

BYLAWS OF
GREENBELT SOCCER ALLIANCE, INC.
ADOPTED OCTOBER 9, 2010
MOST RECENTLY AMENDED MAY 15, 2011

ARTICLE I – Identity and Purpose

Section 1. Name. The name of the corporation shall be Greenbelt Soccer Alliance, Inc.

Section 2. Location. The location of the principal office of the Corporation shall be designated by the Board of Directors.

Section 3. Purpose . The purpose of the Corporation is set forth in the articles of incorporation as follows:

(a) to provide information on the variety of soccer opportunities that exist in the Greenbelt, MD vicinity with the goal of increasing soccer participation by finding the best match between a player's desires and the offerings of a particular organization.;

(b) To offer a soccer experience to the citizens of Greenbelt, MD and other jurisdictions in a supportive atmosphere that emphasizes the value and fun of teamwork, cooperation, practice, sportsmanship and physical fitness and provides the opportunity to play small-sided soccer;

Section 4. Seal. The Seal of the Corporation shall contain the name of the Corporation.

ARTICLE III – Membership

Section 1. Membership definition and qualifications. Any person regardless of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation is eligible to become a member of this Corporation and to participate in activities sponsored by the Corporation. Membership is granted to Board members, officers and those coaches and assistant coaches who have been active within Greenbelt Soccer Alliance within the preceding year. .

Section 2. Voting Privileges. Members aged 18 and older may vote in the general membership meetings. Members may vote in person or by proxy, subject to the limitations that only a member may serve as a proxy, that no member shall vote more than one proxy, and that a member may vote by proxy at a given meeting only if he or she has notified the Secretary in

writing at least five (5) days in advance of the meeting of their intention to vote by proxy. There shall be no voting by mail.

Section 5. Expulsion. If the Board of Directors considers that the activities of a member of the Corporation are contrary to the interests of the Corporation, it may, by affirmative vote of two-thirds of the entire Board, expel the member from the Corporation; provided, (1) that the member shall receive written notice of the charges against him or her at least ten (10) days in advance of the meeting where the action is to be taken, and shall have an opportunity for a hearing before the Board, and (2) that the member shall have the right of appeal to the next membership meeting, whose decision shall be final. Immediately upon voting to expel a member, the Board shall offer to refund any unused portions of fees paid for registering for activities sponsored by the Corporation.

ARTICLE V – Membership Meetings

Section 1. Membership Control. The ultimate control of the Corporation shall be vested in the membership meeting. The Board of Directors shall administer the affairs of the Corporation between membership meetings subject to any decisions made at membership meetings.

Section 2. Annual Meeting. The regular annual meeting of the membership of the Corporation shall be held within five (5) months after the close of the fiscal year at a time and place designated by the Board of Directors. Notice of each annual membership meeting shall be sent by first-class (or equivalent) mail or electronically to each member at the address in the records of the Corporation. The notice shall include the date and time of the meeting, a preliminary agenda, and any other information that the Board of Directors determines is beneficial for the operation of the meeting. Notice of Annual Membership Meetings shall be sent at least seven (7) days, but not more than ninety (90) days, before the scheduled meeting. Each member is responsible for notifying the Corporation of address changes, and the Corporation shall not be responsible in the event that a member's address has changed and the member has not informed the Corporation.

Section 3. Special Meetings. The Board of Directors may call special membership meetings at such times and places as it may determine. The Board shall hold such meetings within thirty (30) days after a petition therefore, signed by six (6) or more members of the Corporation and requesting that specific business items be included on the agenda, is received by the Secretary of the Corporation. At special meetings, only business included in the notice of the meeting may be acted upon. Notice of each special membership meeting shall be sent by first-class (or equivalent) mail or electronically via email to each member at the address in the records of the

Corporation. The notice shall include the date and time of the meeting, an agenda, and any other information that the Board of Directors determines is beneficial for the operation of the meeting. Notice of Special Membership Meetings shall be sent at least seven (7) days, but not more than thirty (30) days, before the scheduled meeting.

Section 4. Quorum. A quorum competent to transact business at membership meetings shall consist of twenty-five percent (25%) of the members, or eight (8) members, whichever is fewer.

Section 5. Rules of Order. The parliamentary procedure for conduct of all meetings of the membership and the Board of Directors shall be governed by Robert's Rules of Order (revised), insofar as is consistent with these By-Laws.

Section 6. Responsibilities of Membership Meetings. The membership shall be responsible for the election of Directors and of members of the audit committee, and for their removal from office should they prove derelict in their duties; for hearing and passing upon reports of officers and committees; for determining fundamental policies of the Corporation; for amending the By-Laws of the Corporation; and for exercising final authority in all matters vitally affecting the Corporation.

ARTICLE VI – Directors

Section 1. Board of Directors. The Corporation shall be administered by a Board of Directors elected by and from the members of the Corporation. The initial number of Directors is five (5). The number of Directors may be increased or decreased but shall never be less than four (4) nor greater than eleven (11).

Section 2. Nomination and Election. Except as provided in Section 3 of this Article, the Directors shall be elected at regular annual membership meetings for terms of two (2) years. The initial Board members shall be divided into two groups, three (3) of the members to serve for an initial term of one (1) year (or until the first annual meeting thereafter) and two (2) to serve for an initial term of two (2) years (or until the first annual meeting thereafter). Following this, two (2) directors shall be elected in even-numbered years, and three (3) directors shall be elected in odd-numbered years; elections shall also be held for any vacated positions whose terms extend beyond the current meeting. If the total number of Directors is changed from five (5), the number of directors elected in even and odd years should be approximately equal. In voting for Directors, each member shall be entitled to one and only one vote. Voting will be by secret ballot. Candidates may be nominated from the floor at the meeting. Candidates for the board need not currently be members of the Corporation. Directors

shall be eligible to serve until the election of successors. In the event that an election includes full and partial terms (because elections to fill vacancies complete the remainder of the vacated term), positions with the longest terms shall be given to those receiving the most votes. In the event of inconclusive results because two or more candidates receive identical numbers of votes, the election shall be repeated.

Section 3. Vacancies. A vacancy in the Board of Directors shall occur upon the death, resignation, removal, or disqualification of a Director. A Director may resign by giving notice in writing to the Secretary, or in the case of the resignation of the Secretary, notice in writing shall be provided to the President. A two-thirds vote of the members present at a membership meeting duly called for the purpose shall be required to remove a Director. The notice of the meeting shall announce the proposed action and reasons, and shall be mailed or delivered to the Director in question, who shall have an opportunity to be heard at said meeting. A Director who misses three consecutive board meetings (unless excused by the board) shall forthwith vacate his or her position on the Board of Directors. If a vacancy on the Board shall occur for any reason, the Board shall name a member of the Corporation to fill the vacant directorship until the next membership meeting, at which time the members shall elect a Director to fill the vacated post.

Section 4. Duties. The Board of Directors shall direct the affairs of the Corporation and make necessary rules and regulations not inconsistent with applicable law, these By-Laws, or the decisions of the membership meetings. The Board shall have the authority to hire necessary personnel and to determine the salaries or remuneration paid by the Corporation; to establish rates for use of the facilities and services of the Corporation, subject to any policies or decisions of the membership; and to borrow funds for and in the name of the Corporation provided that it shall report such borrowings to the next membership meeting and provided that any loan requiring a recorded lien on property of the Corporation must have prior membership approval. The Board may delegate its duties to officers, committees, or individual members, but it shall be responsible to the membership for their proper performance. It shall be the duty of the Directors to make every effort to assist the Corporation to achieve its purpose. The Board shall keep the membership informed of the major activities of the Corporation, and at least annually shall present a financial report to the membership, including balance sheet and a statement of income and expense.

Section 5. Meetings. The Board shall hold at least two board meetings a year and additional meetings of the Board shall be held upon the call of the President or upon written request of at least two Board members to the Secretary. Meetings may either be held in person or via

teleconference, video conference or other electronic medium. The President or Secretary shall notify other Board members in writing of the date and place of the meeting at least five (5) days prior to each meeting, except by unanimous consent of the Directors. Failure to receive the notification of a meeting by any member shall not invalidate the meeting or any action taken at the meeting. A majority of the Board shall constitute a quorum at any Board meeting. All meetings shall be held in accordance with the Maryland Open Meeting Act.

Section 6. Compensation. No compensation, remuneration, or payment of any kind or in any form shall be paid to any Director for his or her services as a Director; provided, however, that Directors may be reimbursed for actual expenses incurred in behalf of or for the benefit of the Corporation.

ARTICLE VII – Officers and Officials

Section 1. Election. The officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer, all of which shall be members of the Board of Directors. The officers shall be elected for terms of one year by the Board at its first meeting following the annual membership meeting, and they shall hold office until the election of successors. Any vacancies in such offices resulting from death, resignation, removal, or disqualification, shall be filled by the Board for the balance of the term. Any officer may be removed at any time by vote of two-thirds of the members of the Board at a regular or special meeting of the Board. The officer involved shall have an opportunity to be heard at said meeting.

Section 2. President. The President shall preside at all meetings of the Corporation and of the Board. He or she shall sign all contracts and other instruments on behalf of the Corporation, except as otherwise provided by the Board. He or she shall perform all other duties usually incident to the office of President, or assigned by the Board.

Section 3. Vice President. The Vice President shall act for the President in the President's absence or inability to act, and shall perform all other duties usually incident to the office, or assigned by the Board or the President.

Section 4. Secretary. The Secretary shall maintain and have custody of the minutes and other non-financial records of the Corporation, and shall perform all other duties usually incident to the office, or assigned by the Board or the President.

Section 5. Treasurer. The Treasurer shall have custody of the funds and the financial records of the Corporation, shall supervise the keeping of the financial accounts of the Corporation, and shall perform all other duties usually incident to the office, or assigned by the Board or the

President. Unless otherwise determined by the Board, the Treasurer shall sign all checks for the Corporation.

Section 6. Registrar and Assistant Registrar. The Registrar shall maintain a current listing, with phone numbers and addresses, of all members of the Corporation. The Registrar shall be appointed by the President and ratified by a majority of the Board. The Registrar may be removed from this position by selection of a new Registrar. By majority vote, the Board may designate an Assistant Registrar to fill the duties of Registrar when the Registrar is unavailable. By majority vote, the Board may remove the Assistant Registrar or select a new Assistant Registrar.

Section 7. Director of Coaching. The Director of Coaching is responsible for training new coaches and ensuring that the coaching practices employed within Greenbelt Soccer Alliance are ones that promote player development in a supportive atmosphere that emphasizes the value and fun of teamwork, cooperation, practice, sportsmanship and physical fitness. The Director of Coaching shall be appointed by the President and ratified by a majority of the Board.

Section 8. Parent Representative. Up to two parent representatives for each team supported by or affiliated with Greenbelt Soccer Alliance may be appointed by the President and ratified by a majority of the Board. The parent representatives are responsible for bringing to the Board matters of interest to parents and representing these matters on behalf of the parents. They have full voting rights at membership meetings.

Article VIII – Committees

Section 1. Audit Committee. At the request of any two members at any membership meeting, an audit committee shall be assembled and consist of three members of the Corporation, selected by the membership at that meeting and future annual membership meetings. Board Members may not serve on the Audit Committee. This committee shall satisfy itself that the funds of the Corporation are being properly handled and safeguarded; that the reports of the Treasurer properly reflect the financial condition of the Corporation; and that the books of the Corporation are properly audited. The Audit Committee shall be disbanded only at a subsequent membership meeting, either by two-thirds vote or in the case that the membership cannot identify at least two eligible members willing to serve on the Audit Committee.

Section 2. Nominations. As the last item of business at each annual membership meeting, the President shall declare that the members in attendance constitute the Elections Committee to select candidates to fill the new terms for the Board of Directors positions whose terms expire

at the end of the current membership meeting, and to fill the remaining period of any vacated positions. Nominations may be made from the floor or in advance in writing. Thereafter the membership in attendance shall elect the new Board members in accordance with Article VI, Section 2.

Section 3. Other Committees. The Board or the membership may designate additional committees to carry out the functions of the Corporation. In particular, the Board may designate an executive committee and delegate it such of its responsibilities as it may determine.

Article IX – Duality of Interest

Section 1. Duality of Interest. Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contact, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

Article X – Indemnification

Section 1. Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of

1986 (or corresponding provisions of any future United States Internal Revenue Law).

Article XI – Exoneration

Section 1. Exoneration. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article XII – Insurance

Section 1. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

Article XIII – Miscellaneous Provisions

Section 1. Miscellaneous Provisions. Except to the extent prohibited by law, the indemnification provided in Section 10, above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall enure to the benefit of the heirs, executors, administrators of such person

Article XIV – Compensation

Section 1. Compensation. The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation. In addition, nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity.

Article XV – Inspection of Corporate Records

Section 1. Inspection of Corporate Records. These bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees shall be open to inspection no later than 10 ten days after receipt of a written request, addressed to the President or the Secretary of the Corporation by a Member of the Corporation for any purpose reasonably related to his/her interests as a Member. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Member's expense.

Article XVI – Signature Requirements

Section 1. Signature Requirements. All checks, notes, acceptances, and orders for payment of money shall be signed by any two of the President, Vice President, or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board of Directors.

Article XVII – Financial

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1st to December 31st.

Section 2. Financial Report and Determination of Net Savings. Within two months after the close of each fiscal year, the Treasurer shall prepare a report including the total income for the year, the total expense for the year, and the difference (herein called “net saving” if income exceeds expense, or “net loss” if the reverse applies). If an Audit Committee has been assembled,

this Committee and any additional auditors they select shall review this report. Any net saving shall be used first to remedy any debt or deficit from previous years. Any net loss shall be carried forward into the new fiscal year.

Article XVIII – Action Without a Meeting

Section 1. Action Without a Meeting. Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE XIX – Dissolution

Section 1. Dissolution. The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

ARTICLE XX – Maryland State Youth Soccer Association Affiliation

Section 1. Adherence. The Corporation agrees to abide by all rules, policies and regulations of MSYSA, US Youth Soccer and US Soccer.

Section 2. Registration of Players. The Corporation will register at least annually all players, coaches and teams who participate in the organization's programs with MSYSA and pay the appropriate registration fees.

ARTICLE XXI – Amendments

Section 1. Amendments. These By-Laws may be amended only by a two-thirds vote at a membership meeting, and only if a copy of proposed amendment(s) was sent to the members of the Corporation with the notice of the meeting. A proposed By-Laws amendment may not be modified or amended at a membership meeting.

Section 2. Amendment Proposal. Amendments to the By-Laws may be proposed by an Amendment Committee created by the Board of Directors or Membership. Additionally, a group of members may propose amendments by delivering their proposal in writing to the Secretary, accompanied by signatures representing at least the number of memberships needed for quorum at a membership meeting. The Board of Directors shall ensure that such proposals are sent to the membership with the next membership meeting notice.

Adopted by the Board of Directors this __ day of _____ 2010

President Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary Dated