

BY-LAWS OF CHESAPEAKE UNITED SOCCER CLUB, INC.

ARTICLE I

OBJECTIVES

SECTION 1 - General

This organization shall be known as "Chesapeake United Soccer Club, Inc.", herein after referred to as "CUSC", is a corporation defined in both United States and Commonwealth of Virginia statutory law whose principal purpose is to promote youth soccer. Although membership is from members predominantly from the Tidewater Area, membership may be offered to any resident in the Southeast Region of the Commonwealth of Virginia or the Northeastern Region of North Carolina. CUSC will not discriminate against any individual on the basis of race, color, religion, age, gender, or national origin. CUSC is a tax-exempt organization under the Internal Revenue Code of 1954 Section 501(c)(3) (as amended).

SECTION 2 – Setting Club Policies and Procedures

The General Board retains the approving authority for the Club. This General Board empowers the Executive Board of Directors as the governing body of the CUSC and is charged with providing direction and implementation of interim action required for all planning, policies and procedures of the club. Interim actions require board approval at next scheduled business meeting for continuation. Its primary concern is the welfare of the youth who play in this club.

SECTION 3 – Club Objective

The objective of the soccer club shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for others, so that they may be well-adjusted, stronger and happier youth and will grow to be decent, healthy and trustworthy adults. In addition, this includes providing coaches, facilities for training and playing, coach and team support, in-house leagues and club associations with outside leagues to facilitate matches with other teams.

SECTION 4 – Achieving Club Objective

To achieve the soccer club objective, the soccer club will provide supervised programs, camps, and leagues under the rules and policies set forth by the soccer club, and retain membership with national organizations such as USSF. The Executive Board will set operating and capital improvement budgets for the purpose of conducting day to day operations and securing facilities and performing improvements. Officers, Directors, Advisors and volunteer members shall bear in mind that stressing exceptional athletic skills or winning games is secondary and that leadership extended to youth is of primary importance.

SECTION 5 - TRADE NAME

The Corporation may select, by majority vote of the Board of Directors, a trade name which fairly reflects the scope, goals, membership and purposes of the Corporation as may be in the best interests of the Chesapeake United Soccer Club and youth soccer generally.

ARTICLE II

GOVERNANCE

SECTION 1 - Membership

The Corporation shall extend membership to each player not subject to suspension under the applicable Bylaws or Regulations, subject to the acceptance and acquiescence of the CUSC Executive Board. Member players, being minors, shall be represented by their parents or legal guardians. Acceptance for participation of players, coaches, assistant coaches, and other team officials remains solely within the discretion of the Executive Board of Directors and is not subject to further arbitration.

Membership may be terminated for non-payment of dues or fees and/or by a vote of the Executive Board for violation of the policies of the By-Laws, League Rules, Policies, Regulations or other conditions as may be determined by the Executive Board. The following procedures shall be followed:

1. Reasons for the removal shall be made by written statement to all members of the Executive Board.
2. A copy of the statement shall be mailed to the Member whose status is proposed to be terminated.
3. Notification of the date and time of the hearing before the Executive Board shall be sent by certified or registered mail or a nationally recognized commercial carrier service for next day confirmed delivery, faxed or emailed with a follow-up by mail or so sent by a nationally recognized commercial carrier service.
4. Notification to the Member shall include a request for the Member to appear at the hearing.
5. Before the final discussion and taking of the vote, the Member shall leave the hearing.
6. A two-thirds (2/3) vote of the full Executive Board shall be necessary to terminate the membership.
7. A Member may return to the hearing room for the results of the voting.

Since electronic mail is the primary form of communication, all members are required to ensure that a current email address is submitted to the administrator.

SECTION 2 – Board of Directors

The Board of Directors shall consist of two boards, the Executive Board and General Board. Matters pertaining to the approval of budgets, both operating and capital, and changes to the bylaws shall remain with the exclusive purview of the General Board. Matters of policy, rules, or procedures shall remain within the exclusive purview of the Executive Board which must operate under the guidelines of the club bylaws.

The General Board consists of one representative from each CUSC team declared for either season of league play when either league program supports less than fifteen teams. Representatives for the older age teams that typically do not declare play for nor pay club fees for the spring season will remain as a General Board member through the entire soccer year. When both league programs have a minimum of fifteen teams each, the League programs shall have equal number of representatives on the General Board. The Program containing lesser representatives is authorized to elect Members at Large to provide equal Director representation on the General Board. Failure of this Program to elect Members at Large does not preclude the General Board from proceeding with Club business due to an imbalance of representation. At team declaration for season play the team shall submit the name of the team representative to the club administrator. The Developmental program, (Academy) shall retain votes on the Executive Board of Directors and one vote on the General Board.

The Executive Board consists of the following directors:

1. President
2. Vice President
3. Treasurer
4. Academy Commissioner
5. Advanced Commissioner
6. Travel Commissioner
7. Assistant Travel Commissioner
8. Assistant Advance Commissioner
9. Executive Board Member at Large
10. Executive Board Member at Large
11. Executive Board Member at Large
12. Assistant Academy Commissioner

The Executive Director, the Technical Directors, Director of Facilities and Operations, and EB Administrator will attend EB meeting but will not have a vote.

The Executive Board (EB) may contain a maximum of twenty directors and a minimum of five directors. The EB term shall be for a period of two (2) years as noted in Section 7. Subsequent Directors shall be appointed by the General Board voting members to serve two (2) year terms. Directors can be re-appointed by the voting members to serve additional terms. No individual shall be named or appointed as a director without his/her prior consent. Members of the EB must be associated with CUSC for a minimum of one year prior to election. This association period may be waived by a two-thirds affirmative vote of all Board of Directors.

The Board of Directors (BOD) can appoint members to other specific positions determined by the Board of Directors as necessary. The President shall only vote in the case of a tie among either board, Executive or BOD.

New Directors will be added to the Executive Board by majority vote of the Board of Directors. An EB Director cannot be permanently appointed to complete a term outside of a regularly scheduled meeting. In the case of a vacancy of a Director the President may assign a member as an interim Director till the next scheduled meeting for which a new Director is ratified by the Board of Directors. Ratification shall occur by a majority vote of a quorum of the General Board.

SECTION 3 – Conflict of Interest

Directors shall have no vote in Board proceedings that are specific only to their own team(s) or businesses. Matters adopted for more than one team are not considered team specific.

SECTION 4 – Board Meetings

Regularly scheduled General Board meetings will be held through out the year as determined by the Executive Board. General Board meetings are open to the public. Executive Board meetings are not open to the public.

SECTION 5 – Conduct of Meetings

Regular meetings of the Board of Directors shall be held on such days as determined by the Executive Board. The President or Vice President, in the absence of the President, may call a special meeting and/or executive session of the Board. The Administrator shall provide notice of such meetings to each Director. Notification can be in the form of letter, phone call, speech, or electronic mail.

Robert’s Rules of Order, current revision, shall govern all proceedings not provided in this constitution.

The Board of Directors will adopt policies and procedures for the operation and management of the club.

A quorum of EB Directors or Board of Directors must be present to conduct Board Business of each respective Board. A quorum is defined as a simple majority of the full board plus two..

Special meetings of the membership, as required from time to time, may be called by the President or respective commissioners, with notification to the Executive Board.

The Executive Board administrator shall provide written notice of a meeting to respective members based on type of meeting. Notice should be given at least ten calendar days in advance of the meeting date and the notice shall specify an agenda for the meeting.

The Executive Board should meet monthly unless the Board directs otherwise and at other times as directed by the President.

The General Board shall meet at least quarterly unless the General Board directs otherwise and at other times as directed by Executive Board.

SECTION 6 – Duties

President – The President is the Facilitator of the Club and its operations and will chair Board of Directors and Executive Board meetings. The President shall represent the club in all endeavors regarding soccer and is authorized to enter into agreements and contracts representing CUSC when specifically approved by the General Board. The President shall ensure a business plan/budget for operation of the club is presented to the General Board for approval at the first scheduled board meeting for each season. The President shall ensure that an audit of the club finances is performed annually prior to the start of each fall season. He/she has voting authority but shall only exercise that authority in the event of a tie vote amongst a board. In addition, the president shall ensure that the resolutions passed by respective boards be promptly and properly executed. The President shall have the authority to negotiate and terminate all paid positions. These selections shall be approved by a majority vote of the Executive Board. The President is

responsible for keeping the Executive Board apprised of matters related to positions and ensuring that the goals of the Executive Board are carried out.

Vice-President - In the absence of the President, inability or refusal to act or is deemed by the Executive Board or General Board that he or she is unable to continue performing the duties of the office, the Vice President shall perform the duties of the President. When performing the duties of the President and, when so acting shall have all the powers of and be subject to all the restriction of the President. He/she shall also act as Chairman of the club Adjudication Committee but will have no vote saved for a tie amongst the committee members. The exception to this rule will be in the event that the issue before the committee causes a conflict of interest as determined by the committee. In this event, the Vice President shall reclude him/herself and the President shall appoint a temporary chairman. The Vice President shall perform such additional duties as are from time to time assigned by the President or the Board of Directors.

Treasurer – The Club Treasurer shall maintain the Club Treasury. The Treasurer shall follow club financial policies and procedures. The Treasurer shall ensure that club funds are deposited in such banks, trust companies, and other financial institutions that the Executive Board shall designate and shall be withdrawn upon the check or order as designated by the Executive Board. All fees and other monies collected from the member and teams shall be turned over to the treasurer who shall deposit them into a bank account. He/she shall pay all invoices of General Board approved obligations incurred by the Club. The Treasurer shall provide a financial report to the Executive Board for each regularly scheduled meeting and provide an annual balance sheet listing all assets and liabilities of the club. The Treasurer will file all appropriate State and Federal incomes reports per applicable laws and IRS regulations.

Commissioner – Commissioners shall partner with the Executive Director in the operations of their respective programs. Commissioner shall ensure that programs operate within the bylaws, approved budgets, and club policies and procedures. Commissioners shall be a voting member of the Executive Board. Commissioners may call special meetings of members of teams within the respective programs for purpose of gathering program input, and distributing program information associated with their respective program. Meetings called by a commissioner are not considered General Board meetings and therefore are generally closed to the general public. Meetings called by the commissioner are open to any Executive Board Member(s).

Assistant Commissioners – Assistant Commissioners will assist the Commissioner in support of the day to day operations. When assigned by the Director of Facilities and Operations, the assistant will assign program teams to available resources for training. As part of this effort the Assistant Commissioner will be responsible to resolve issues with training conflicts and equipment support for assigned fields as they arise. The Assistant Commissioner will be responsible to coordinate volunteer efforts required from the program.

Executive Director (ED)– Executive Director is primarily responsible, under the direction of the President for the overall oversight and operation of the club on technical and administrative matters. The ED is expected to be an active participant in the performance of club administrative and technical duties. These duties include, but are not limited to, the selection of program technical directors and coaches, player and team training, tryouts, tournament administration, and representing the club in matters related to participation in leagues and public relations. Due to the expected effort, this position will be a paid full time employee position. The Executive Director is considered to be an Advisor on the Executive Board in an advisory position but has no vote.

Coaches, Technical Directors, and/or Directors of Coaching – Positions will assist the ED in implementing planned training, selection of coaches, coaching assistance, tryouts and player evaluations. These Directors will interact frequently with players and coaches to provide positive input in technical and tactical areas. These positions may be paid position based upon the club budget and recommendations of the Executive Director.

Administrator(s) – Executive Board Administrator is primarily responsible, under the direction of the President and the Executive Board for the daily administration and operation of the club and/or respective programs. Respective Administrators shall maintain the minutes of all official meetings of the respective Boards and or programs and all other meetings at the direction of the President or, in the absence of the President, the Vice President. In addition, respective administrators shall organize all meetings. When directed, by the President administer the club web site. Administrators have no votes. Program Administrators are permitted to support Program Commissioner. Due to potential effort required, this position may be paid and if it will be part of the program's budget. The Program Administrator will assemble all required player and team information for registration and forward to the EB Administrator.

Executive Board Member at Large – Member at Large is a Director on the Executive Board with primarily responsible for duties assigned by the President. The purpose of position is to perform assigned duties and ensure that a balance of objective views is maintained within the board.

Director of Facilities and Operations (Director of Fields)– Director of Facilities and Operation is a Director on the Executive Board, under the direction of the President but is considered a non voting position. Responsibilities include providing overall supervision of fields and facilities and ensuring that necessary tasks are performed in support of club day to day operations, to include maintenance of fields and posting of practice schedules. This Director may assign Assistant Program Commissioners with duties to directly support fields / facility usage and setup.

General Board Members – Members are responsible for attending all scheduled General Board meetings and representing their constituents, i.e. team members, in club matters. Members are responsible for disseminating club material and information to constituents. Coordinating and calling meetings of corporation members with the purpose of gathering information to vote on behalf of those constituents.

Special Committees – Subject to the approval of the Executive Board, the President may establish special committees, appoint the members of the committees, and prescribe the responsibilities of each committee. The President shall designate one member of a special committee as the chairman of the committee. Committee Chairman shall report on the actions or findings of their committees at regularly scheduled meeting of the Executive Board. The Executive Board may appoint such officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each and may fill any vacancy which may occur in the league. Any established committee may only be disestablished by a majority vote of the EB.

Section 7 - Nomination and Election of Directors and General Board Members

The Directors shall be as listed in Section 2. The Executive Board Directors shall be nominated by the voting of the current General Board members. The President, Assistant Commissioners, and Treasurer shall be nominated in years ending in odd numbers. The Vice President and Commissioners and Executive Board Members at Large nominated in years ending in even numbers. Nominations and appointment of officers shall be held at the end of each term of office and at the next scheduled board meeting upon any vacancy. It is the intent that new officers shall take their positions effective after the end of spring playing season however a majority vote the General Board prior to the actual election may delay this date for up to six months.

General Board members shall be elected annually after team formation by a majority of members of the team of whom the Board Member will represent. The represented team retains the right to replace their respective representative by a majority vote of team members. The team may also select an alternate team representative should the primary representative be unable to attend a meeting.

Any Executive Board Member of the club may be removed and relieved of his/her duties by a two-thirds (2/3) vote of the full General Board of Directors provided notice of proposed removal is given in the call of the meeting.

SECTION 8 – Compensation and Reimbursement

No Club Voting Director or General Board, member of the Board of Directors, or representative shall receive any compensation for any service that he/she may render to the club. Reimbursement, however, for actual expenses incurred during the performance of their duties is acceptable but is still subject to prior board notice and approval. Every effort for prior approval of board for reimbursement of actual expenses should be taken.

SECTION 9 – Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 10 – Indemnification by Corporation of Directors and Officers

Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this Commonwealth.

SECTION 11 – Insurance for Corporation Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such

capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such

SECTION 12 – Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 13 – Maintenance of Corporate Records

The Corporation shall keep at its principal office or other location approved by the Board of Directors:

Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and, Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

ARTICLE III

REGISTRATION FEES

SECTION 1

Fees shall be fixed at such amounts, as the Executive Board shall determine and as prescribed in Article IV, Section 1.

ARTICLE IV

FINANCE AND ACCOUNTING

SECTION 1

The Executive Board will provide the General Board with a general operating, capital improvement and program budget with final approval of budget remaining within the exclusive purview of the General Board.

Registration fees and other assigned fees shall be based upon the approved general operation budget, capital improvement budget and individual / associated program budget. Each program shall operate within their respective fee revenue and shall budget accordingly. Players will only be responsible for fees of their respective program and any Club wide per player fees. Once the annual program fees and general operational budget fee are established, these fee levels maybe assumed to be maintained at their current level each year for budget planning and projected revenues. The General Board retains the right to change these fees with an adjusted budget.

The Board shall not permit the solicitation of funds in the name of the club, unless all funds so raised, are placed in the club treasury. The Board shall not permit the disbursement of club funds for the purpose other than the conduct of club sanctioned activities.

No part of the net earnings of the club shall incur to the benefit of, or be distributed to, its regular members, player members, committee members, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the objective set forth in ARTICLE I hereof, for public office.

SECTION 2

The club is organized exclusively for charitable, religious, educational and scientific purpose, including, for such purposed, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code or

corresponding section of any future Federal tax code.

Notwithstanding any other provision of these articles, the club shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon dissolution of the club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence, or no longer a qualified distributor, or unwilling or unable to accept the distribution, then the assets of the club shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

SECTION 3

If specifically requested, all Members will be provided access to by-laws and financial report from the previous season, and any other pertinent information.

ARTICLE V

AMENDMENTS

Constitution and By-laws of the soccer club may be amended, repealed or altered in whole or in part by a two-thirds vote of all General Board (present or not) at any meeting of the full General Board, as provided by ARTICLE II, provided notice of a meeting and the proposed changes are in writing ten days prior to such meeting.

Originally approved by the Board of Directors of Chesapeake United Soccer Club, Inc. on the 7th day of June 2006 for implementation upon election of officers at August 2006 meeting.

Revised to include Amendments approved by the Board of Directors of Chesapeake United Soccer Club, Inc. on the 10th day of August 2006.

Revised to include Amendments approved by the Board of Directors of Chesapeake United Soccer Club, Inc. on the 18th day of March 2008. (deadline date for electronic vote by GB voting members was March 24th)