

LA PLATA YOUTH SOCCER ASSOCIATION, INC.

BY-LAWS

(REVISED FEBRUARY 1, 2017)

**ARTICLE I
Name/Office(s)**

SECTION 1. *Name.* The name of the Corporation shall be La Plata Youth Soccer Association, Inc. The Corporation was organized as a not-for profit, non-stock, membership corporation under the laws of the State of Maryland pursuant to Articles of Incorporation filed with the Maryland State Department of Assessments and Taxation on September 19, 2013. To the extent that the Corporation conducted business as an un-incorporated association prior to such formal organization, it is the intent of the Articles of Incorporation and these By-Laws that the organization, operation, management and ownership of the Corporation be completely transitioned and assumed by the Corporation as a formal and duly formed and existing Maryland corporation from and as of the date of filing of the Articles of Incorporation of the Corporation. Further, it is the intent of the Corporation to file for and obtain charitable status under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. The charitable, educational and community oriented purposes of the Corporation are as set forth in Article IV of the Articles of Incorporation of the Corporation.

SECTION 2. *Principal Office.* The principal office of the Corporation shall be 103 Centennial Street, Suite F, La Plata, Maryland 20646, or such other location as the Board of Directors may determine from time to time. The location of the principal office of the Corporation may be changed from time to time by the affirmative vote of a majority of the Board of Directors.

SECTION 3. *Other Offices.* The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time determine.

**ARTICLE II
Members**

SECTION 1. *Annual Meeting.* The annual meeting of the Members of the Corporation shall be held on a day duly designated by the Board of Directors at or near the end of the fall soccer season, for the purpose of electing Directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting. At this meeting, or any other meeting of the Members, voting by the Members will occur, as provided below in these By-Laws, but only if ten percent (10%) or more of the Members (as "Member" is defined in Section 8 below) are present in person. If less than ten percent (10%) of the Members are present in person, the business to be transacted will be accomplished by the current Board of Directors and there shall be no Member voting.

SECTION 2. *Special Meetings.* Special Meetings of the Members may be called at any time for any purpose or purposes by the President, by the Vice President, or by two-thirds (2/3) of the Board of Directors, and shall be called forthwith by the President, by the Vice President, the Secretary or any Director of the Corporation upon the request in writing of two-thirds (2/3) of all Members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. *Place of Holding Meetings.* All meetings of Members shall be held in a location in Southern Maryland determined by vote of the Board of Directors.

SECTION 4. *Notice of Meetings.* Written notice of each meeting of the Members, whether annual or special, shall be posted on the website of the Corporation at least ten (10) days before the meeting. Written notice of meetings of the Members, whether annual or special, may also be sent, at the option of the Secretary, via electronic mail at the email addresses of each Member known to the Corporation at the time for calling of the meeting in question, or by a combination of electronic mail, regular mail and website posting. Any one or more of these methods of notice may be used at the option of the Secretary.

SECTION 5. *Quorum.* The presence in person of ten percent (10%) or more of the Members of the Corporation shall constitute a quorum at all meetings of the Members, except as otherwise provided, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the business to be transacted at the meeting shall be accomplished by the current Board of Directors and there will be no Member Voting.

SECTION 6. *Conduct of Meetings.* Meetings of Members shall be presided over by the Chairman of the meeting, who shall be the President of the Corporation or, if the President is not present, the Vice President.

SECTION 7. *Voting.* At all meetings of Members at which a quorum is present, every Member present in person is entitled to vote thereat and shall have one (1) vote. Such vote shall be in person, and no proxies shall be permitted. A purported proxy presented to the Chairman or any other Director at or before any meeting shall be deemed null and void, and shall not be used at the meeting. All elections shall be had and all questions shall be decided by a majority of the votes of the Members cast at a duly constituted meeting, at which a quorum of Members is present in person, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws. At any meeting of the Members, if a quorum of the Members is not present in person, all actions and questions shall be determined and decided by a majority vote of the then acting Board of Directors, and their shall be no voting by the Members.

SECTION 8. *Identity of Members.* The Members of the Corporation shall be composed of each family, individual, or household having an adult who is/has participated as a player, coach or referee in the most recent/present soccer season of the Corporation (as of any date that is necessary or appropriate to determine membership for purposes of these By-Laws), or having a child who is/has participated as a player, coach or referee in the most recent/present soccer

season of the Corporation (as of any date that is necessary or appropriate to determine membership for purposes of these By-Laws), each such individual, family or household (whether one or more persons) constituting one (1) "Member", and each Member shall retain such membership until no longer so participating in the soccer leagues of this Corporation. Each Member shall have one (1) vote at meetings of the Members of the Corporation at which a quorum is present in person. Notwithstanding anything to the contrary set forth in these By-Laws or in the Articles of Incorporation of the Corporation, to be in good standing to vote at any meeting of the Members, a Member must be current in the payment of any dues, assessments, fees or other charges levied against or to the Member by the Corporation. Families or households containing multiple persons shall nonetheless be considered one (1) Member and may exercise one (1) vote as determined by the adult member(s) of the family or household. Any attempt to cast multiple votes on any matter or issue by a family or household will disqualify all votes from that family or household. At each meeting of the Members, the Corporation shall have the right to require proof of identity of the person voting for any household or family and proof of membership.

SECTION 9. *Directors as Members.* Each Member of the Board of Directors of the Corporation be a Member of the Corporation at all times in order to qualify to serve on the Board.

ARTICLE III Board of Directors

SECTION 1. *General Powers.* The affairs of this Corporation shall be managed by the Board of Directors of the Corporation. Without limitation to the foregoing, the Board shall also act as the rules and disciplinary committee for the Corporation.

SECTION 2. *Number and Term of Office.* The number of Directors shall be five (5), which number may be increased or decreased, by resolution of two-thirds (2/3) vote of the Board of Directors, but shall never be less than three (3), nor more than seven (7). Directors must be Members. Each Director shall serve for a period of two (2) years. The term of office shall begin upon election. Notwithstanding anything to the contrary set forth herein, any Director whose term has expired, or is about to expire, shall have his or her term automatically extended until his or her successor is elected and accepts the position of Director of the Corporation so long as he or she is a Member. The act of acceptance of directorship need not be in writing.

SECTION 3. *Nomination and Election of Directors.* Nominations for Directors may be presented to the Board of Directors prior to or at the annual meeting of the Members of the Corporation. The Board of Directors shall be elected by a majority of the Members. At the annual meeting of the Corporation, provided that a quorum of the Members is present at that meeting, otherwise, the Board of Directors shall be elected by majority vote of the then serving Board of Directors.

SECTION 4. *Filling of Vacancies.* In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired

portion of the term of the Director whose place shall be vacant. Similarly and in the event of the number of Directors being increased as provided in these By-Laws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and the Directors so elected shall hold office until the next annual meeting of Members.

SECTION 5. *Removal of Directors.* Any Director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of the disinterested Members of the Board of Directors.

SECTION 6. *Place of Meeting.* The date, time, and location of the Board of Directors meeting shall be determined by the President or by two-thirds (2/3) vote of the Board of Directors. Meetings shall be held within Charles County, Maryland, and may be held by conference telephone or other similar electronic communications equipment in accordance with the provisions of Maryland Corporation law.

SECTION 7. *Regular Meetings.* Regular meetings of the Board of Directors will occur monthly. The date, time and location of the regular Board of Directors meetings shall be determined by the President, or by two-thirds (2/3) vote of the Board of Directors.

SECTION 8. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by electronically notifying the same at least two (2) days before the meeting, to each Director; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objectives of any special meeting. In addition, attendance at a meeting in person shall constitute a waiver of any required notice.

SECTION 9. *Quorum.* A majority of the entire number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 10. *Required Vote.* An affirmative vote of a majority of those Directors present at any meeting shall be necessary for the passage of any resolution of the Board. In lieu of a meeting and a majority vote of the Board of Directors, the Directors may take any action or pass any resolution by unanimous written consent in accordance with the Corporation and Associations Article of the Annotated Code of Maryland. In the event of a tie or deadlock in any voting, the President shall be empowered to cast one (1) additional vote (if the President has already voted as a Director) to break the tie or deadlock. The President shall bring before the Membership at the next Member's meeting, any agenda item directed by a valid vote of the Board of Directors in accordance with this Section. The President shall preside over all meetings

of the Board of Directors, or in the absence of the President, the Vice President shall preside over the meeting of the Board of Directors. If neither the President nor the Vice President are present, the Directors present shall appoint a chairman of the meeting by majority vote.

SECTION 11. *Compensation of Directors.* Directors shall not receive any compensation for their services, but each Director shall be entitled to receive from the Corporation reimbursement of the reasonable and necessary expenses incurred by him or her in furtherance of the purposes of the Corporation set forth in the purpose clause of the Articles of Incorporation. Expenditures of corporate funds, and the right to be reimbursed under this provision, shall at all times be subject to the provisions of Article V below.

ARTICLE IV Officers

SECTION 1. *Election and Tenure.* The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and an Officer at Large, and also such other Officers including one or more assistants to the foregoing Officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The Officers shall be elected by a majority vote of the Board of Directors for a term of two (2) years. The term of office shall begin upon election. Notwithstanding anything to the contrary set forth herein, any Officer whose term has expired, or is about to expire, shall have his or her term automatically extended until his or her successor has been duly elected and has accepted the Officership. Acceptance of Officership need not be in writing. The President and Treasurer will be elected on even numbered years, and the Vice-President, Secretary and Officer at Large will be elected on odd numbered years. The elections shall be held following the annual meeting of the Members. The Officers may be, but need not be, Directors. Each Officer must be a Member of the Corporation. Any two or more of the above offices may, except those of President and Vice-President, be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more Officers.

SECTION 2. *Filling of Vacancies.* In the case of any vacancy in any office, the Board of Directors, by affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired portion of the term of the Officer whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an affirmative vote of a majority of the Board of Directors. In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

SECTION 3. *Removal of Officers.* Any Officer may be removed from office at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

SECTION 4. *Compensation of Officers.* Officers shall not receive any compensation for their services, but each Officer shall be entitled to receive from the Corporation

reimbursement of the reasonable and necessary expenses incurred by him or her in furtherance of the purposes of the Corporation set forth in the purpose clause of the Articles of Incorporation. At all times, the expenditure of Corporation funds, and therefore the eligibility for reimbursement hereunder, shall be subject to the provisions of Article V of these By-Laws below.

SECTION 5. *Powers and Duties of the President.* The President shall have general charge and control of all of the business affairs and activities of the Corporation in accordance with the purposes of the Corporation as set forth in its Articles of Incorporation. He or she shall set agenda for the annual meeting of the Members and of the Board of Directors, and shall preside as Chairman at all meetings of the Members and the Board. The President shall represent the Corporation at meetings called by the Charles County Public Facilities or any successor thereof. He or she shall perform any other duties as may be reasonably established by the Board of Directors.

SECTION 6. *Powers and Duties of the Vice-President.* The Vice-President shall have such powers and shall perform such duties as may be reasonably assigned to him or her by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice-President, and the taking of any action by the Vice-President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 7. *Secretary.* The Secretary shall give, or cause to be given, notice of all meetings of Members, Directors or Officers, and all other notices required by law or by these By-Laws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors or Members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the Members and of the Directors, shall maintain the records of the Corporation, and shall perform such other duties as may be reasonably assigned to him or her by the Directors or the President. The Secretary shall see to it that minutes of meetings and resolutions of the Members and the Directors are kept in a central corporate minute book of the Corporation.

SECTION 8. *Treasurer.* The Treasurer shall have custody of all the funds of the Corporation, and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation and shall perform such other duties as may be assigned to him or her by the Directors or the President. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President or the Board of Directors, taking proper vouchers and/or keeping proper receipts and records for such disbursements. He or she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall prepare, or coordinate the preparation of, any and all annual reporting forms of the Corporation required by state or federal authorities, and any and all state and federal tax returns of the Corporation and related filings. The Treasurer shall see to the timely filing of the foregoing so as to avoid any penalties or interest for failure to file or late filing.

SECTION 9. *Officer at Large.* The Officer at Large shall have such duties and shall perform such functions as are assigned to him or her from time to time by the President or by a majority of the Board of Directors.

ARTICLE V Finances

SECTION 1. *Bank Accounts.* Such Officers or agents of the Corporation as from time to time shall be designated by the President or Board of Directors shall have authority to deposit any funds of the Corporation in such banks as shall from time to time be designated by the Board of Directors, and such Officers or agents as from time to time shall be authorized by the President or Board of Directors may withdraw any or all funds of the Corporation so deposited in any such bank, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such Officers or agents; and each bank with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such Officers or agents by the President or Board of Directors shall have been received by such bank. There shall from time to time be certified to the banks in which funds of the Corporation are deposited, the signature of the Officers or agents of the Corporation so authorized to draw against the same. In the event that the President or Board of Directors shall fail to designate the persons whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice-President and countersigned by the Secretary or Treasurer.

SECTION 2. *Registration Fees.* All registration fees and other revenues from players will be used to support the soccer programs of the Corporation and in furtherance of the charitable, educational and community oriented purposes of the Corporation as are set forth in the Articles of Incorporation of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in the Articles of Incorporation.

SECTION 3. *Spending Approval.* No Officer, Director or agent may spend more than One Hundred and 00/100 Dollars (\$100.00) of Corporation funds without prior Board or President approval. A valid receipt must accompany all expenditures in order to receive reimbursement. At each monthly meeting of the Board of Directors, the Board will review all checks and expenditures of the Corporation for the prior month. Checks drawn on bank accounts of the Corporation shall require the signature of two (2) Officers or two (2) Members of the Board of Directors to be valid. Each bank or financial institution at which an account is opened for the Corporation shall be provided with this requirement in connection with signature authorization.

SECTION 4. *Reporting.* This Corporation will make available an internally prepared (unless otherwise determined by the Board) financial statement to its Members annually. The method of making available the financial statement to the Members annually, shall be determined by the Board of Directors, and may be done by way of posting on the website of the Corporation.

ARTICLE VI Amendments

SECTION 1. *Amendment of By-Laws.* The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws, or any provision thereof, and may from time to time make additional By-Laws. Any amendment, modification, addition to or deletion from these By-Laws, shall be done only by affirmative vote of two-thirds (2/3) of the entire Board of Directors at a meeting duly called for that purpose, or by way of unanimous written consent of the Board of Directors in lieu of a meeting.

ARTICLE VII Indemnification

SECTION 1. *Definitions.* As used in this Article VII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section"), shall have the same meaning herein as provided for in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a Proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents.* With respect to an employee or agent, other than a Director or Officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a Proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE VIII Soccer Programs

SECTION 1. *Applicable Rules.* Except as may be expressly modified by Charles County Public Facilities, the current Fédération Internationale de Football Association (F.I.F.A.) rules shall apply to all games within the soccer programs sponsored by the Corporation.

SECTION 2. *Coaches.* All coaches and assistant coaches shall be uncompensated volunteers unless otherwise determined by the Board of Directors. Coaches may be required to submit to background investigations prior to undertaking the role of a coach. The Board of Directors shall have the right to establish, from time to time, any further eligibility criteria for coaches or assistant coaches. With respect to youth programs, to the extent possible, the Board

of Directors shall encourage parents of youth participants to undertake the role of coaches and assistant coaches. Each head coach shall be supplied with appropriate gear and equipment as is determined by the Board of Directors at the expense of the Corporation. The gear provided shall include a basic first aid kit, and each coach shall be encouraged to be familiar with basic first aid procedures.

SECTION 3. *Team Formation.* Youth participants will not be allowed to play outside the approved age groups unless prior permission has been obtained from the President of the Corporation. Members of the same family in the same age group will be placed on the same team unless the parents have requested in writing that they be separated.

Each coach is allowed to designate one adult who will act as his/her assistant coach. Any coach may have as many volunteers to help during practices as they see fit. However, these volunteers will not be recognized as assistant coaches during any game.

The children of the coach and assistant coach who are in the age group he/she is coaching will automatically be placed on the coach's team.

Rosters will be rolled over from the prior season. No request for particular coaches will be honored. However, requests not to have a particular coach will be honored to the extent feasible.

Youth participants who register after the draft, but before the final date for roster changes (4:00 p.m. of the Friday after the first game) will be assigned to teams by the President of the Corporation in random order. The only criteria for randomly rostering players will be to maintain numerical parity between each team.

SECTION 4. *Game Schedules.* All game schedules will be established by the Charles County Public Facilities and/or by the Board of Directors.

SECTION 5. *Code of Ethics.* The coach of each team sponsored by the Corporation shall abide by the Coaches Code of Ethics (the "Code") established by the Charles County Public Facilities and/or by the Board of Directors. Violation of any article of this Code will subject the coach to disciplinary action as determined by the Board of Directors.

SECTION 6. *Appeals.* There will be no appeal from the decision of a referee. Written statements of "referee error" may be submitted to the Charles County Public Facilities Field Supervisor or to the President of the Corporation. However, no scores will be changed and no games will be replayed due to errors or alleged errors made by a referee.

SECTION 7. *Discipline.* If at any time the conduct of an Officer, coach, assistant coach, player, parent or spectator is determined by the President or the Board of Directors to be detrimental to the Corporation or to the sport of soccer, such person(s) shall be liable, upon the first instance of such conduct, for suspension from participation in the soccer program sponsored by the Corporation for such a period of time as the Board of Directors shall deem proper and reasonable.

Any Officer, coach, assistant coach, or player who is given a "red card" by a referee shall be suspended from the next following game, without exception.

Any Officer, coach, assistant coach, or player who is given two red cards during the course of a season shall be suspended for the balance of the season, without exception or refund of registration fee.

Any written complaint about the actions of any Board member, Officer, coach, or assistant coach that is in violation of any portion of the code of ethics will be addressed by the Board of Directors.

Spectator's and parents shall be subject to discipline, as determined by the Board of Directors, on a case-by-case basis, for misconduct at any game, practice, tournament or other activity of the Corporation based upon findings of the Corporation upon an investigation of the incident. As determined by the Board of Directors, such discipline may include, but shall not be limited to, a suspension or ban from games, practices, tournaments or other corporate activities, depending upon the severity of the infraction. The Board of Directors shall have the right to include spectators and parents in its code of conduct and/or code of ethics.

In each case, the Board of Directors shall have the full and exclusive authority over the disciplinary rules, procedures, policies and decisions of the Corporation.

At all meetings of the Corporation, the Board of Directors, or the Members, the meetings shall be conducted in accordance with Robert's Rules of Order. All persons shall conduct themselves in a polite, courteous and professional manner at the meetings of the Corporation.

SECTION 8. *Rules of Play.* During the course of the season, all teams, coaches and parents are expected to adhere to certain rules of play. Among these are the following:

(a) Team Rosters. Team rosters shall be set each pre-season by a method selected by the Board. This may be by one of the following methods: open draft, board assigned or computer generated. Once set and submitted to the Charles County Parks and Recreation Department, these team rosters shall only be capable of being amended on or before Friday, at 4:00 p.m. before the second Saturday of each season.

(b) Rcc-Plus and Select team rosters shall be created through open try outs which are advertised on the Corporation's website and in local newspapers and social media, time permitting.

(c) Coaches shall only use players from their roster for games and practices. Using non-related players in games will result in game forfeiture and coach discipline.

(d) Coaches: Any person who volunteers to serve as a LPYSA soccer coach shall first submit to a background check. The background check system selected will meet the needs of LPYSA, MSYSA and the Charles County Parks and Recreation Department. All coaches require Board approval.

(e) Practice Fields: Coaches shall only practice on practice space that is approved by the Board and covered by the Corporation's MSYSA insurance. Coaches are responsible to inspect their assigned practice space prior to each practice for any potential dangerous or hazardous items. Coaches shall also ensure the security of goals on their own practice space, and should never allow players to hang from goals. Relocation of any goal will be supervised by Coaches and will be re-secured once placed in a new location.

(f) Equipment: Coaches will only use practice equipment that is safe for all players. Coaches will inspect all gear as necessary and should advise the equipment manager of the Corporation if new gear is required.

(g) Uniforms: Team uniform colors will be selected by the head coach on the evening of the player draft. Recreation teams will be supplied with a jersey and matching socks that are required to be worn at all games with no exceptions. Players will be required to purchase and wear black shorts with all uniforms. The only exception of this rule is for those teams in the Recreation Plus and Select programs.

(h) Winning Margin: The winning margin of all games is not to exceed five (5) goals. Coaches will be reminded of this at the draft and via email. Coaches will be given two (2) warnings if this occurs. After the third instance, the Coach will be suspended for one (1) game.

(i) Illegal Players: Teams are only allowed to play those players that have legally registered with the league in the offseason and were selected on draft night or assigned by the Registrar. Under no circumstance can a non-rostered player participate in any games for any team. Coaches that break this rule will be suspended for the next game, along with the player, and will automatically forfeit the game in which the infraction occurred.

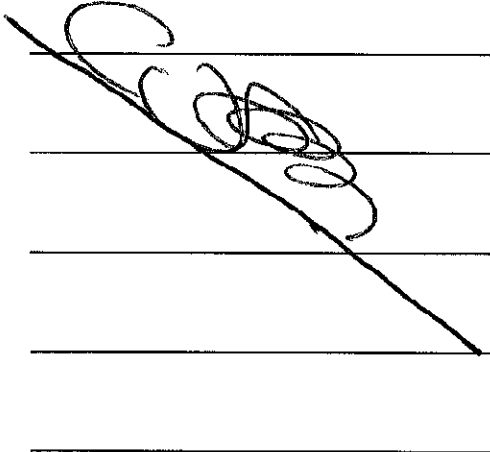
(j) Referees: The Corporation will use soccer referees that are provided by the Capital Area Soccer Referees Association (CASRA). For recreation games, if a referee should fail to appear for a game, coaches will either referee the match themselves or agree upon and use a capable parent(s). Rec-Plus and Select games without a referee MAY need to be rescheduled.

SECTION 9. *Miscellaneous*. The Corporation shall at all times operate under the policies, procedures, rules and goals as may be established by the Board of Directors from time to time. This shall include, but shall not be limited to, the number and makeup of teams, the qualification of families and/or households to be Members of the Corporation, the qualification of individuals to participate as players, coaches, assistant coaches and/or referees, the league or leagues which the Corporation may affiliate with, whether the Corporation will sanction teams to play recreational soccer, travel soccer, select soccer or a combination thereof, and other matters involving the operations of the Corporation. Without limitation to the foregoing, the Board of Directors shall have the right at any time to draft, establish, adopt and/or amend one or more publications stating policies, procedures, rules, qualifications or other material pertinent to the operation of the Corporation, and upon adoption by the Board of Directors, the same shall be

binding upon the Members, players, coaches, assistant coaches, referees, officers and directors of the Corporation.

The undersigned, constituting all of the Members of the Board of Directors of the Corporation, hereby adopt the foregoing By-Laws as the official By-Laws of the Corporation as of this 1st day of February, 2017.

WITNESS:



BOARD OF DIRECTORS:



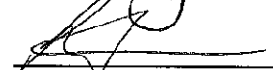
Ryan Mudd, Director (SEAL)



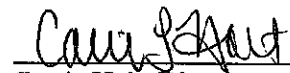
Mike Moreland, Director (SEAL)



Kim Wheeler, Director (SEAL)



Patty Willett, Director (SEAL)



Carrie Holt, Director (SEAL)