

BYLAWS OF GLOUCESTER BAYSTARS FOOTBALL CLUB, INC.

ARTICLE I PURPOSE

1.1 Purpose. The affairs and activities of the Corporation shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), affecting non-profit organizations qualified under Section 501 (c) (3) of the Code.

ARTICLE II DIRECTORS

2.1 General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation of these Bylaws, all of the powers of the Corporation shall be vested in such Board of Directors.

2.2 Composition of the Board of Directors. The Board of Directors shall be composed of the following directors: the President, the Vice President, the Secretary, the Treasurer, two At-Large Directors, and the Immediate Past President. (amended 2/2/04 & 7/13/12)

2.3. Terms of Office; Election and Removal; Quorum.

(a)(1) Unless removed as provided in these bylaws-

(A) the President, Secretary, Treasurer, and one of the At-Large Directors are each elected for a term of 2 years in odd-numbered years; and

(B) the Vice President, and the other At-Large Director are each elected for a term of 2 years in even-numbered years, except that in 2004 each of these 3 directors shall be elected for a term of one year. (amended 7/13/12)

(2) Elections shall be conducted at the annual meetings of the Board of Directors and the terms of office shall begin on the adjournment of the annual meeting at which the director is elected. Each elected director shall retain office until a successor is elected. Which At-Large Director is to be elected in an odd numbered year and which is to be elected in an even-numbered year shall be determined by lot at the 2003 annual meeting. (amended 2/2/04)

2.4 Meetings of Directors. An annual meeting of the Board of Directors, for the transaction of such business as may come before the meeting, shall be held in Virginia, on the third Thursday in May, if that day is not a legal holiday. If that day is a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday. The failure to hold an annual meeting at the time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action. Other meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and, at times fixed by resolution of the Board of Directors, or upon call of the Chairman of the Board, the President, or a majority of the Directors. The Secretary, or officer performing the Secretaries duties, shall give not less than three (3) days' notice by letter, email, telephone or in

person of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board of Directors need not state the purpose of the meeting unless otherwise required herein. Members of the Board of Directors or any Committee designated thereby may participate in a meeting of the Board of Directors or such Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. (amended 7/13/12)

2.5 Actions by Directors or Committee Without Meeting. In the event of an extenuating circumstance, when action by the Board of Directors or any Committee must be taken for the sole benefit of the Club and, a quorum of the Board of Directors or Committee cannot be timely or conveniently achieved, a Consent Proposal action may be taken if by polling, either by phone, mail, email, or in person, the Consent Proposal is approved by a majority of the Board of Directors or Committee. All Board or Committee members shall be notified immediately of the results of any Consent Proposals. Any Consent Proposal adopted and acted upon shall be reported and adopted into the minutes of the next regularly scheduled meeting of the Board of Directors.

2.6 Compensation. A Director shall not be entitled to compensation for his services as a Director. The foregoing shall not prevent the Board of Directors from reimbursing any Director for expenses actually, necessarily and reasonably incurred in the performance of his duties as director.

ARTICLE III OFFICERS

3.1 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such duties and powers as are prescribed by law, are hereinafter provided, or are conferred from time to time by the Board of Directors.

(a) President. The President, who must be a director, shall be Chief Executive Officer of the Corporation, and shall be primarily responsible for the implementation of policies of the Board of Directors. He shall in general supervise and control the management and direction of the club, subject only to the ultimate authority of the Board of Directors. He will preside at all membership meetings and meetings of the Board of Directors. He may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments except where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation.

(b) 1st Vice President. In the absence of the President, or in the event of the death, inability, or refusal to act, the 1st Vice President shall perform the duties of the President. When so acting, the 1st Vice President shall have all the powers of, and be subject to all the restrictions

upon the President. The 1st Vice President shall perform other responsibilities assigned by the Board of Directors.

(c) 2nd Vice President. (deleted amended 7/13/12)

(d) Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors. He shall be responsible for

(i) maintaining adequate financial records in accordance with generally accepted accounting practices

(ii) preparing appropriate operating budgets and financial statements

(iii) reporting on the financial status of the Corporation at all regular meetings

(iv) soliciting funds for the Corporation

(v) preparing and filing tax returns required by law

(vi) performing all duties as from time to time may be assigned to him by the Board of Directors. The Treasurer may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments. except in cases where the signing thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

(e) Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors. When requested, he shall also act as secretary of the meetings of the Committees of the Board of Directors. He shall keep and preserve the minutes of all such meetings in permanent books. He shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized and directed in accordance with law or the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation; shall see that all reports, statements and other documents (except tax returns) are properly filed; shall have charge of and be responsible for maintaining a record of all donors and the amount of their contributions; shall be responsible for the written acknowledgments of all contributions; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the President. (amended 2/2/04)

3.2 Compensation. The Board of Directors shall have authority to fix the compensation of all officers of the Corporation.

ARTICLE IV

COMMITTEES

4.1 Standing and Special Committees. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and advise the Board of Directors, and shall define the powers and responsibilities of such Committees. The chairman and members of all committees shall be appointed by the Board of Directors for a term not to exceed one year, and shall be subject to removal at any time by vote of a majority of the Board of Directors then in office. No Committee appointed by the Board of Directors shall consist of less than three (3) members. Persons other than directors may be appointed committee members by the Board of Directors. The voting rights, if any, of committee members other than directors shall be specified by the Board of Directors in its action designating the committee's specific powers and responsibilities, except that no committee shall have the power:

- (a) to approve amendments to these Bylaws or the Articles of Incorporation;
- (b) to approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Virginia, the Articles of Incorporation or these Bylaws;
- (c) to take any action for which final authority is reserved to the Corporation or which has been prohibited by resolution of the Board of Directors;
- (d) to take other action which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or these Bylaws. (amended 2/2/04)

ARTICLE V

CLASSES OF MEMBERS AND QUALIFICATIONS

5.1 Youth Player Members. Any individual that is nineteen years old or younger and currently certified on an official roster of one of the youth soccer teams sponsored by the Club. Youth Player Members shall have no voting privileges; neither are they eligible to serve on any committee nor hold any office within the Club. The term of membership shall coincide with the term of the player's certification on an official roster.

5.2 Adult Player Members. Any individual who is twenty years old or older and currently certified on an official roster on one of the adult soccer teams sponsored by the Club. Adult Player Members shall have no voting privileges or hold any office of the Club, unless as a Parent Member or Team Manager, but are eligible to serve on or chair any committee. The term of membership shall coincide with the term of the players certification on an official roster.

5.3 Parent Members. Those individuals who are parents or legal guardians of a Youth Player Member. Parent members shall be entitled to full voting privileges and are eligible to serve on any committee or hold any office within the Club. The term of membership shall coincide with the Youth Player Member's term of membership.

5.4 Associate members. Any individual who is neither a Youth Player nor the parent or legal guardian of a Youth Player, but who shall help foster the purposes of the Club through their special interest or abilities, may be elected by a majority vote of the Board of Directors as an Associate Member of the Club. Associate Members shall be entitled to full voting privileges and are eligible to serve on any committee or hold any office within the Club. The term of membership shall be from the time of their election until the first meeting of the Board of Directors after the next annual meeting.

5.5 Sustaining Members. Any individual, who desires to be identified with the Club through their financial support and/or influence within the community for the promotion of the Club's purposes, may be elected by a majority of the Board of Directors as a Sustaining Member of the Club. Sustaining members shall have no voting privileges nor shall they hold any office, but they are eligible to serve on and/or chair any committee within the Club. The term of membership shall be from the time of their election until the first meeting of the Board of Directors after the next annual meeting.

5.6 Honorary Members. Any individual, who may further the purpose of the Club by virtue of their special talents, dedicated interest in soccer, or exceptional contribution to the Club, may be elected, by a majority vote of the Board of Directors at its Annual Meeting, an Honorary Member of the Club. Honorary Members shall have no voting privileges nor shall they hold any office, but they are eligible to serve on and/or chair any committee within the Club. The term of membership shall be one year from the date of election. If the person is elected to Honorary Membership for five consecutive years, they shall be known as a life Honorary Member, and further election will not be required. (amended 7/13/12)

ARTICLE VI COACHES AND TEAM PERSONNEL

6.1 Head Coaches. The Head coach of any team sponsored by the Club shall be either a Parent or Associate Member of the Club. All Head Coaches shall be approved by a two-thirds vote of at least a quorum of the Board of Directors. A Head Coach must be of good moral character and possess the ability to convey soccer skills to the players on their respective teams. Any Coach may be removed at any time from his/her position and duties by a two-thirds vote of at least a quorum of the Board of Directors, whenever in its judgment, the best interest of the players, the team, and/or the Club will be served by such removal.

6.2 Assistant Coaches. An assistant Coach of any team sponsored by the Club shall be appointed by the Head Coach of that team, and shall serve at his/her pleasure.

6.3 Team Managers. The Team Manager shall be selected from among the Adult Players or Parent Members of each team by the Head Coach. Any Team Manager may be removed from office by a decision of the Head Coach with the approval of a majority of the teams Adult Players or Parent Members, as appropriate, at a Team Meeting, or by a two-thirds vote of a quorum of the Board of Directors, whenever, in the judgment of the Board of Directors, the best interest of the respective team or of the Club will be served by such removal. The Board of Directors may appoint a Team

Manager for a newly organized team if a Team Manager has not been selected and appointed by the date that the team's declaration of intention to play is due. Also, the Board of Directors may appoint a Team Manager if an existing team has not selected and appointed a Team Manager within fourteen (14) days after a vacancy has occurred in that position.

ARTICLE VII TEAMS

7.1 Teams. Any and all teams sponsored by the Club must be approved by the Board of Directors. Official sponsorship of any team may not be granted until sufficient evidence is presented to the Board of Directors that both Players and Coaches are available and committed to the purposes of the Club. The Club may sponsor the following classifications of teams:

- (a) Youth Travel (amended 7/13/12)
- (b) Instructional and Recreational
- (c) Advanced
- (d) Adult

7.2 All Youth Travel teams sponsored by the club shall comply with the rules and requirements of the Virginia Soccer League, INC. (VSLI), VCCL, if appropriate, and Virginia -DC YOUTH SOCCER ASSOCIATION (VYSA), and the UNITED STATES YOUTH SOCCER FEDERATION (USSF). (amended 7/13/12)

ARTICLE VIII QUALITY OF INTEREST

8.1 Any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a Committee thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his interest to the Board of Directors or Committee prior to it acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether or not 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, nor use his 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 contract or transactions.

ARTICLE IX LIABILITY AND INDEMNIFICATION

9.1 Limitation on Liability of Officers and Directors. To the full extent that the Virginia Nonstock Corporation act, as it exists on the date hereof or may be hereafter amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

9.2 Indemnification. To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

9.3 Directors, Officers, Employees or Agents. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE X CORPORATE RECORDS

10.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of a meetings of its member and Board of Directors, and all action taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

10.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

10.3 Form of Records. The Corporation shall maintain its records in written form or in form capable of conversion into written form within reasonable time.

10.4 Specific Records Which Corporation Must Keep. The Corporation shall keep a copy of the following records:

- (a) The Corporations Articles or Restated Articles of Incorporation and all amendments to them currently in effect
- (b) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect
- (c) The minutes of all member's meetings, and records of all action taken by the members without a meeting, for the past three (3) years
- (d) All written communications to the members generally in the last three (3) years
- (e) A list of names and business addresses of the Corporations current directors and officers
- (f) The Corporations most recent annual report delivered to the State Corporation Commission.

ARTICLE XI MISCELLANEOUS PROVISIONS

11.1 Seal. The seal of the Corporation shall consist of a flat faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

11.2 Fiscal Year. The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the Board of Directors.

11.3 Checks, Notes, and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorize, however, the signature of any such person may be a facsimile.

11.4 Amendment of Articles of incorporation and Bylaws. These Bylaws may be amended or altered by the vote of the members. The Corporations Articles of Incorporation may be amended or altered by an affirmative vote of more than two-thirds (2/3) of the vote of the Board of Directors and the approval of the member as provided in the Articles of Incorporation.

11.5 Voting of Stock Held. Unless otherwise provided by resolution of the Board of Directors, the President may from time to time appoint an attorney or attorneys or agent or agents of this Corporation, in the name and on behalf of this Corporation, to cast the vote that this Corporation may be entitled to cast as a stockholder or otherwise in any corporation, any whose stock or securities may be held by this Corporation.

11.6 Use of Pronouns. Whenever used herein, the masculine pronouns shall include the feminine, the feminine shall include the masculine, the singular shall include the plural, and the plural shall include the singular.

These Bylaws were duly adopted by the Board of Directors of this Corporation on the 16th day of February, 1997.

These Bylaws were amended by the Board of Directors of this Corporation on the 14th day of January, 2004.

These Bylaws were amended by the Board of Directors of this Corporation on the 13th day of July, 2012.

President: George Bains

Secretary: Nancy Yeager