



BETHLEHEM SOCCER CLUB BYLAWS

Amended December 8, 2011

ARTICLE I PURPOSE

Section 1.1. Purpose. The Bethlehem Soccer Club, Inc. (the “Club”) is organized and operated exclusively for charitable purposes, to be achieved through the distribution of its funds for such purposes generally and particularly to foster, promulgate, and promote the sport of soccer football among young people. This is to be accomplished by: promoting, encouraging, and educating the participants and the general public in the principles of soccer football and sportsmanship; encouraging fellowship and extended friendships among its members, as well as between its members and the members of other similar organizations. The Club will do everything within legal limits to carry out and effectuate these purposes. These bylaws are intended to be interpreted, at all times, in a manner consistent with this stated purpose and the status of the Club as a corporation organized under the Not-For-Profit Corporation Law of the State of New York.

ARTICLE II AFFILIATION

Section 2.1. Affiliation. The Bethlehem Soccer Club is a not-for-profit corporation, affiliated by yearly membership with the Capital District Youth Soccer League, the appropriate chapter of the New York State Youth Soccer Association, and the U.S. Soccer Federation.

ARTICLE III PARTICIPANTS

Section 3.1. Participants. Any person, regardless of town residency or enrolled school district, may participate in any of the Club’s programs.

ARTICLE IV MEMBERSHIP

Section 4.1. Voting Membership. All parents of players (under the age of 18) who participate in the recreational, Junior or Youth Academy programs; all players 18 years or age or older; and any officer, director, or coach may vote in general membership meetings.

Section 4.2. Parents. Parents are expected to participate in membership meetings; in assistance to the team and in the encouragement of players. The Board of Directors may adopt, or modify, such policies as necessary to encourage or require parent participation as a condition for a child’s eligibility to participate as part of the programs of the Club.

ARTICLE V FEES

Section 5.1. Fees. Fees shall be set by the Board of Directors on an annual basis for both intra-club and travel team programs. Fees shall include a registration fee to cover insurance and overall Club expenses. Scholarships shall be available in case of need, with approval of the Board of Directors.

ARTICLE VI MEETINGS

Section 6.1. General Membership Meetings. General membership meetings shall be held at least once a year. The purposes of the general membership meeting designated the annual meeting will be to present an annual report, elect members of the Board of Directors, and transact any other business that may come before the meeting. The date for any general membership meeting, including the annual meeting, will be determined by the Board of Directors and notice shall be sent, by email, or it shall be personally delivered to the membership at least ten days prior to any such meeting. In addition of the notice by email, the directors may, when it is determined that the Club has more than 500 members, choose to give notice by posting notice on Club Website three weeks preceding the meeting.

Section 6.2. Special Membership Meetings. Where a majority of the directors determine that it is in the best interest of the Club to do so, a special membership meeting of the Club may be called on less than ten days notice and the notice of such meeting shall state the reason why a lesser period of notice is being provided.

ARTICLE VII DIRECTORS

Section 7.1. Powers and Number. Except as otherwise provided in the Certificate of Incorporation, the Club shall be managed by its Board of Directors. The Board of Directors shall not be less than three nor more than 24 members. The Board of Directors will include the officers of the Club.

Section 7.2. Classification and Term. The Board of Directors shall be divided into three classes for the purpose of staggering their terms of office. Each classification will be as nearly equal in number as possible. Except for the directors initially classified, each director, regardless of classification, will serve a term of three years and until the election of a successor.

Section 7.3. Terms of Initially Classified Directors. The terms of office of the directors initially classified shall be as follows: the first class shall expire at the next annual meeting of members, the second class at the second succeeding annual meeting, and the third class at the third succeeding annual meeting.

Section 7.4. Election. The directors shall be chosen from the membership by a majority vote of the members present at the annual meeting. At each annual meeting after the initial classification, the number of directors within the classification whose terms expire at the time of such meeting shall be elected to hold office until the third succeeding meeting.

Section 7.5. Vacancies. Any vacancy occurring in the Board of Directors may be filled until the term of directorship expires, pursuant to its classification, by a majority vote of the remaining members of the Board of Directors.

Section 7.6. Assigned Duties. Each director shall either be elected as an officer (co-officer) of the Club or chair a designated committee during his/her term on the Board.

Section 7.7. Removal. Directors may be removed by a majority vote of the membership. Directors may also be removed for cause by an affirmative vote of a majority of the entire Board of Directors at a meeting of the directors called for that purpose.

Section 7.8. Quorum. Unless a greater proportion is required by law, the Certificate of Incorporation or these bylaws, a majority, but not fewer than six, of the directors then in office shall constitute a quorum the transaction of business or of any specified item of business. Except

as otherwise provided by law, the Certificate of Incorporation or these bylaws, the vote of the majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

ARTICLE VIII OFFICERS

Section 8.1. Officers. The officers of the Club shall be a Co-President, Co-Vice-Presidents, Co-Secretaries, and Co-Treasurers. Co-officer terms shall be staggered so that no position shall have two individuals duly elected at the same Annual General meeting.

Section 8.2. Terms. The terms of office for each of the officers shall be two years and until the election of a successor. No officer shall serve more than two consecutive terms in the same office unless by a two-thirds vote of the voting membership in attendance at the meeting in which the vote is held.

Section 8.3. Election. Every two years, the officers shall be elected by a majority vote of the directors then in office immediately following, or as soon thereafter as possible, the election of directors at the annual meeting. Each officer so elected will be permitted to complete a full term of office notwithstanding the expiration of his or her term of office as a director.

Section 8.4. Removal. Officers may be removed by an affirmative vote of a majority of the Board of Directors then in office whenever in its judgment the best interests of the Club would be served by such removal.

Section 8.5. Co-Presidents. The First elected Co-President shall preside at all meetings of the membership and of the Board of Directors and perform such other duties assigned by the Board of Directors. In the event that the office of First Co-President becomes vacant between elections, then the Second Co-President shall fill the vacancy until the expiration of his/her term as Co-President. Second Co-president shall become First Co-president if current First Co-president is elected to a second term.

Section 8.7. Co-Vice Presidents. The Co-Vice Presidents shall act in the absence of the Co-Presidents and shall perform such other duties assigned by the Board of Directors. In the event that the office of Co-President becomes vacant between elections, then the First Co-Vice President shall fill the vacancy as Co-President until the next scheduled AGM. If the First-Co-Vice President is unable to serve, then the Second Vice President shall serve as Co-President until the next scheduled AGM.

Section 8.8. Co-Secretaries. The Co-Secretaries shall have the duty to give reasonable notice of all meetings of the Board and of the membership and such administrative and other duties as may be assigned by the Board of Directors. It shall be the duty of the Co-Secretaries to keep in a suitable book minutes of all meetings and official transactions of the Board and have custody of the Seal for the Corporation affixing it to such documents only the Board may direct.

Section 8.9. Co-Treasurers. The Co-Treasurers shall be responsible for the safekeeping of Club funds, for maintaining adequate financial records, for making all appropriate filings, and for depositing all monies with a suitable banking company in the name of the Bethlehem Soccer Club, Inc. Monies shall be paid out by numbered checks signed by a Co-Treasurer and countersigned by a Co-President, unless otherwise determined by the Board of Directors. The Treasurer shall collect all fees, and shall render monthly, annual, and other reports requested by the Board of Directors and shall perform such other duties assigned by the Board of Directors.

Section 8.10. Vacancies. Except for a vacancy in the office of Co-President, which will be automatically filled for the remainder of the unexpired term by either the Second Co-Vice President, any vacancy in the other offices may be filled for the unexpired term of the office by a majority vote of the directors then in office. Filling an unexpired term of a vacant office shall not prohibit the director so elected from serving two consecutive terms in that office in addition to the unexpired term.

ARTICLE IX COMMITTEES

Section 9.1. Committees. The Board of Directors shall establish a standing finance committee and a standing nominating committee and it may establish other standing committees it deems appropriate. The Board may also establish ad hoc committees as needed for special purposes. Each standing and ad hoc committee shall have only the powers specifically delegated to it by the Board of Directors.

Section 9.2. Finance Committee. The finance committee shall be responsible for overseeing the fiscal management of the Club, and it shall propose policies governing the finances of the Club. The Treasurer shall serve as Chair. It shall be comprised of one or more additional members of the Board and it may contain persons from the general membership of the Club or from the community at large.

Section 9.3. Nominating Committee. The nominating committee shall set policies for selecting candidates for the Board of Directors, for the officers of the Club, and for standing and ad hoc committee membership. The Secretary shall serve as Chair. It shall be comprised of one or more additional members of the Board and it may contain persons from the general membership of the Club or from the community at large.

Section 9.4. Ad Hoc Committees. Ad hoc committees may be created by the Board of Directors for specific purposes. Although these committees shall typically be chaired by a member of the Board of Directors, the Board of Directors may select a non-board member of any such committee to serve as chair. Board members, members of the general membership of the club and members from the community at large may serve on these ad hoc committees.

ARTICLE X CONTRACTS AND CHECKS

Section 10.1. Contracts. The Board of Directors may authorize any of the officers or directors or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or to deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 10.2. Checks. All checks, drafts and orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, director or directors, agent or agents of the Club in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by a Co-President of the Club.

ARTICLE XI INDEMNIFICATION

Section 11.1. Indemnification. The Club may, to the fullest now and hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that s/he, her or his testator or intestate was a director, officer, employee or agent of the Club, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XII PARLIAMENTARY AUTHORITY

Section 12.1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Certificate of Incorporation or the law.

ARTICLE XIII AMENDMENTS

Section 13.1. Amendments. These bylaws may be amended, repealed, or new bylaws may be adopted by a two-thirds vote of the attending members at any annual or special meeting if written notice of the proposed changes is provided 14 days prior to the meeting. These bylaws may also be amended, repealed and new bylaws adopted by an affirmative vote of the majority of the entire Board of Directors.

ARTICLE XIV PREVIOUS BYLAWS OR CONSTITUTION

Section 14.1. Previous Bylaws or Constitution. All previous bylaws or constitutions of the Club, and any amendments thereto, are superseded by the adoption of these bylaws.

Revisions of the September 22, 1990 version;

Revisions of the March 4, 1996 version:

Revisions of the December 7, 2009 version.

Certificate of Adoption of Bylaws

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Co-Secretary of the Bethlehem Soccer Club, Inc., a New York not-for-profit corporation.
2. That the foregoing bylaws, comprising these seven pages, constitute the bylaws of said corporation duly amended at the meeting of the members thereof, duly held on the eighth day of December, 2011.

In witness whereof, I have hereunto subscribed my name this eighth day of December, 2011.

Anne Marie Masters, Co-Secretary