

LEICESTER SOCCER CLUB, INC.

BY-LAWS

ARTICLE I

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These by-laws shall govern the actions of the corporation not otherwise governed by law or the Articles of Organization. All references in these by-laws to the Articles shall be construed to mean the Articles of Organization of the corporation as from time to time amended or restated.

ARTICLE II

Fiscal Year

Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall in each year end on April 30.

ARTICLE III

Location

The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

ARTICLE IV

Members

Section 1. Qualification

A member shall be a family unit, defined as a parent, or a guardian, and player aged-child or children – that are registered for the current season, which begins at the closing of a registration period. Directors shall also be considered members. Unless the directors otherwise designate, there shall be no qualification for members. No such designation shall disqualify a member currently participating in the club, when the designation is made.

Section 2. Suspension or Removal

A member, either a family as a unit or individually as a parent, or guardian, or player aged child, may be suspended or removed with or without cause by a vote of a majority of the board of directors. The member shall be afforded reasonable notice of the vote to remove or suspend and be provided an opportunity to be heard.

Section 3. Powers and Rights

Each member shall be entitled to one vote, by a member of the family aged eighteen (18) years or older, in matters thereby requiring a vote of the members. In addition to the rights as are vested in them by law, the articles of organization and/or these by-laws, the members shall have such other powers and rights as the directors may designate.

Section 4. Vacancies

In the event of a child member leaving or being removed from the club, a child member of the same age group, may be taken from a wait list – should one exist at the time – upon a vote of the directors. Said child member shall be added to replenish the roster of the team associated with the departing member.

Section 5. Annual Meetings

The annual meeting of the members of the corporation shall be called by the directors, provided a notice of not less than sixty (60) days is provided to the members. The annual meeting may be held at such a place and at such a time as directors shall determine.

For the annual meeting a quorum shall be established by two percent (2%) of the members as established by the registrations for the current season. At an annual meeting of a corporation a voting member shall be present in order to cast a vote. Voting by proxy shall be prohibited for annual meetings of the corporation.

Section 6. Special Meetings

Special meetings of the corporation may be held at any time and at any place within Worcester County. Special meetings of the corporation may be called by the directors, at such time and place as shall be determined by the directors, or by one-half of the members, in writing and signed by all members calling for a special meeting.

Section 7. Call and Notice

a.) Special Meetings

Reasonable notice of the time and place of special meetings of the corporation shall be given to each member. Such notice need not specify the purposes of said meetings, unless otherwise required by law, the articles of organization or these by-laws.

b.) Reasonable and Sufficient Notice

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail, electronic mail or other form of electronic communication, at least forty-eight hours before the meeting addressed to them at the address or electronic address provided on the most recent application submitted to the corporation.

c.) Waiver of Notice

Whenever notice of a special meeting is required, such notice need not be given to any member if a written waiver of notice, executed by them before or after the meeting is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 8. Quorum

At any meeting of the corporation, other than the annual meeting, a majority of the members shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present and the meeting may be held as adjourned without further notice.

ARTICLE V

Sponsors, Benefactors, Contributors, Advisers, and Friends of the Corporation

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE VI

Board of Directors

Section 1. Number and Election

The Board of Directors shall be comprised of not less than seven (7) and not more than eleven (11) members elected annually by a nominating committee. The committee shall meet no later than the third week of July in order to qualify and elect the Board of Directors.

The nominating committee shall be comprised of current members of the board currently in office at the time of the meeting, coaches from the recent spring season with a minimum of two (2) seasons coaching experience, non-board and non-coach volunteers holding a named position for two (2) consecutive seasons, and not more than five (5) parents, nominated by members and chosen by the prior season coaches, not less than two weeks prior to the nominating committee meeting.

Section. 2. Tenure

Each director shall hold office for a term of three (3) years consecutively and until a successor is elected and qualified, or until the director sooner dies, resigns, is removed or becomes disqualified. A director shall be off the board for a period of one year to then be eligible for election to another term. The directors shall establish a staggered tenure schedule so that no greater than one third (1/3) of the directors shall be elected each given year. Time served by a director as an officer of the club shall not count towards the three years of a director's tenure.

Section 3. Suspension or Removal

A director may be suspended or removed with or without cause by vote of a majority of the directors then in office. A director shall be removed for cause only after reasonable notice and opportunity to be heard.

Section 4. Resignation

A director may resign by delivering their written or verbal resignation to the president, treasurer or clerk of the corporation, at a meeting of the directors or to the corporation at its principal office or by electronic message to the president, treasurer or clerk of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 5. Powers

The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization or these by-laws.

Section 6. Committees

The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, not otherwise prohibited by law, the articles of organization or these by-laws. Unless the directors otherwise designate committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain on said committee at the pleasure of the directors.

Section 7. Vacancies

Any vacancy in the board of directors, except a vacancy resulting from enlargement (which must be filled in accordance with Article VI. Section 1), may be filled by a majority vote of the directors then in office. Each successor shall hold office for the unexpired term or until they sooner die, resign, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 8. Regular Meetings

Regular meeting of the directors may held at such places, in Worcester County, and at such times as the directors may determine.

Section 9. Special Meetings

Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors.

Section 10. Call and Notice

a. Regular Meetings

Reasonable notice shall be given to each director in writing, by telephone or electronic communication upon the call of a regular meeting of the directors.

b. Special Meetings

Reasonable notice of the time and place of special meetings of the directors shall be given to each director in writing, by telephone or electronic communication.

c. Reasonable and Sufficient Notice

Except as otherwise expressly provided it shall be reasonable and sufficient notice to a director to send notice by mail, telephone, electronic mail or other form of electronic communication, at least forty-eight hours before the meeting.

d. Waiver of Notice

Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by them before or after the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section 11. Quorum

At any meeting of the directors, a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 12. Action by Vote

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

Section 13. Action by Writing

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing, or by electronic communication, and the written or electronic consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 14. Compensation

Directors shall be entitled to receive for their services admission of any appropriate aged children into the corporation without requirement of payment of any fees or dues then in place. All other forms of compensation shall be determined by a vote of the directors then in office.

ARTICLE VII
Officers and Agents

Section 1. Number and Qualification

The officers of the corporation shall be a president, a treasurer, a clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at time.

Section 2. Election

The president, vice president, treasurer and clerk shall be elected annually by the directors at their first meeting following the annual meeting of the directors. The election of president and clerk will be held in even numbered years and the election of vice president and treasurer will be held in odd number years. Other officers, if any, may be elected by the directors at any time.

Section 3. Tenure

The president, vice president, treasurer and clerk shall be elected for a term of two (2) years and until the first meeting of the directors following the next annual meeting of the directors and until a successor is chosen and qualified. Each other officer shall hold office until the first meeting of the directors following the next annual meeting of the directors unless a shorter period shall have been specified by the terms of their election or appointment, or in each case until they sooner die, resign, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

Section 4. Chairman of the Board of Directors

If a chairman of the board of directors is elected, he shall preside at all meetings of the directors, except as shall otherwise be determined by the directors.

Section 5. President and vice-president

The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the corporation and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the directors otherwise determine.

The vice-president or vice-presidents, if any, shall have such duties and powers as the directors shall determine. The vice-president, or first vice-president if there are more than one, shall have and

may exercise all the powers and duties of the president during the absence of the president or in the event of their inability to act.

Section 6 Treasurer

The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. They shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. They shall have such other duties and powers as designated by the directors or the president. They shall also be in charge of its books of account and accounting records, and of its accounting procedures.

Section 7. Clerk

The clerk shall record and maintain records of all proceedings of the corporation and directors, which records shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of its clerk or of its resident agent or in an electronic storage mechanism kept within or accessible from within the Commonwealth of Massachusetts and shall be available for the inspection, within a reasonable timeframe, upon the request of any member. Such records shall also contain records of all meeting of incorporators and the original, or attested copies of the articles of organization, the by-laws, the names of all members and directors, and the address of each. If the clerk is absent from any meeting of the corporation or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Section 8. Suspension or Removal

An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 9. Resignation

An officer may resign by delivering their written, electronic or verbal resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors, or to the corporation at its principal office, such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. In a given case the president, treasurer or clerk must submit their resignation to someone other than themselves.

Section 10. Vacancies

If the office of any officer becomes vacant, the directors may elect a successor. Each successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until a

successor is elected and qualified, or in each case until they sooner die, resign, is removed or becomes disqualified.

ARTICLE VIII

Execution of Papers

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, lease, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice-president and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, these by-laws, resolutions or votes of the corporation.

ARTICLE IX

Personal Liability

The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE X

Definitions

Where the context so permits, each of the masculine, feminine and neutral genders shall deemed to denote the other two genders; and the singular to denote the plural; and the plural to denote the singular.

ARTICLE XI

Amendments

These by-laws may be altered, amended or repealed in whole or in part by vote of a majority of the directors then in office, except with respect to any provision thereof which by law, the articles of organization or these bylaws requires action by the members. Not later than the time of giving notice of the next annual meeting of members, following the making, amending, or repealing by the directors of any by-law, notice thereof stating the substance of such change shall be given to all members. The members, by a majority vote, may alter, amend or repeal any by-law adopted by the directors or otherwise adopt, alter, amend or repeal any provision of these by-laws.