

BREVARD BEACHSIDE SOCCER CLUB, INC.

BYLAWS

(Revised & Approved 10/25/16)

Article I: Corporation Name

The name of the Corporation shall be the BREVARD BEACHSIDE SOCCER CLUB, INC. (hereinafter “the Club”), formerly known as Satellite Beach Soccer Club, Inc. Any use of the Club name, team name or graphic identity in any form without the express consent of the Board of Directors is prohibited. The Corporation may maintain offices at such places within or without the United States as the Board of Directors (“the Board”) may, from time to time, determine.

Article II: Bylaws

These Bylaws establish the rules and guidelines by which the Club and its members shall operate. They may be amended and/or repealed at a scheduled meeting of the Board, by a two-thirds majority vote of the Board members present, provided there is a quorum. If a quorum is not available, the amendment and/or application for repeal shall be tabled until the next meeting of the Board. Each member of the Board must be sent by electronic or written means a notice and copy of the proposed change not later than ten (10) days prior to the scheduled meeting when the proposed change is to be considered. All amendments or repeals shall take effect immediately upon approval unless the Board, by a two-thirds majority vote, specifies an effective date.

Where the Bylaws explain how the Club operates, the Charter of Brevard Beachside Soccer Club, Inc. explains why. Whenever provisions of the Charter and these Bylaws conflict, the provisions of the Charter shall prevail. The Board of Directors shall take no action, even if otherwise permitted by these bylaws, to contravene the purpose or provisions of the Charter.

Article III: Purpose, Objectives and Powers

Section 1 Purpose and Objectives

This Club is organized for charitable, educational, and benevolent purposes and especially:

- a. To provide soccer programs for children, both boys and girls, which promote character development, good sportsmanship, fun, skill development and exemplary behavior;
- b. To promote an athletic, healthy environment for the youth of Brevard County, Florida and particularly the beachside communities of Brevard County, as well as any other nearby communities the Board designates that the Club shall also serve;
- c. To cultivate social interaction among its members and assist in improving the moral and social conditions of its beneficiaries;
- d. To purchase and own such equipment and other property as may be necessary for the Club; and for the purposes here and above specified to receive, manage, take, purchase and hold real, intellectual and personal property, by gift, contribution, grant, devise or bequest, and to receive and distribute any such gift, contribution, grant, devise or bequest in such manner determined by the Board and supported by these Bylaws.

Section 2 Powers

The Club shall have all powers granted to a not-for-profit Florida corporation. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to grant fee waivers and to make payments and distributions in furtherance of the purposes set forth. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- a. By a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding further provisions; or
- b. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding further provisions.
- c. Upon dissolution of the Club, the Board of Directors, shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all its assets exclusively for the purposes of the Club in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding further provision, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit of the Eighteenth Judicial Circuit, in and for Brevard County, Florida, exclusively for such purpose or to such organizations, as

said Court shall determine, which are organized and operated exclusively for such purpose.

- d. The Club may make charges to individuals, religious organizations, institutions, firms, corporations, foundations, agencies, grants or groups in such as shall be necessary to cover expenses and provide additional funds to make possible reasonable expansion and extension of its program and facilities in order to meet the objectives for which the Corporation was organized. Through such charges, the Club shall also attempt, as funds permit, to provide full or partial fee waivers (or scholarships) to players and families designated as recipients. The Board shall determine the number of scholarships available each season, but the President along with the Registrar will determine which players will be granted such requests for fee waivers.

Section 3 Contracts

The Board may authorize any agent or agents of the Club in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or may be confined to specific instances. This power includes the right to offer contracts by license and concession.

Section 4 Deposits

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may elect. Withdrawal checks shall be handled by the Treasurer according to the conditions and responsibilities of that office.

Section 5 Financial Records

The Club shall keep correct and complete accounts and records of accounts and shall keep minutes of the proceedings of its Board and any committees exercising any of the authority of the Board. All accounts and records of the Club and the financial records and accounts of any teams affiliated with the Club may be inspected by any member of the Board or their agent or attorney for any proper purpose, given reasonable notice no less than fourteen (14) days.

Article IV: Affiliations

The Club shall decide each year to which, if any, local, state, national, or international soccer association, league, or federation the Club shall become affiliated with. The Club

shall comply with the constitution and Bylaws of any affiliated organization, provided nothing therein would be in violation of the Club's Articles, Charter, or Bylaws.

Article V: Membership

Section 1 Membership Eligibility

Any person serving on the Board, in a volunteer capacity for the Club, Coach or Assistant Coach provided they are registered with the Club as evidenced by filling out the requisite FYSA risk management and background check, all employees of the Club, all players aged eighteen and over, and all parents of players under the age of eighteen registered in the Club (as either competitive, recreational, or youth development players) shall be considered a Member in Good Standing. Only members-in-good-standing are permitted to hold office in the Club, vote for Board members, or to coach, volunteer and attend monthly or special meetings of the Board.

Section 2 Member Conduct

No member will be involved in any activity, or conduct themselves in a manner which would undermine, embarrass, conflict with, damage or adversely affect the Club's stated purpose, objectives, financial resources, property, general reputation, and reputation of its Board and coaches. All members are bound to the terms and conditions set forth in these bylaws. Any activities or conduct that damages or adversely affects the Club, including malfeasance, misfeasance, and/or non-feasance in the conduct of a member's duties and responsibilities under these bylaws may subject a member to loss or reduction of membership status through Board action, a disciplinary hearing and/or other sanctions.

Section 3 Board Actions Against Members

The Board, by a two-thirds vote at any annual, monthly or special meeting, provided there is a quorum, may, for "reasonable cause", deny, revoke, remove or suspend member-in-good-standing status, designate an individual as a "member-not-in-good-standing" for any time period specified by the Board to be consistent with the purposes and objectives of the Club. The same such action may also be taken against groups of members. Prior to any restoration of member-in-good-standing status, the Board may require any such monetary restitution for financial losses, property damage, or other expenses, losses or damages caused or incurred by the member's malfeasance, misfeasance, or non-feasance as the Board deems necessary or prudent. The Board may also refer actions against members to the Club's Disciplinary Committee for a disciplinary hearing. "Reasonable Cause" shall be defined as being a violation of Article V, Section 2.

Section 4 Restoration of Member Status

Admission to, or the restoration of member-in-good-standing status in this Club shall be by a written application signed by the proposed member, and approved by a two-thirds vote of the Board at an annual or monthly meeting, provided there is a quorum.

Section 5 Membership Dues or Registration Fees

Except for those provided fee waivers by the Board according to Article III, Section 2 the Club shall charge all players dues (hereinafter “fees”) sufficient to cover all costs associated with participating in recreational or competitive soccer each season as determined through the annual budgetary process. Such fees may also include fees to promote the expected reasonable growth or expansion of the club and the general improvement of the Club under Article III, Section 2, paragraph D. The Club shall charge players such fees for each season the player is registered with the club, or annually where appropriate and customary.

Section 6 Soccer Registration Fees

The fees charged all recreational and competitive soccer players each season shall provide for:

- a. League and FYSA registration and insurance fees, including fees assessed by League and FYSA for club affiliation, other costs of player registration, and for coach registration and background checks;
- b. Scheduling of all games, including any necessary re-scheduling fees, fines, and penalties;
- c. Player and coach education and skill development, such as for a Technical Director, Director of Coaching, any Club Trainers appointed by the Board, workshops/seminars scheduled by the Board, and costs associated with coach licensing, education or development;
- d. Equipment, maintenance, supplies, club operating expenses, and utility fees necessary to provide safe and adequate facilities for soccer practices and games and to accommodate continued club growth.

The registration fees charged all recreational and competitive soccer players each season *may*, if the Board selects, also provide for:

- a. The services of referees at all games requiring referees by the Club’s home teams.
- b. Uniforms (but not shoes, shin guards or other apparel or equipment) and player trophies or medals;

Section 7 Other Fees for Developmental and Competitive Soccer

The Club shall charge all players registered for Developmental or Competitive Soccer additional fees sufficient to cover all other costs that may be incurred by the Club. Such fees may include uniform and referee fees if not included in registration fees, as well as any additional equipment fees, administrative, dual-registration, “change-of-status” and alternative registration fees, an affiliation fee and/or a percentage of or flat-rate charge against team sponsorship revenue.

The Club shall not pay the costs for trainers for Developmental or Competitive Soccer Teams or for any costs associated with travel or tournament play or for any costs associated with play outside of normal league play (including State Cup, Regional Cup, President Cup). Any fees or costs not specifically covered by registration or additional fees must be paid for by the individual player or by the team.

Each Developmental or Competitive Team Coach or Manager shall present at spring tryouts/ evaluation a budget for their players that includes player fees for tournament, referees, equipment, and training.

Section 8 Affiliated Members

The Club may charge an affiliation fee to all individuals wishing to use Club facilities and/ or equipment but who do not wish to become regular members of the Club, e.g. trainers giving private lessons for profit and their students if not members of the Club. Any individual wishing to provide private lessons must be registered as a coach with FYSA in the current seasonal year and pass the FYSA background check. Exceptions to this rule are any high school coaches who have been granted permission to coach on the fields.

Article VI: Organization and Officers of the Corporation

Section 1 Board of Directors

The Club shall have a Board of Directors, hereinafter referred to as “the Board”, comprised of a combination of elected positions that are filled through elections by the Club’s members-in-good-standing at the annual meeting, and appointed positions that are filled by the Board in consultation with and approved by a simple majority of the Board. Board members may hold more than one (1) position, but may have only one (1) vote in any matter called to a vote regardless of how many positions they fill. The Board shall consist of no less than five (5) members and no more than twenty-five (25) members.

The Board shall constitute the Brevard Beachside Soccer Club, Inc. governing body. It shall operate within the confines of the Charter and these Bylaws and shall not assume

any other authority or responsibilities. The Board shall serve as trustee for all Club assets and liabilities, establish objectives, ascertain the accomplishment of such objectives, approve and monitor budgets, establish fees, and accomplish all other functions required to fulfill the mission of the Club. The Board will maintain all permanent records of the Club. These records include, but are not limited to, the Articles of Incorporation, Charter, Bylaws, annual treasurer's reports and financial statements, minutes of all Board meetings, and membership roster.

All Board Members must abide by the conflict of interest policy described in Article XII whenever they have a personal or financial interest in the outcome of a discussion, decision, or vote.

Section 2 Officers of the Board

The following is a list of the titles and responsibilities of the ELECTED officer positions comprising the Board:

- a. President.** The President acts as the Club's Chief Executive and Operating Officer. When present, the President shall preside and facilitate at all Board and General Membership meetings. The President also serves as liaison to Brevard County Parks and Recreation, Brevard County School Board, Brevard County Commissioner, and the cities and municipalities served by the Club to represent Club interests for field access and funding for activities of the Club. Should a vacancy occur in any office other than the Presidency, the President may appoint a temporary successor until the next Board meeting.
- b. Vice-President.** The Vice-President acts in the absence of the President with the same authorities and responsibilities. In the event of a vacancy in the position of President, the Vice-President will fill the position of President and complete the term of office.
- c. Secretary.** The Secretary is responsible for recording the minutes of all meetings, and is the custodian of all permanent records, correspondence, and minutes of all Club meetings. The Secretary shall give notice of meetings when required and distribute minutes of all meetings to all Board members. The Secretary shall also serve as the Club's Historian.
- d. Treasurer.** The Treasurer shall maintain an accurate and current record of all Corporation monetary transactions and financial statements, receive all funds and maintain the Corporation bank account(s), and disburse funds and fees as approved by the Board. A Treasurer's report will be provided at all Board meetings; all written contracts and financial obligations must be approved by the Board and bear the signatures of two of the Board officers. Budget items are considered approved by the Board. Cash disbursement of less than two hundred

dollars (\$200.00) can be made by the Treasurer without the prior approval of the Board, and all such disbursements must be reported to the Board at its next meeting. Any non-budgetary expenses over five hundred dollars (\$500.00) must have approval of both the Treasurer and either the Club President or Vice President, and must be reported to the Board at its next meeting. The Treasurer is responsible for working with the Club accountant on tax reporting.

The Treasurer shall work closely with the competitive team coaches/ volunteers, and the Fund-Raising Coordinator to oversee all club and team sponsorships and to deposit all funds raised by competitive team sponsorships in the Club account(s) before disbursing the funds to the individual competitive team. The treasurer shall collect a budget statement from each competitive team coach or manager at the end of the calendar year.

All Club financial records, bank statements, funds, assets and liabilities may be audited and certified thirty (30) days prior to the annual elections at the written request of any one (1) member of the Board. The Board shall approve the selection of all auditors, attorneys or consultants. All Club financial records, funds, assets and liabilities must be transferred to any newly elected Treasurer, by the incumbent, within fifteen (15) days of the election of a new Treasurer. The Treasurer, in consultation with the Board, is responsible for directing and ensuring the preparation of an annual budget for approval by the Board no later than sixty (60) days following the annual meeting. The Treasurer is responsible for working with the Registrars to establish, for each season, appropriate registration, uniform and any other fees determined by the Board.

- e. **Competitive Registrar.** The Competitive Registrar shall be responsible for ensuring all competitive players, coaches, volunteers, officers, affiliated members and teams are properly registered with any FYSA league chosen by each team to play. The Competitive Registrar shall also be responsible for verifying player, team and coach membership, eligibility and club affiliation. For all dual rostering and/or transfers of players, whether temporary or permanent, the gaining coach must obtain the approval of the Registrar and adhere to the relevant FYSA league's policies and procedures. The Competitive Registrar may dissolve, with Board approval, any team which fails to meet or falls below, at any time, the minimum standards for team eligibility under FYSA league or Club guidelines as set forth in Article X. It is the responsibility of the Registrar to ensure sufficient players are registered and that all teams are certified as eligible for league play at least three days in advance of all deadlines requiring a financial commitment by the Club. If deemed necessary, the Board may appoint one or more Assistant Registrars who shall report to the Competitive Registrar. The Board is authorized to pay qualified individuals to fill this position provided no qualified volunteer is available or if deemed appropriate by the Board.

- f. Recreational Registrar.** The Recreational Registrar shall be responsible for ensuring all recreational players, coaches, volunteers, officers, affiliated members and teams are properly registered with FYSA and BYSL or GCFL, and for verifying player, team and coach membership, eligibility and club affiliation. For all dual rostering and/or transfers of players, whether temporary or permanent, the gaining coach must obtain the approval of the Registrar and adhere to all league and FYSA policies and procedures. The Recreational Registrar may dissolve, with Board approval, any team which fails to meet or falls below, at any time, the minimum standards for team eligibility under FYSA, BYSL or GCFL, or Club guidelines as set forth in Article X. It is the responsibility of the Recreational Registrar to ensure sufficient players are registered and that all teams are certified as eligible for league play at least three days in advance of all deadlines requiring a financial commitment by the Club. If deemed necessary, the Board may appoint one or more Assistant Registrars who shall report to the Recreational Registrar. The Board is authorized to pay qualified individuals to fill this position provided no qualified volunteer is available or if deemed appropriate by the Board.
- g. Club Ambassador/ League and AGM Representative.** The League Representative shall attend all League meetings and is responsible for the following: Representing the Club's policies and decisions, Reporting all actions discussed and presented at League meetings (including the voting record), and serving as liaison to any leagues or other organizations in which Club teams participate. This Director may serve on the Board of Directors for such leagues and organizations provided that doing so does not conflict with his or her fiduciary duty to the Club.
- h. Director of Fields and Equipment.** The Director of Fields and Equipment is responsible for obtaining the use of the fields for practices and games, and for organizing the pre-season maintenance and layout of fields. The Director of Fields and Equipment is responsible for insuring the adequate condition of Club equipment, property and supplies necessary to the Club's mission and goals. The Director of Fields and Equipment shall also be responsible for maintaining accurate and current inventories of all Club non-monetary assets. These assets include, but are not limited to: balls, corner flags, goals, goal nets, cones, pinnies, keys, storage facilities and field-marking equipment and supplies. This Director shall oversee any personnel paid to line or maintain the fields, and will also oversee the preparation of the fields for games using corner flags, anchoring the goals, as well as off-season maintenance of goals and fields. The Director of Fields and Equipment is also specifically responsible for the following: The pre-season issuing and post-season collection of returnable equipment and assets from coaches; providing a written report on the condition of Club equipment at the request of the Board; conducting a joint inventory and transferring all Club

equipment and supplies to any newly elected Director of Fields and Equipment within 30 days of that election.

- i. Volunteer Coordinator.** Volunteer Coordinator is responsible for recruiting and filling all vacancies for actual or proposed volunteer positions, including but not limited to Board positions, and working with the Recreational DOC to find recreational coaches.
- j. Picture and Trophy Coordinator.** The Picture and Trophy Coordinator is responsible for scheduling a picture day and make-up day at least annually for individual and team pictures. The Picture and Trophy Coordinator is also responsible for selecting and ordering sufficient trophies for all recreational players, and for such age groups of competitive players as the Board may designate. The Coordinator shall distribute all such trophies to coaches before the last game of each season.
- k. Webmaster.** The Webmaster shall maintain, update, and revise the official club website in a timely manner to promote accurate information and awareness of club, team, and player activities and events.
- l. Club Scheduler.** The Club Scheduler shall be responsible for the scheduling, rescheduling, and cancellation of games in-house, in BYSL, and in any league in which the club or its teams participate. The Club Scheduler shall be the point of contact for GCF scheduling and coordinate all schedule changes with the referee assignor. The Club Scheduler may also coordinate with the Competitive DOC and Webmaster to organize the competitive tryout schedule and post the schedule on the Club website, and work with the Recreational and Competitive DOCs and Director of Fields and Equipment to coordinate field usage.
- m. Uniform Coordinator.** The Uniform Coordinator shall be responsible for maintaining accurate and current inventories of all Corporation non-monetary uniform assets and for insuring that full payment from teams or players has been received prior to the disbursement of uniform assets. The Uniform Coordinator is responsible for working with the Board to develop, let and produce annual uniform bids for the Club and for disposing of excess uniform inventories in a manner approved by the Board. The Uniform Coordinator must also conduct a joint inventory and must transfer all corporation uniform assets to any newly elected Uniform Coordinator within thirty (30) days of that election.
- n. Fund-Raising Coordinator.** The Fund-Raising Coordinator shall be responsible for soliciting sponsors from the local community to provide financial resources, other than those obtained through registration, to support the operation of the Club. The Fund-Raising Coordinator is responsible for the development, ordering, pricing and marketing of Club logo apparel and equipment to be sold to raise funds for the club. This Coordinator is responsible for working with the Board to review and establish sponsorship levels each season and to make sure that all

sponsors are appropriately recognized on the club's website and/or in other ways approved by the Board. This Coordinator must work closely with all competitive teams to ensure that all competitive team sponsors are recognized.

- o. Marketing Coordinator.** The Marketing Coordinator shall be responsible for promoting the Club in all age-appropriate venues and media outlets to foster the ongoing membership of the Club and report on club news and successes.

Section 4 Appointed Officers.

The following is a list of the titles and responsibilities of the positions on the Board of Directors appointed by the President and approved by a simple majority of the Board. The President, with the approval of the Board, may further subdivide or consolidate the duties and responsibilities of these positions on a temporary basis according to the needs, purposes and objectives of the Club. In lieu of filling an appointed position on the Board, the Board may choose to contract with, on a fee-for-service basis, individuals, corporations, or municipal entities (such contractors shall not hold positions on the Board) for any of the following positions and services:

- a. Referee Assignor.** The Referee Assignor shall be responsible for obtaining and scheduling referees for scheduled games and for resolving scheduling problems with the Club Scheduler.
- b. Technical Director.** The Technical Director will provide leadership, knowledge, and expertise to the Club in the sport of soccer. The Technical Director will report directly to the Board and will work in close cooperation with the Recreational and Competitive Directors of Coaching and Club Trainers to provide age-appropriate skill development and training sessions open to all players and coaches in the club. The Technical Director will also provide regular clinics and coaching sessions for all coaches and interested members of the Club. The Board shall consult the Technical Director before making decisions about the fielding of all competitive teams and before selecting coaches for competitive teams. Due to the competitive nature of this position and the responsibilities and expertise required, the Technical Director may be a paid position.
- c. Recreational Director of Coaching (DOC).** The Recreational Director of Coaching shall work closely with the Technical Director and serve as the liaison between recreational teams and the Board. The Recreational DOC will work with the Volunteer Coordinator to recruit volunteer coaches for all recreational teams. All requests for recreational teams to compete in tournament play will be routed through the Recreational DOC to the Board for review. The responsibilities include: working with the other Board members to ensure coaches in their division have rosters, schedules, uniforms, practice fields/ times and sufficient equipment; and ensuring the coordination of player and coach attendance at skill-development

sessions provided by the Technical Director and any coach educational sessions the Board may require. Due to the competitive nature of this position and the responsibilities and expertise required, the Recreational DOC may be a paid position.

- d. **Competitive Director of Coaching (DOC).** The Competitive Director of Coaching shall work closely with the Technical Director and act as liaison between competitive teams within the Club and the Board. The responsibilities of the Competitive DOC shall include: working with the other board members to ensure competitive team coaches have rosters, pass cards, schedules, uniforms, practice fields and sufficient equipment, organizing the participation of coaches and parents in their age group in pre-season field preparation, working with the Board and Technical Director to find coaches and trainers for Board-Initiated Competitive Teams and to consider applications from independent coaches and trainers wishing to initiate, organize, assist, join and continue with pre-existing competitive teams within the Corporation. Due to the competitive nature of this position and the responsibilities and expertise required, the Competitive DOC may be a paid position.
- e. **Club Trainers.** The Board may appoint one or more Club Trainer positions for the Club's Recreational and Competitive Soccer Teams as the Board deems necessary or helpful to club development. Club Trainers will report directly to the Technical Director.
- f. **U4 Developmental Program Coordinator.** The coordinator is responsible for the U4 Developmental program designed to introduce 2 to 4 year olds to the joy of soccer. Due to the responsibility and expertise required, the U4 Developmental Program coordinator may be a paid position.
- g. **Youth Development Program Coordinator.** The YDP coordinator works with the Technical Director and Recreational DOC to implement the Youth Development Program for U6 and U8 age groups, providing appropriate training and game experiences for players as well as providing assistance and development to volunteer coaches. Due to the responsibility and expertise required, the Youth Development Program Coordinator may be a paid position.
- h. **Assistant Registrars.** The Board may appoint one or more assistant registrars to offer support and assistance to the competitive and/ or recreational registrars.
- i. **Health and Safety Advisor.** The Health and Safety Advisor will advise the Board and the Club on any issues affecting the health and safety of the youth players in the club. The Health and Safety Advisor will maintain a First Aid Kit at each field, update the health information in the coaches' handbook, serve as the point of contact for any health or safety initiatives approved by the Board, and

offer education and/or training on any Health and Safety issues requested by the Board.

- j. **Director at Large.** Directors at Large are responsible for assisting other Directors in their positions and roles and participating in any special projects, activities, or committees the Board designates.

Article VII: Elections/Appointments/ Voting

Section 1 Scope

Members-in-Good-Standing are only entitled to vote on the election of the Board of Directors. All other Club decisions will be the exclusive purview of the Board of Directors.

Section 2 Method of Elections

The elected positions of the Board shall be filled via staggered 2 year terms by the vote of the Club's members-in-good-standing at the annual meeting of the Corporation in November. A simple majority shall decide the election, except as described in Article VII, Section 5 for community members nominated without meeting the requisite criteria for nomination. Members must be present to vote. The elected members of the Board will serve two (2) years from the first day of January following the election through December of the following year.

An eligible voter is any Board member, Coach, Assistant Coach, Team Manager or Volunteer who has been a member-in-good-standing of the Club for at least two (2) seasons within the last two (2) calendar years prior to the vote. Additionally, each current registered player is entitled to one vote exercised by a parent or legal guardian, provided the parent or legal guardian has been a member-in-good-standing for at least two (2) seasons within the last two (2) calendar years prior to the vote. Current registered players 18 years or older who have played in the Club for at least two (2) seasons within the last two (2) calendar years prior to the vote must cast his or her own vote. The Secretary or Registrar shall certify all voting members prior to any vote of the general membership.

Board positions up for election in even years: President, Secretary, Competitive Registrar, Club Ambassador, Club Scheduler, Uniform Coordinator, Marketing Coordinator

Board positions up for election in odd years: Vice-President, Treasurer, Recreational Registrar, Director of Fields and Equipment, Volunteer Coordinator, Picture and Trophy Coordinator, Webmaster, Fundraising Coordinator

Section 3 Voting

The elected members of the Board shall be elected by written ballot. The results will be made known the night of the annual election. All challenges with regard to the conduct of the election or the election results shall be made known and resolved by the Board prior to the conclusion of the Annual Meeting.

Section 4 Transition of New Board

Following the annual elections in November, the month of December will serve as a transition month for any incumbents who are completing their term and their newly elected replacements on the board.

Section 5 Eligibility and Nomination

A member eligible for nomination, election or appointment shall have been a member-in-good-standing of the Club for at least ninety (90) days prior to the election. Additionally, a community member who has not met this criteria may be nominated but must carry a two-thirds majority vote in order to be elected to a Board position. At the meeting prior to the annual meeting and on the Club's official website, the Club President shall announce that nominations for the elected Board positions must be submitted to the Secretary no later than fifteen (15) days prior to the Annual Meeting. Consent of all individuals is required prior to placing their name into nomination. The Secretary will post the slate of nominations on the Club's official website no later than fifteen (15) days prior to the annual meeting. At that annual meeting, additional nominations may be added from the floor, provided the prospective nominees consent to have their name placed for nomination.

Section 6 Appointed Board Members

All appointed positions on the Board of Directors are to be filled by the Club President and approved by a simple majority vote of the Board. During the annual elections, the Club President will inform the Club's membership that individuals wishing to be considered for, or released from an appointed position, should advise the Secretary before the next Board meeting. During the last meeting of the existing Board, the status of the appointed positions will be reviewed, to determine if any appointed member shall be replaced. During the first meeting of the newly constituted Board, the Club President, in consultation with the Board, will make the necessary selections to fill all vacant appointed positions. The new appointees will be announced and begin their terms immediately.

Section 7 Vacancies

Should an elected Board Member or an appointed member of the Board of Directors resign their position or be removed by the Board or Disciplinary Committee, a vacancy

shall be declared by the Board. The Club President with approval by a simple majority vote of the Board shall select a replacement from the Club's eligible membership to complete the unexpired term of office. In the event the vacancy occurs suddenly between regular meetings of the Board, the President may appoint a temporary replacement to serve until the next regular meeting of the Board, where the Board may approve by a simple majority vote the appointee. The replacement shall have all the duties and responsibilities specified herein, including the authority to vote as a Member of the Board.

Section 8 Removal of Board Members from Office

Any Board member may request that the Board consider the removal from office of any member of the Board of Directors. Within two (2) weeks of the written request of the President or any Board member, the Club President (or Vice President if the action is against the Club President) shall call a special meeting of the Board to consider the request to remove an elected Board member from office. By a two-thirds majority vote of eligible members of the Board, any Board Member or Appointed Board Member may be removed from office for any of the following reasons:

- a. Malfeasance, misfeasance, non-feasance and failure to perform their assigned duties or for actions or conduct in violation of Article V, Section 2.
- b. Un-excused absence from two (2) or more Board meetings. Reasons for planned absences shall be given to the Club President verbally, in e-mail or in writing at least twenty-four (24) hours prior to the meeting. Reasons for absences due to personal or professional emergencies shall be given to the Club President prior to the next scheduled Board meeting.
- c. For speech or actions which are contrary to the Corporation's Purpose and Objectives as stated in Article III, in Article V, Section 2 or Article IX.

Section 9 Removal of Coaches or Volunteers

In addition to the powers provided the Club Registrar under Article 6, Section 3, paragraphs e and f, any Coach or Assistant Coach of an existing team or Volunteer may be removed from his or her position and any existing team may be disbanded at any meeting of the Board by a 2/3 majority vote of the Board members, provided there is a quorum. The Club President may immediately suspend any Coach, Assistant Coach, or Volunteer from their position pending an investigation by the Board or Disciplinary committee. Within two (2) weeks of the suspension, the President must refer the matter to the Board or Disciplinary committee. Final removal from a position shall be with a 2/3 majority vote of the Board, provided a quorum is present.

Article VIII: Meetings

Section 1 Meeting Procedure

Meetings shall be conducted using an abbreviated form of Robert's Rules of Order as follows:

- a. Each agenda item shall be either addressed or tabled to a future meeting.
- b. Each agenda item shall be briefly introduced.
- c. There shall be a reasonable opportunity for discussion and expression of different viewpoints.
- d. Board members shall use their best efforts to build consensus.
- e. Motions shall be put forth. All seconded motions shall receive a vote.
- f. Simple majority vote shall determine the outcome of an issue, except when otherwise required by the Charter or by these Bylaws.

Section 2 Annual Meeting

The Annual Meeting of the members of the Club shall be held each year in November, at the date, time, and place chosen by the Board of Directors for the purpose of electing Board members, and transacting such other business as may properly come before the meeting. Announcement of the meeting on the Club's official website and by any other means chosen by the Board shall take place no less than thirty (30) days prior to the meeting.

Section 3 Monthly Meetings

The Board of Directors shall meet monthly. Monthly meetings shall be held at the date, time, and place chosen by the Board of Directors for the purpose of transacting such business as may properly come before the Board of Directors. Such Monthly Meetings of the Board shall be open to all members-in-good-standing of the Club. The Board may adjourn and reconvene in Closed Session whenever necessary and permitted by Statute. Sessions shall be closed to the General Membership when the Board discusses personnel matters (i.e. coaches, players, officers, and when considering disciplinary matters).

All monthly meetings shall have a described Order of Business as follows:

1. Roll Call/Sign In
2. Minutes of Previous Meeting
3. Treasurer's Report
4. Other Board Member Reports

5. Committee Reports
6. Old Business
7. New Business
8. Adjournment

When different from the above Order of Business, the Club President or the Secretary shall present an Agenda at the start of the monthly meeting.

Section 4 Special and Emergency Meetings

Special or Emergency Meetings of the Board of Directors may be called as follows:

- a. At the call of the President with written, telephone or electronic notification to all Board Members.
- b. At the written request of four (4) Board members and with written, telephone or electronic notification to all Board Members.

No other business other than that specified in the notice may be transacted at special or emergency meetings. All business conducted by the Board during a Special or Emergency Meeting must be reviewed at the next monthly Board meeting and any decisions of the Board may be revoked, rescinded, modified or canceled by a two-thirds vote of Board members present, provided there is a quorum.

Section 5 Quorum

- a. Meetings of the Board of Directors: Except as otherwise provided herein, or by Statute, or Charter, or in the Articles of Incorporation, at all meetings of the Board of Directors of the Club, the presence at the commencement of such meetings in person of one-half (1/2) of the Board of Directors of the Club entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- b. Meetings of the Membership (e.g. Annual Meeting): Except as otherwise provided herein, or by Statute, or Charter, or in the Articles of Incorporation, at all meetings of members of the Club, the presence at the commencement of such meetings in person of a number of members-in-good-standing of the Club entitled to vote equal to half the number of the current Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have

no effect on the existence of a quorum, after a quorum has been established at such meeting.

- c. Despite the absence of a quorum at any meeting, the members, by a majority of those members entitled to vote thereon, may adjourn the meeting. At any such adjourned meeting at which a quorum was present, any business may be transacted at the meeting as originally called if a quorum had been present.

Section 6 Notice of Meetings

Except as otherwise provided by Statute, written notice of the Annual Meeting of members-in- good-standing, stating the time, date, and place where it is to be held, shall be posted on the Club's official website not less than thirty (30) days before the meeting. Written notice of monthly meetings of the Board of Directors, stating the time, date, and place where it is to be held, shall be posted on the Club's official website not less than ten (10) days before the meeting.

Section 7 Voting by Members

- a. Except as otherwise provided herein, or by Statute, or in the Charter, or in the Articles of Incorporation, any corporate action, including election of Directors, to be taken by vote of the members-in-good-standing, shall be authorized by a majority of those members-in-good-standing entitled to vote thereon and present at the time such vote is taken.
- b. Except as otherwise provided herein, or by Statute, or in the Charter, or in the Articles of Incorporation, at each meeting of members-in-good-standing, each member-in-good-standing of the Club entitled to vote thereat, shall be entitled to one vote, except where a parent or legal guardian may be exercising more than one vote on behalf of registered players under the age of 18. For registered players under the age of 18, only one parent or legal guardian may vote on their behalf, provided they are eligible to vote. Voting privileges are subject to verification of status by the Club Secretary or Registrar. Any member-not-in-good-standing shall not be entitled to vote or to express consent or dissent at any meeting or without a meeting of the Club until his or her status has been restored, by a two-thirds majority vote of the Board, to that of member-in-good-standing.
- c. All other decisions or corporate actions, unless otherwise provided herein or put to the general membership by the Board, will be decided by the Board through consensus or majority vote.

Section 8 Conduct of Corporate Business By Officers Outside of Meetings

In addition to the provisions of Article III, Section 3, elected and/or appointed officers of the Club are authorized, in carrying out the responsibilities of each elected and/or

appointed position for the benefit of the Club, to consult with other officers of the Club outside of annual, monthly, special or emergency meetings. Such business should only be conducted with the approval of or in consultation with the Club President and/or the Board. Such business must be reported to the Board at its next monthly meeting. The conduct of such regular business and consultation between board members about Club business, purposes and objectives is not to be construed as a meeting.

Article IX: Selection of Coaches and Team Formation

Section 1 Coaches and Coach Development

All coaches must be individuals whose knowledge of the game, judgment and character support the stated purpose of the Club. Coaches must be able to contribute toward the physical, mental and emotional growth of each player on their team. Coaches must set an example in the area of good sportsmanship, leadership and discipline. Every Coach or Assistant Coach must pass all requisite safety and risk management protocols. All Club competitive teams will be recommended to have a maximum of three (3) official coaches, i.e. one head and two assistant coaches. All Club Recreational teams will be recommended to have a maximum of two (2) official coaches, i.e. one head and one assistant coach. All head coaches within the Club, in both the recreational and competitive categories, must make a good-faith effort to be licensed before beginning their fourth (4th) season as head coach within the Club. At the discretion of the Board, the Club shall normally reimburse the full amount of fees paid for state licensing clinics for coaches who have coached within the Club for at least one (1) seasonal year and for national licensing clinics for the coaches who have coached soccer within the Club for at least two (2) complete seasonal years. The Club will make every effort, funds permitting, to host at least one state licensing clinic for its coaches each year unless comparable clinics, open to the Club's members are being made available in the immediate vicinity by another club.

Section 2 Recreational Soccer

- a. U6/U8 Recreational League: Teams will be formed by the Recreational Registrar and will be done in such a way as to balance both age and gender composition equally amongst all teams. The Recreational DOC and Recreational Registrar shall have the authority to move players between teams as needed. The U6/U8 Recreational League will operate as an "In-House" league and shall follow the rules and recommendations set forth by the Technical Director and approved by the Board. Coaches will be volunteers recruited by the Volunteer Coordinator or Recreational DOC.

- b. U10 to U19 Recreational Teams: Teams will be formed through random assignment in accordance with FYSA and league regulations by the Recreational Registrar. Coaches will be volunteers recruited by the Volunteer Coordinator or Recreational DOC. Per FYSA guidelines, all boys' teams are considered coed. If it is numerically possible, then the Club will create a girls team in each age group. In the event there is an insufficient number of registered girl players to field a complete girls team in a specific age group, then the players will be offered to play up one age group (provided there is a girls team in that age group with sufficient roster space), to be placed onto a Coed team in their age group, or to be offered to receive a complete or partial refund of any fees paid. The decision of which girls will play for the girls team will be made by date of registration, with the priority going to the players with the earliest completed registration.

Section 3 Competitive Soccer

- a. Coach Selection- Prior to tryouts, a four-person Competitive Coach Selection Committee approved by the Board will be responsible for selecting and assigning all competitive team Head Coaches. The committee will review the recommendations and applications brought to them by the Competitive DOC. The Competitive DOC will retain the tie-breaking vote in the event the committee is split in their decision about a coach/ position. Members of the Competitive Coach Selection Committee should have experience in competitive team coaching and shall maintain objectivity in the evaluation and selection of coaches.

All individuals wishing to be a Head Coach for a competitive soccer team must submit a coaching application to the Competitive DOC and be approved by the Coach Selection Committee. The club is under no obligation to accept the registration and application of any coach. Existing or previous competitive coaches in the club must submit a new application each year. Every Coach or Assistant Coach must pass all requisite safety and risk management protocols.

- b. Team Formation- The Head Coach selected by the Competitive Coach Selection Committee shall select the players for his or her team. Team selection for all competitive teams will occur only after tryouts. A schedule of dates, times and location for each tryout will be posted to the official Club website. Advertisement for the tryouts will be coordinated by a representative of the Club. There should be a minimum of 2 open tryouts per competitive team. The Head Coach may host as many tryouts as they deem necessary. When there are multiple competitive teams in the same age and gender groups the coaches shall schedule joint tryouts in which all coaches and players in that age and gender group are present. The Club reserves the right to intervene in the tryout process to resolve any conflict that may arise between coaches, and if needed to have a Club representative host the tryout

for the conflicting coaches. If, after Club intervention, there still exists irresolvable conflict between two or more coaches, the Club further reserves the right to dismiss either or all of the Head Coach(es) involved.

- c. Scope- The Head Coach of each competitive team will be responsible for managing his or her team's affairs. Within the recommendations listed below, the Head Coach will have the ability to choose their assistant coaches, team manager, and any desired trainers, as well as the number and specific tournaments their team might play. All other fees and costs, including referee fees or scrimmages arranged with teams from other clubs, are the responsibility of the team. A summary of estimated costs and fees for players will be presented at tryouts by the Head Coach.
- d. Playing Up- All Competitive teams will be formed based on a single age group although younger players may "play-up". Consideration for "playing-up" must be approved by the Competitive DOC or Technical Director when required by FYSA rules.
- e. U9/U10 Developmental Teams: The goals of the U9/U10 developmental program are to provide an enhanced soccer training experience for players seeking a greater challenge as well as provide a consistent fundamental skills approach, bridge the parent and player experience between recreational and competitive soccer, and to continue to support coach development.

The Competitive Coach Selection Committee will select the coaches for each team. Coaches must be willing to conform to all Club and league required rule modifications and regulations. Players will attend an "Evaluation" where all of the coaches and a Club Representative will be present. No player may be "cut" from a Developmental team, but if a coach or a club representative does not believe the Developmental team is in the best interest of a particular player, they may make a recommendation that the player should play at the recreational level. If enough players participate to field multiple teams in an age group, then team assignment shall consider and balance a player's level of ability and psycho-social development, the desirability of maintaining a high level of development for each team, and maintaining a fun and challenging environment for all players. The Club representative will assess players and will retain the authority to move players between teams and/or dual roster players in the best interests of each player and in the overall interest of all players in the age group. At the U9 age group priority shall be made to create balanced teams. At the U10 age group the Club and/ or coaches may introduce scaffolding according to developmental and skill level.

In an effort to provide consistent fundamental skills training, the Club shall require that the Head Coach or Trainer for each team maintain a minimum required

coaching license determined by the club. At the discretion of the club, all players in an age group (or both age groups) may be brought together to participate in a training session that is led by a Club appointed trainer at the expense of the club. The cost of any training/ trainer secured by a team beyond the weekly session with the Club trainer will be the responsibility of that Head Coach and his or her team.

- f. U11 to U19 Competitive teams: The Competitive Coach Selection Committee will designate the Head Coach for each team and level in these age groups. If needed, there can exist multiple teams in the same age, gender, and level (e.g. there can be two distinct U13 Girls State Cup teams simultaneously). In each gender and age group where there are multiple teams, coaches should make every reasonable effort to schedule at least one (1) practice per week at the same time and location to enhance training opportunities and facilitate scrimmages. All competitive teams are expected to have, on average, a minimum of two (2) training sessions per week. During tryouts, the coach of the highest level team in a gender/ age group shall have priority in selecting a player that has the interest of multiple coaches. The Club will not mandate that a coach must choose a certain player, and the Club will not mandate that a player must play for a certain coach in their age group even if they are selected by them. In the event that two coaches of the same level are interested in the same player, an offer from each coach can be extended to the player and the player will then have the right to choose which coach they will play for. It should be made clear to both coaches in this situation that they are to conduct themselves professionally and ethically, and failure to do so may lead to their dismissal of service to the club. Coaches will refrain from pressuring players or families to choose their team, and will also respect the decision of the player to not play for them.
- g. Trainers- All trainers will need to be verified by the Club and pass all requisite safety and risk management protocols. The cost of all competitive trainers chosen by the Head Coach shall be the responsibility of the Head Coach and his or her team.

Article X: Disciplinary Committee

Section 1 Purpose

The purpose of the Disciplinary Committee is to provide a structured and orderly manner within the Club to review and resolve problems.

Section 2 Composition

The Disciplinary Committee (hereinafter “the Committee”) shall be appointed ad hoc by the Board and will be organized along the same general guidelines listed in the current

BYSL Handbook. If a Board Member is the subject of an action coming before this Committee, the Board Member may not serve on the committee until the matter is resolved. All parties to any action being considered by the Disciplinary Committee will receive written notification of the date, time and place when the matter will be reviewed. Similarly, they will receive a written summary of the committee(s) action in addressing the matter.

Section 3 Purview

Except as modified by these Bylaws, the Club is bound by the rules and regulations of those organizations with which it is affiliated. Any individual associated with the Club is subject to have their actions and behavior, as it affects or reflects on the Club, reviewed by the Committee as the Club President or Board deem appropriate. All Officers, Head and Assistant coaches, Referees, Volunteers, Club players and their parents are responsible for having a working knowledge and understanding of the appropriate provisions of the BYSL Handbook and Club Bylaws that address these areas.

Section 4 Authority and Procedures

The Disciplinary Action and Appeals Committee shall have the authority to hear and decide any individual or group violations of these Bylaws, FYSA, and USSF-YD rules regardless of where those violations occur and reserves the right to enforce these Bylaws and the rules of all organizations with which the Club is affiliated (hereinafter “the rules”). Accordingly,

- (1) Any member-in-good-standing of the Club may initiate disciplinary proceedings for an alleged violation of the rules. The complaint must be submitted in writing to the Club President.
- (2) After a preliminary investigation, the Club President or designee determines if there is sufficient information to bring the charges.
- (3) Disciplinary proceedings are initiated by the Board at the request of the Club President or designee sending written notification to the accused member or group. The hearing shall take place no earlier than twenty-four (24) hours from the date of notification.
- (4) The Board shall appoint either a Board member or an outside member of the committee to serve as hearing officer. The hearing officer may choose to adjourn the hearing at any time to obtain further information from other sources. The accused member has the right not to attend the hearing and not to make a statement. The accused shall have the right to present relevant witnesses and information on his or her behalf and the right to question witnesses presented by the Committee. All disciplinary hearings

shall be recorded by the Secretary or another board member designated by the Club President. Cameras and digital, disc or tape recorders are not permitted at any disciplinary or appeals hearing.

(5) No party to a disciplinary hearing may be represented by attorney nor may the accused appoint anyone to participate in the proceedings or address the Committee on his or her behalf. All Committee hearings shall be held in Session and are thus closed to all except the accused party. All potential witnesses must remain outside the hearing room until called.

(6) At the conclusion of the disciplinary hearing, the hearing officer may dismiss all charges or, after closed deliberations by the Committee, announce the Committee's judgment and sanction. The standard by which decisions are made regarding whether a Club member is found responsible for a violation of the rules is based on a preponderance of information rather than "beyond a reasonable doubt."

(7) A letter confirming the decision will be sent to the accused member and kept on file with the Secretary.

(8) If a member disagrees with the decision of the hearing officer, he or she may appeal to the Club Board of Directors according to the procedure in Article IV, Section 4.

Section 5 Sanctions

The Committee, by a two-thirds vote may, for "reasonable cause", deny, revoke, remove or suspend member-in-good-standing status, designate an individual as a "member-not-in-good-standing" for any time period specified by the Committee to be consistent with the purposes and objectives of the Club. The Committee has the authority to require any such monetary restitution for financial losses, property damage, or other expenses, losses or damages caused or incurred by the member's malfeasance, misfeasance, or non-feasance as the Committee deems necessary or prudent. The Committee has the authority to request the Board forward any disciplinary matter to any involved league, FYSA or USSF-YD for further consideration. "Reasonable Cause" shall be defined as being a violation of Article V, Section 2.

ARTICLE XI. Indemnification of Officers and Directors

Section 1 - Indemnification Generally

The Club shall indemnify each Officer and/or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was an Officer or Director of the Club, or who is or was serving at the request of the Club as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Club and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2 - Indemnification by or in the right of the Club

The Club shall indemnify each Officer and/or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was an Officer and/or Director of the Club, or is or was serving at the request of the Club as an Officer and/ or Director or officer of another, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such Officer and/or Director is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3 - Indemnification based on Successful Defense

To the extent that a person who is or was an Officer and/or Director, employee or agent of the Club, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Club, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, of this Article, or in defense of any claim,

issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4 - Standard of Conduct

Any indemnification under Sections 1 and 2, of this Article (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the Officer and/or Director is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made:

- (1) by the Executive Board by a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceeding; or
- (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Members so directs, by independent legal counsel in a written opinion.

Section 5 - Advancing Funds

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceedings, as authorized by the Executive Board in the specific case, upon receipt of an undertaking by or on behalf of the Officer, Director, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club as authorized in this Article.

Section 6 - Indemnification not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an Officer and/or Director or officer seeking indemnification may be entitled under any statute, provision in the Club's articles of incorporation, bylaw, agreement, vote of members or disinterested Members, and/or Officers or Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and/ or Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7 - Insurance

The Club shall have power to purchase and maintain insurance on behalf of any person who is or was an Officer and/or Director, employee or agent of the Club, or is or was serving at the request of the Club as an Officer and/ or Director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or

arising out of his or her status as such, whether or not the Club would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8 - Retention of Valid Provisions

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

Article XII: Conflicts of Interest.

Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The Conflict of Interest Policy is set forth more fully in Addendum A to the Bylaws, and each board member shall be provided with a copy of the policy annually, and shall sign an adherence thereto.