



New Scotland Soccer Club

BYLAWS OF NEW SCOTLAND SOCCER CLUB, INC.

ARTICLE I IDENTIFICATION AND PURPOSES OF CORPORATION

Section 1.01 Name: This corporation shall be known as the New Scotland Soccer Club, Inc. (hereinafter referred to as the “NSSC”).

Section 1.02 Principal Location: The principal location for the NSSC’s activities shall be Town of New Scotland and Voorheesville Central School District, County of Albany, State of New York. The NSSC shall also engage in activities at such other places within or without the State of New York as the NSSC may require, including, but not limited to, soccer fields or facilities of other participants in the Capital District Youth Soccer League, Inc. (the “League”).

Section 1.03 Purposes: The purposes for which the NSSC is formed are set forth in the Certificate of Incorporation. Specifically, the charitable purpose of the NSSC is to teach the game of soccer to the youth residing in or near the Town of New Scotland, New York; to stimulate interest of the public in the sport of soccer; to promote good sportsmanship; to foster amateur sports and competition; and to operate a youth soccer club to help in developing the character of youth residing in or near the Town of New Scotland, New York.

The Corporation will organize and offer soccer instruction and programs; solicit donations and accept money or personal property in aid of such purposes, and maintain the same; provide financial assistance and equipment, at such times and under such conditions as may be determined by the Board of Directors of the Corporation, to youth who would not otherwise be able to participate in these activities; and do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

Section 1.04 Exempt Purposes: The purposes of the NSSC are limited exclusively to charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), in the course of which operation:

No part of the net earnings of the NSSC shall inure to the benefit of, or be distributable to, any member, trustee or officer of the NSSC, or any private individual, except that the NSSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

No substantial part of the activities of the NSSC shall be the



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carrying on of propaganda, or otherwise attempting to influence legislation, and the NSSC shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office, except as authorized under the Internal Revenue Code; and

Notwithstanding any other provisions of these Bylaws or the Certificate of Incorporation, the NSSC 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 of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code Law).

ARTICLE II **MEMBERS**

Section 2.01 Members. The Membership of the NSSC, pursuant to Section 601 of the Not-For-Profit Corporation Law of the State of New York, shall consist of the Officers of the NSSC then in office, plus any non-Officer head coaches formally designated as “Head Coaches” by the NSSC and registered as such with the League (hereinafter referred to as the “Members”).

Section 2.02 Annual Meeting of the Members: The Members shall hold an Annual Meeting each year for the purpose of appointing Directors of the NSSC and to review the affairs of the NSSC. The date of such Annual Meeting shall be fixed by the Board of Directors of the NSSC, or if not so fixed, by the Members.

Section 2.03 Special Meetings of the Members: Special Meetings of the Members may be called by the Members or by the Board of Directors of the NSSC at any time, for any purpose.

Section 2.04 Place of Meetings: All meetings of the Members, either Annual or Special, may be held either within or without the State of New York in such place as is chosen by the Members.

Section 2.05 Notice of Meetings: Notice of the date, time, place and purpose of all meetings of the Members shall be given to the Members, in writing, by the President of the NSSC or other Officer designated to give notice by the Board of Directors of the NSSC, or by the Members themselves, not less than ten (10) days before the date of the such meeting. The notice shall be hand delivered, emailed or mailed to the Members by first class mail.



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Section 2.06 Waiver of Notice: Notice of any meeting of the Members may be waived in writing by the Members by filing a written waiver with the President of the NSSC either before or after the meeting. Any waiver of notice need not specify the purpose of the meeting. Presence of any Members at any meeting shall constitute waiver of notice of the meeting unless the Members attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.07 Actions Requiring Members Approval: Anything herein to the contrary notwithstanding, the following actions of the NSSC shall become effective only upon approval of the Members:

- (a) Amendment of the Certificate of Incorporation;
- (b) Dissolution, merger, consolidation, reorganization or other change in the corporate structure;
- (c) Sale, lease or other disposition of all or substantially all of the NSSC's assets;
- (d) Acquisition of another entity or establishment of any subsidiary or affiliate; or
- (e) A material change in the purposes for which the NSSC was formed.

Section 2.08 Consent of Members in Lieu of Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by each of the Members and is filed with the Secretary of the NSSC.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.01 General Powers: The NSSC shall have the power to do all such lawful acts and things as are permitted by the Not-For-Profit Corporation Law; and that are not prohibited by statute, by the Certificate of Incorporation, or by these Bylaws.

Section 3.02 Board of Directors: The governing authority and managing body of the NSSC is hereby designated as the Board of Directors of the NSSC (hereinafter the "NSSC Board"). The NSSC Board shall have the duty and power to manage the property, affairs, business and concerns of the NSSC in a manner consistent with the applicable statutes and regulations of the State of New York and the purposes and powers set forth in the Certificate of Incorporation and these Bylaws. Such duties shall include, but shall not be limited to, the responsibility for the NSSC's organization and operation; compliance with federal, state and



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local laws; monitoring, supervising and reviewing the performance of the NSSC's President; preparing and protecting the NSSC's assets, and insuring the financial viability for the NSSC; preparing and approving budgets for the allocation of corporate resources in a manner consistent with the NSSC's corporate purposes; and conducting self-assessments and evaluations of the performance of the NSSC Board and individual NSSC Board members in the discharge of the NSSC Board's responsibilities. No assignment, referral or delegation of authority by the NSSC Board shall relieve the NSSC Board of any of its responsibilities, nor limit any of the NSSC Board's powers.

Section 3.03 Policies and Procedures: The Board may adopt such policies and procedures as it deems necessary to govern the activities of the NSSC and provide for the NSSC's orderly operation, including but not limited to, policies pertaining to team divisions and age groups, team size, annual registration fees and player development curriculum.

Section 3.04 Conflict of Interest: The NSSC Board shall adopt a conflict of interest policy to address possible conflicts between the interests of the NSSC and the interests of any person who is in the position to manage or to influence the management of the NSSC (hereinafter "Influential Person"). Influential Persons shall include all Directors and Officers of the NSSC, members of a committee of the NSSC Board, and any employees of the NSSC.

Section 3.05 Number: The NSSC Board shall consist of such number of Directors, not less than three (3), nor more than fifteen (15).

Section 3.06 Qualifications: Candidates for the NSSC Board shall: (i) demonstrate the basic qualities of honesty, integrity, justice, good judgment and sound moral character; (ii) be committed to uphold the mission, philosophy and general policies of the NSSC, as stated in its Certificate of Incorporation and in these Bylaws, as amended from time to time; (iii) have the willingness and ability to devote necessary time to NSSC Board activities; (iv) have particular expertise or experience deemed necessary or desirable by the NSSC Board; (v) be able to apply experience and expertise to NSSC Board decisions objectively and realistically; (vi) recognize and protect the confidential nature of the information discussed at NSSC Board meetings; and (vii) be able to fulfill any statement of responsibilities of individual NSSC Board members as may be adopted by the NSSC.

Section 3.07 Election and Classification of Directors: The NSSC Board shall be divided into three classes of Directors, as nearly equal in size as possible, namely, Class I, Class II and Class III, with terms of office of each class staggered in such manner that the term of one class shall expire at each Annual Meeting. At the NSSC's first Annual Meeting, the Members shall elect the first NSSC Board and designate each Director's class. The three classes and terms of each class are as follows:

- Class I (Initial term expiring in 2016):
- Class II (Initial term expiring in 2015):
- Class III (Initial term expiring in 2014):



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Thereafter, at each Annual Meeting of the Members, the Members shall elect the successors to the class of Directors whose terms shall then expire.

Section 3.08 Term of Office: With the exception of the Directors of the first NSSC Board and any Director elected by the NSSC Board pursuant to Section 3.09, all Directors shall serve terms of three (3) years, and until their successors have been appointed. Any Director may serve successive terms.

Section 3.09 Resignation: Any Director may resign at any time by giving his or her resignation in writing to the President or Secretary of the NSSC, which shall specify its effective date. A resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective, provided that no Director's resignation shall be effective until their successor is elected or appointed if such resigning Director's office being vacant would cause the NSSC to have less than three (3) Directors.

Section 3.10 Removal and Vacancies: Any Director may be removed from the NSSC Board at any time for any reason, or for no reason, with or without cause, by the Members. Any vacancy among the Directors may be filled by the Members or by affirmative vote of a majority of the entire NSSC Board. A Director appointed by the Members to fill a vacancy shall serve the remainder of the term of the Director being replaced, and until his or her successor is appointed. A Director elected by the NSSC Board to fill a vacancy shall serve until the next Annual Meeting of the Members, at which time the Members shall appoint a Director to serve the remainder of the term of the replaced Director, and until his or her successor is appointed, or, if the replaced Director's term has expired, a term of three (3) years, and until his or her successor is appointed.

Section 3.11 Annual Meeting of the NSSC Board: The NSSC Board shall designate by resolution the specific time and place for the NSSC Board's Annual Meeting. The Annual Meeting shall be held for the purpose of organization, budgeting and the transacting of such other business as may be necessary and proper.

Section 3.12 Regular Meetings: Regular meetings of the NSSC Board shall be at such times, at such places and for such purposes as the NSSC Board may from time to time determine.

Section 3.13 Special Meetings: Special meetings of the NSSC Board may be held at such times, at such places and for such purposes as the NSSC Board may from time to time determine. Special meetings shall be called by the President or Secretary of the NSSC, or by a majority of the Directors.

Section 3.14 Notice of Meeting: Notice of the time and place of each meeting of the NSSC Board shall be given to each Director by the President or Secretary of the NSSC. Notice shall be provided by mailing written notice, postage prepaid, addressed to each Director at his or



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her residence or usual place of business, not less than seven (7) days before the meeting; or by delivering the notice to a Director personally or by e-mail, fax or other form of electronic transmission available to such Director, not less than five (5) days before the meeting. The meeting shall be duly called and held if notice is given to, or is waived by, all Directors. If a Director attends a NSSC Board meeting without protesting the lack of notice to him or her of such meeting, such attendance shall constitute a waiver of notice.

Section 3.15 Participation by Conference Telephone: At the pleasure and for the convenience of the NSSC Board, any one or more Directors of the NSSC Board, or any other member of a committee of the NSSC Board, may participate in a meeting thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 3.16 Quorum and Voting: A quorum shall be present to take action at any meeting of the NSSC Board. A majority of the entire NSSC Board shall constitute a quorum. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the NSSC Board, unless the act of a greater number of voting Directors is required by the Certificate of Incorporation, these Bylaws, or applicable law. No Director of the NSSC may act by proxy on any matter. A majority of the Directors present at any meeting, although less than a quorum, may adjourn the meeting to another time and place, without further notice other than by making an announcement at the meeting.

Section 3.17 Written Consent in Lieu of Meeting: Any action which may be taken at a meeting of the NSSC Board, or at a meeting of the members of any committee of the NSSC Board, may be taken without any meeting if a written consent, setting forth the action to be taken, is signed by all Directors of the NSSC Board, or all members of the respective committees, as the case may be, and is filed with the Secretary of the NSSC.

Section 3.18 Compensation: The Directors shall not receive any compensation for their services as Directors, but they may be reimbursed for any reasonable expenses incurred on behalf of the NSSC. A Director may also serve the NSSC in another capacity consistent with applicable conflict of interest policies and may receive compensation therefore.

ARTICLE IV **COMMITTEES**

Section 4.01 Executive Committee: By resolution adopted by a majority of the entire NSSC Board authorizing the same, the NSSC Board may designate from among the Directors an Executive Committee of at least three (3) Directors, including the President. The Executive Committee shall have the authority of the NSSC Board except as to matters set forth in Section 712(a) of the Not-For-Profit Corporation Law. The Executive Committee shall keep minutes of its meetings and shall present those minutes at the next NSSC Board meeting. Any action of the Executive Committee shall be subject to vacatur by the NSSC Board at its meeting next



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following such action, but such vacatur shall be only prospective in nature if such action be in the first instance lawful or otherwise proper.

Section 4.02 Other Committees: The NSSC Board may, by resolution adopted by a majority of the entire NSSC Board, create such other committees as it deems necessary. The President of the NSSC shall appoint the committee chairpersons and committee members who shall serve in this capacity until the next Annual Meeting of the NSSC Board. Each such committee shall have the authority (if any is specified by resolution of the NSSC Board) and the responsibilities delegated to it by such NSSC Board. Any action of any such committee shall be subject to vacatur by the NSSC Board at its next meeting following such action, but such vacatur shall only be prospective in nature if the committee's action be in the first instance lawful or otherwise proper.

Section 4.03 Record of Proceedings: Each committee shall elect a secretary who shall keep the minutes of all committee meetings. Such minutes shall reflect all business conducted at the meeting of the committee, including findings, conclusions and recommendations. Copies of the minutes shall be supplied to all members of the committee and to all members of the NSSC Board.

ARTICLE V **OFFICERS OF THE CORPORATION**

Section 5.01 Officers: The Officers of the NSSC who shall be elected annually by the NSSC Board from among its current Directors, shall be a President, Vice President, Secretary, Treasurer, Registrar and such additional Officers as the NSSC Board may, from time to time, deem necessary and appropriate. The Officers of the NSSC who shall be appointed annually by the President and who need not be Directors, shall be the League Representative and Equipment Director. The Registrar shall also have the authority to designate an Assistant Registrar; which designation is subject to formal approval by the Board. Any two (2) or more offices may be held by the same person, except that the President may not hold any other office.

Section 5.02 Term. Each Officer shall hold office for the term he or she is elected or appointed or until his or her successor has been elected or appointed.

Section 5.03 President: The President of the NSSC ("President") shall have responsibility for the general management of the NSSC's affairs and exercise supervision over all operations and personnel of the NSSC, subject to the approval of the NSSC Board or the Executive Committee, and serve as chairperson of the Executive Committee. The President is also a member *ex officio* of all other committees, and shall preside at meetings of the NSSC Board.

Section 5.04 Vice President: The Vice President of the NSSC ("Vice President") shall assist the President, and, in the absence or incapacity of the President, shall perform the duties of the President. The Vice President shall also be responsible for securing, oversight and



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management of the NSSC's use of any soccer fields and indoor gym facilities.

Section 5.05 Secretary: The Secretary of the NSSC ("Secretary") shall attend meetings of the NSSC Board, take or cause to be taken accurate minutes thereof, distribute copies of the minutes to each Director; give or cause to be given notice of all meetings of the NSSC in the manner provided in these Bylaws; keep in safe custody the seal of the NSSC and affix it to any instrument when authorized by the NSSC Board; maintain a current list of the "Head Coach" for each team, keep all documents, records and minutes of meetings of the NSSC as required by law or otherwise, in a proper and safe manner; and have such other duties and responsibilities as shall be assigned by the NSSC Board.

Section 5.06 Treasurer: The Treasurer of the NSSC ("Treasurer") shall attend meetings of the NSSC Board; have custody and control of the corporate funds and securities; be responsible for full and accurate accounts of receipts and disbursements in the corporate books; deposit or have deposited money or other valuables in the name and to the credit of the NSSC in such depositories as may be designated by the NSSC Board; disburse, or authorize the disbursements of, funds of the NSSC as may be authorized by the NSSC Board; make and preserve or have made and preserved, proper vouchers for such disbursements; render to the President and the NSSC Board at regular meetings of the NSSC Board, or whenever it shall be required by order of the NSSC Board, an account of all transactions and of the financial condition of the NSSC; have power to require all Officers and agents of the NSSC to submit, upon demand, any and all reports and statements relative to financial transactions of the NSSC that are necessary for him or her to carry out the duties and obligations of the Treasurer; prepare an annual budget for approval by the Board; coordinate tax-related filings and discharge such other duties and responsibilities as may be assigned by the NSSC Board.

Section 5.07 Registrar. The Registrar shall be responsible for the NSSC's annual fall registration event. The Registrar shall also be responsible for the registration of coaches, players and teams into the League or any other NSSC sponsored activity.

Section 5.08 League Representative. The League Representative shall represent the NSSC at the monthly meetings of the Capital District Youth Soccer League; and is empowered to cast the NSSC's vote(s) at such meetings.

Section 5.09 Equipment Director. The Equipment Director shall be empowered and have the responsibility of organizing and purchasing the necessary equipment and uniforms for the NSSC. When deemed necessary by the Board, the Equipment Director will also chair the "New Uniform Committee."

Section 5.10 Assistant Registrar. The Assistant Registrar shall be responsible for assisting the Registrar in the performance of the Registrar's duties.

Section 5.11 Attendance at Meetings. All Officers of the NSSC shall be expected to attend meetings of the NSSC Board unless such attendance is excused by the NSSC Board.



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Section 5.12 Removal of Officers: Any Officer may be removed with or without cause by the NSSC Board at any annual, regular or special meeting thereof, by an affirmative vote of a majority of the entire NSSC Board, provided that written notice of the action proposed to be taken is given with the notice of meeting required by Section 3.14.

Section 5.13 Vacancy: A vacancy in any office, whether caused by resignation, removal, or any other cause, may be filled for the unexpired term of that office by the party authorized to elect or appoint the Officer in the first instance.

ARTICLE VI **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 6.01 Right of Indemnity: The NSSC shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil or criminal or otherwise) by reason of the fact that such person, or the testator or intestate of such person, is or was a Director or Officer of the NSSC acting within the scope of his/her duties as an Officer or Director.

Section 6.02 Determination of Right to Indemnification: Upon the request of any person who may be entitled to indemnification under this Article, the NSSC Board shall act promptly to determine whether the Director or Officer has met the standard of conduct required for indemnification and, if such standard has been met, to determine whether indemnification should be granted under this Section. Such determination may be made in the discretion of the NSSC Board: (i) by the NSSC Board by a majority vote of a quorum of Directors who are not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by the Members. For purposes of this Article, determination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any Director or Officer did not act in good faith for a purpose which he/she reasonably believed to be in the best interests of the NSSC.

Section 6.03 Expenses: Expenses (including reasonable attorney's fees) incurred by a Director or Officer in defending a civil or criminal action, suit or proceeding related to his status as a Director or Officer shall be paid by the NSSC in advance of the final disposition of such action, suit or proceeding upon receipt of an express undertaking in writing by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification or, where indemnification is granted, to the extent that expenses so advanced by the NSSC exceed the indemnification to which the Director or Officer is entitled; provided, however, that no such indemnification shall be made if a determination is made in the manner provided in Section 6.02 of this Article that indemnification is not proper in the circumstances because the Director or Officer has not met the applicable standard of conduct.

Section 6.04 Insurance: The NSSC Board may authorize the NSSC to purchase and



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maintain insurance, at its expense, to protect itself and its Directors and Officers against such liability, cost or expense to the extent permitted by law.

ARTICLE VII **MISCELLANEOUS PROVISIONS**

Section 7.01 Fiscal Year: The fiscal year of the NSSC shall be September 1st through August 30th each year.

Section 7.02 Audit or Review of Financial Records: The NSSC Board shall cause to be performed such audits and/or reviews of the NSSC's financial records that are required by law or deemed necessary by the NSSC Board.

Section 7.03 Execution of Legal Instruments: All contracts and other legal instruments shall be signed by such Officers or agents as the NSSC Board may designate. Checks shall require the signature of any two officers. In the event the Treasurer is not one of the officers, the Treasurer shall be notified and forwarded a copy of said check.

Section 7.04 Review of Bylaws: An ad hoc committee of the NSSC Board shall review these Bylaws at least every two (2) years for the purpose of determining and recommending to the NSSC Board any necessary or desirable revisions. The Bylaws shall be dated to indicate the time when they were last so reviewed and, if revised, to indicate the time when they were so revised.

Section 7.05 Amendment or Repeal: The NSSC Board may amend the Bylaws, or repeal the Bylaws and adopt new Bylaws, at any annual, regular or special meeting thereof, by affirmative vote of a majority of the entire NSSC Board; provided that written notice of such proposed action including the language of the proposed amendment, or a copy of the proposed Bylaws, is given with the notice of the meeting required by Section 3.14.

Section 7.06 Seal: The corporate seal shall contain the full name of the NSSC and the year of its incorporation and appear as follows:

End of Bylaws

September 30, 2013