in the office and may perform such other duties and functions as may be designated by the Board.

Section 7 - Vacancies: Any vacancy in any office of the Corporation may be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board. Any officer so elected by the Board shall hold office until the next annual meeting of the Senior Members of the Corporation and until election of his successor. In the case of the absence of any officer, or for any reason the inability of an officer to act, the Board may appoint one of its members to perform the duties of such officer during the period of his absence or inability to act.

Section 8 - Removal: Any officer may be removed from office by a majority vote of the Board or by a majority of the total number of Senior Members entitled to vote at a special meeting of the Senior Members called for such purpose, provided such removal is approved by affirmative vote of a majority of the total Board. Removal of an officer shall constitute removal of that person as a member of the Board.

ARTICLE VI

Prohibition against Sharing in Corporate Earnings

Section 1 - No member of the Board of Directors, officer or other person having any personal or private interest, directly or indirectly, in the activities, affairs, assets or property of the Corporation, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this shall not prevent the payment to any such person of actual expenses incurred on behalf of the Corporation and such reasonable compensation for services actually rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

ARTICLE VII

Dues

Section 1 - Annual Dues: Annual membership dues for Senior Members shall be fixed and determined by the Board from time to time. The amount of such dues payable and any variations or waivers thereof shall be solely within the discretion of the Board. All

questions as to whether a member is being charged the proper amount of dues shall be determined by the Board.

Section 2 - Payment: All membership dues shall be due and payable annually in advance when billed.

Section 3 - Notice and Collection: The Treasurer shall give written notice of all dues and assessments to the Senior Members liable therefore at least fifteen (15) days before the date fixed for payment. He shall thereafter proceed to collect the amounts due from the various Senior Members, and may use all lawful means to enforce the payment of all dues and assessments.

Section 4 - Termination for Nonpayment: Should any Senior Member fail to pay all dues and assessments within ninety (90) days after the date on which they are due, the Treasurer shall report the names of such Senior Members and the amount due to the Board. If the Board so authorizes, then the Treasurer shall give notice to such delinquent Senior Member that all such dues and assessments must be paid within thirty (30) days or the Senior Member will be recommended to the Board for termination of membership. If the Senior Member fails to pay all such amounts due within the thirty (30) days allowed, then the Board may either allow additional time for payment or, in its sole discretion, notify the Senior Member that termination of his (or her) membership will be proposed at the next meeting of the Board. The notice for such Board meeting shall include the proposal, to terminate the Senior Member's membership and will be voted upon at such meeting unless postponed by vote of the Directors until the next meeting of the Board. The vote of the majority of the entire number of Directorships terminating membership of a Senior Member for nonpayment of dues shall be effective to terminate such membership as of the date of such vote, or such other date as the Board may determine. Notice of termination shall be given in writing to the Senior Member by the secretary.

ARTICLE VIII

Protection of Officers and Directors

Section 1 - Limitation of Liability: No Director shall be liable to this Corporation except for his own acts, neglects and defaults in bad faith. No Director shall be liable out of his or her personal assets for any obligation or liability incurred by the Corporation or by the Directors. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2 - Indemnification: The Corporation shall, to the fullest extent permitted by the Connecticut Non-stock Corporation Act, as from time to time amended, and under' any other applicable law or regulation, indemnify each person whom it may indemnify pursuant thereto, and may provide such indemnification to persons and under circumstances not expressly covered by said Act.

Section 3 - Insurance: The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the Connecticut Non-Stock Corporation Act.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December of each year, until changed by the Board.

ARTICLE X

Section 1 - By Directors: The Bylaws of the Corporation may be altered, amended or repealed at any meeting of the Directors of the corporation by a majority vote of the total number of Directorships, provided that a statement of such proposed alteration, amendment or repeal has been included in the notice of the meeting.

Section 2 - By Members: The Bylaws of the Corporation may be altered, amended or repealed at any meeting of the Senior Members of the corporation by a majority vote of the Senior Members voting thereon, provided that a statement of such proposed alteration, amendment or repeal has been included in the notice of the meeting. Action of the Senior Members in making, amending, or repealing the Bylaws shall prevail over any inconsistent action previously taken by the Directors; but any proceedings had or steps taken pursuant to the Bylaws made, amended or repealed by action of the Directors prior to inconsistent action by the Senior Members shall be valid in all respects.

Amendments to Bylaws -

Passed 10/2/1994

1. Article III--Section 1--Annual meeting
 - a. The annual meeting shall occur in October, not January as stated.
2. Article IV--Section 1--Authority and Composition
This section to be replaced with:

- a. The activities, property and affairs of the Corporation shall be under the care and management of a Board of five (5) Directors who shall be Senior Members of the Corporation and shall be elected by the Senior Members of the Corporation.
 - b. At the Annual Meeting held in 1995, one director shall be elected or reelected to a one (1) year term, two (2) directors shall be elected or reelected to two (2) year terms, and two (2) directors shall be elected or reelected to three (3) year terms. Thereafter, at each Annual Meeting of the Senior Members, directors shall be elected or reelected to three (3) year terms to expire at the applicable Annual Meeting and upon the election of their successors.
3. Article IV --Section 3-- Procedures for Election
 - a. This section shall be removed from the Bylaws.
 4. Article IV --Section 4-- Vacancies
 - a. This section shall be Section 3, not Section 4.

Passed 11/6/1997

1. Article III – Section 1 – Annual Meeting
 - a. The annual meeting shall occur in November, not January as originally stated, nor October as previously stated
2. Article IV – Section 1 – Authority and Composition
 - a. Change: The Board of Directors shall consist of seven (7) Senior Members of the Corporation, not five (5) as previously amended.