

FUTURE SOCCER CLUB BYLAWS

Future Soccer Club, Inc.

EIN 27-1500899

- 1) **NAME AND PURPOSES: Future Soccer Club (the “Corporation”)** is aimed
 - a) To abide by the rules and regulations of the United States Youth Soccer Association (USYSA) and the Maryland State Youth Soccer Association (MSYSA);
 - b) To educate and teach anyone who wishes to learn about soccer or how to play soccer;
 - c) To develop and promote the growth of and appreciation for the game of soccer by providing opportunities for the youth of the greater Maryland area to participate in organized programs of soccer by instilling the following values:
 - i) Sportsmanship – Players, coaches and parents will be encouraged to demonstrate sportsmanship in practice, games and meetings or any environment when representing the Corporation. This is to be encouraged from the moment a player and their family joins the Corporation to the day they are no longer with the Corporation. Should this not be followed, disciplinary actions will be taken to rectify the situation.
 - ii) Atmosphere – The Corporation will create an atmosphere that embraces the values of hard work and dedication to soccer or any project a child dedicates themselves. In addition, this culture is one based on a family environment. Everyone in the family is to be treated equally and fairly and will be encouraged to contribute their best efforts to their team, the Corporation, community and environment.
 - iii) Player and Person Development – Players will be encouraged to develop to their fullest potential in an embracing environment that nurtures their various abilities both in sport, team and individual interaction.
 - iv) Encouragement and Positivity – Coaches will be encouraged to go beyond just teaching soccer, but also to impart to players how to better themselves. Parents will be encouraged to support their children, team and the Corporation in a positive manner in accordance with the Corporation’s philosophies at all times without exception.
 - v) Diversity – Every player and their family shall have an equal opportunity to participate with the Corporation regardless of race, color, creed, sex, sexual orientation, national origin or ability to play.
 - d) To promote the education of young people by providing a format for educational opportunities and encouraging interaction and cultural exchanges between the young people of Maryland, the Greater DC Area, the United States and other regions of the world.
- 2) **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be 12114 B Heritage Park Circle, Silver Spring, MD 20906.
- 3) **MEMBERSHIP:** The membership is to include the Board of Directors consisting of, but not limited to, President, Vice President, Secretary, Treasurer and any member appointed by the majority of the Board of Directors.

- 4) **BOARD OF DIRECTORS:** The Board of Directors shall consist of, but not limited to, President, Vice President, Secretary, Treasurer and two at-large members selected by the membership.
 - a) **Classes:** There shall be only one class of Directors.
 - b) **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than twenty-one (21) persons and no less than five (5) persons.
 - c) **Timing of Election/Vacancies:** At each annual meeting, the Directors to serve for the ensuing year shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.
 - d) **Term:** Each Director shall hold office for a term of two (2) years or until a successor is duly elected. No person may serve in the same position on the Board of Directors for more than two consecutive terms. The vote for the at-large seats will commence on even numbered calendar years and specified seats will be voted on odd numbered years. After serving time in another position after holding a position for the maximum time allowed, that person would then be able to be voted back to a seat they previously held.
 - e) **Removal:** A Director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.
 - f) **Resignation:** A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.
- 5) **ELECTED OFFICERS OF THE BOARD OF DIRECTORS**
 - a) **Election/Vacancies:** The officers shall be elected by the Board of Directors. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor.
 - b) **Term:** Officers shall serve a term of two (2) years and until their successors are elected, or until they are removed for cause.
 - c) **Removal:** An officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.
 - d) **Resignation:** An officer may resign only by submitting a written resignation to the President or Secretary/Treasurer or to the other Directors, if the resigning officer is the President.
 - e) **Authority and Duties:** The officers shall have the authority and responsibility delegated by the Board as stated as follows:
 - i) **President:** The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee, and otherwise perform all of the duties

which are ordinarily the function of the office. The President may execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof is expressly delegated by the Board to some other officer or agent of the Corporation.

- ii) Vice President: The Vice President shall perform the duties of the President if the President is unable to do so or is absent, perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.
- iii) Secretary: The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- iv) Treasurer: The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
- v) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

6) BOARD MEETINGS

- a) Annual Meeting: The annual meeting of the Corporation shall be held at such date and time as is determined by the Board of Directors.
- b) Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.
- c) Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or at least three (3) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- d) Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least forty eight (48) hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- e) Quorum: At meetings of the Board of Directors, a quorum shall consist of fifty percent (50%) of the Directors then serving, present in person.
- f) Voting: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-third of the Directors then serving. Each Director shall have one vote. Members of the Board may only vote in person. There shall be no proxy voting.

- 7) **COMMITTEES:** The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Corporation. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.
- a) **Executive Committee:** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.
 - b) **Board Development Committee:** The Board Development Committee shall be appointed by the President and approved by the Board of Directors. The Board Development Committee shall consist of at least two (2) members of the Board of Directors, one of whom shall serve as Chairperson of the committee. The Board Development Committee shall be responsible for nominating persons to serve as Directors. No person shall serve on the Board Development Committee for more than three (3) consecutive years.
 - c) **Other Committees:** The Board may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint from among its members one or more other committees, composed of two (2) or more Directors, for the purposes and with the powers as the Board may provide, except that no committee or committees will have or exercise the authority of the Board or the Executive Committee in the management of the Corporation.
- 8) **APPOINTED OFFICERS AND STAFF**
- a) The Board of Directors may appoint a chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the chief executive officer.
 - b) The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authorities delegated shall be memorialized in written job descriptions.
 - c) The chief executive officer shall be subject to the hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer.
 - d) The chief executive officer shall attend and participate in meetings of the Board of Directors and of committees as staff to the Board and the committees.
- 9) **CONFLICT 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 contract, 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.

- 10) 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 the corresponding provisions of any future United States Internal Revenue Law).
- 11) 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).
- 12) 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.
- 13) EMPLOYEE BENEFIT PLANS
 - a) The Corporation shall be deemed to have requested a Director or officer to serve an employee benefit or welfare plan where the performance of the Director's or officer's

duties to the Corporation also impose duties on, or otherwise involves services by, the Director or officer to the plan or beneficiaries of the plan;

- b) Excise taxes assessed on a Director or officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and
- c) Actions taken or omitted by the Director or officer with respect to an employee benefit or welfare plan in the performance of the Director's or officer's duties for a purpose reasonably believed by the Director or officer to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

- 14) 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 ensure to the benefit of their heirs, executors or administrators of such person.
- 15) 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 or her service to the Corporation in some other capacity.
- 16) 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 ten (10) 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 or 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.
- 17) SIGNATURE AUTHORITY: All checks, notes, acceptances and orders for payment of money of \$5,000.00 or more shall be signed by any two (2) of the President, Vice President, Treasurer or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind of \$5,000.00 or more shall be signed by the President, Vice President, Treasurer or any other agent of the Corporation designated by the Board of Directors.
- 18) FISCAL YEAR: The fiscal year of the Corporation shall be from August 1st to July 31st.

- 19) **ACTION WITHOUT 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.
- 20) **AMENDMENTS:** These bylaws may be amended by a simple majority vote of the Board of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
- 21) **NON-DISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectionate preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.
- 22) **SEAL:** The Seal of the Corporation shall be circular in form with the words “Future Soccer Club”.
- 23) **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.

Adopted by the Board of Directors on September 3, 2010