

Mt. Laurel United Soccer Association, Inc.

Bylaws

ARTICLE I

Name

The corporation shall be known as the Mt. Laurel United Soccer Association, Inc., hereinafter referred to as the "Corporation".

ARTICLE II

Registered Office

Section 1. Registered & Principal Address

Its Registered & Principal office in the State of New Jersey if located at:

3111 Rte. 38 #11 Suite 134
Mt. Laurel, NJ 08054

Section 2. Change of Address

The designation of the corporation's Registered & Principal office may be changed without amendment of these Bylaws. The Board of Directors may change the Registered & Principal office from one location to another within the State of New Jersey by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: --/--/--
_____ Dated: --/--/--
_____ Dated: --/--/--

Section 3. Agent for Service of Process

Agent for service of process:

General Counsel – Mark Catanzaro
1084 Union Mill Road
Mount Laurel, NJ 08054

Section 4. Change of Agent for Service of Process

The designation of the corporation's Agent for Service of Process may be changed without amendment of these Bylaws. The Board of Directors may change the Agent for Service of Process by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: --/--/--
_____ Dated: --/--/--
_____ Dated: --/--/--

ARTICLE III

Objectives

The nature of the business and the objects and purposes to be transacted, promoted, and carried on, are to do any and all things therein mentioned, as fully and to the same extent as natural persons might or could.

This is a nonstock, nonprofit corporation. The purpose of this corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of New Jersey.

Said Corporation is organized exclusively for charitable and educational purposes, as outlined under Section 501(c) (3) of the Internal Revenue Code. Specifically:

1. To promote the opportunity for play of organized soccer for boys and girls;
2. To promote and uphold the principals of good sportsmanship and teamwork;
3. To provide orderly, progressive, and purposeful leadership for teaching fundamentals, skills, and techniques in all sports programs offered by the organization; and
4. To function as an equal opportunity organization

ARTICLE IV

Board of Directors

Section 1. Number

The corporation shall have 12 Directors, 3 Members-at-large, and 1 General Counsel, collectively known as the Board of Directors.

Section 2. Powers

Subject to the provisions of the laws of New Jersey and any limitations in the Articles of Incorporation and these Bylaws relating to the action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under direction of the Board of Directors.

Section 3. Duties

It shall be the duties of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by Article of Incorporation, or by the Bylaws;
2. Recommend all new programs and procedures;
3. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
4. Supervise all officers, agents and employees of the Corporation to ensure their duties are performed properly;
5. Meet at such times and places as required by the Bylaws;
6. Register their email addresses with the Secretary of the Corporation, and notices of meetings be made to them at such addresses.

7. Conduct themselves in a reasonable and professional manner so as not to be an embarrassment to the Corporation; and
8. Receive and solicit nominations for election of vacant Board Positions.
9. Recommend all fines and penalties relevant to club activities.

Section 4. Term of Office

Each director shall hold office for a period of 2 years or until his/her successor is elected. Terms of office shall correspond with the Corporation's fiscal year: August 1-July 31. The terms shall be staggered.

The following Directors shall be elected for a 2 year term:

- President
- Director of Training
- Director of Recreational Soccer
- Director of Sportsmanship
- Director of Equipment
- Director of Fundraising
- Secretary/ Parliamentarian
- 1 Members-at-Large

At the end of the first year of that term, the following Directors shall be elected for a 2 year term:

- Vice President
- Director of Land and Facilities
- Director of Travel Soccer
- Director of Community Outreach and Special Events
- Treasurer
- General Counsel
- 2 Members-at-Large

The Board of Directors may from time to time, during a Director's two-year term, authorize a shift of a Director from one Board position to another as becomes necessary.

A nominating committee shall be formed, made up of Directors whose terms are not expiring. The President recommends the committee.

At the first regular meeting of directors, directors shall be elected by the Board of Directors. Election of directors shall be by written ballot. Each director shall cast one vote per Board Position, and may vote for as many candidates as the number of Board Positions to be elected. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 5. Meetings

Regular meeting of the Directors, known as the monthly meeting, shall be held on the 4th Thursday of each month, unless such day falls on a legal holiday, in which event the regular meeting shall be rescheduled at the discretion of the President. The location of the meeting of the Board of Directors shall be posted on the MLU website a minimum of 5 days prior to said meeting.

Meetings shall be open for the first 30 minutes of each regular scheduled meeting of the Board of Directors. The Public is encouraged to attend.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is

not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

The president may call special meetings of the Board of Directors.

Section 6. Voting

A quorum shall consist of 51% of the members of the filled positions of the Board of Directors that are currently eligible to vote.

Non-attendance at 2 consecutive meetings shall preclude the Director from voting until such Director's status is determined to be in good standing. Such member must attend the next regularly scheduled board meeting whereupon they shall return to a good-standing status at the conclusion of such meeting. If a Director does not attend 3 consecutive meetings or 6 meetings in one year, they are no longer a Director and are relieved of their duties. A Director may petition the Board of Directors with individual circumstances relating to his or her absence.

All decisions at any Board meeting shall be by majority vote of those present.

If a vote is required between regularly scheduled board meetings, an emergency meeting shall be called. Electronic votes shall not be considered.

Section 7. Vacancies

Vacancies on the Board of Directors shall exist on the death, resignation, expiration of term, or removal of any Director.

Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifically states a later time for the effective resignation.

Directors may be removed from office, with or without cause, by a majority vote of the eligible voting members of the Board of Directors. Advance notification to all Directors is required.

Vacancies on the board may be filled by the approval of the Board of Directors. A vacancy on the board may be filled by approval of a majority of the directors then in office. A person elected to fill a vacancy shall serve until the next election of that particular position to the Board of Directors.

Section 8. Indemnification of Directors

Directors of the Corporation shall not be liable to either the Corporation, or its members, for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of the law; (3) a transaction from which the director derived an improper personal benefit.

ARTICLE V

Board of Directors' Roles and Responsibilities

Section 1. Designation of Board of Directors

The officers of the Corporation shall consist of the Board of Directors which positions are set forth as follows:

President, Vice President, Treasurer, Secretary/Parliamentarian, Director of Travel Soccer, Director of Recreational Soccer, Director of Sportsmanship, Director of Community Outreach and Special Events, Director of Training, Director of Land and Facilities, Director of Equipment, Director of Fundraising, Member-at-Large (3), General Counsel.

Non Voting Members: General Counsel

Section 2. Duties of President

The President shall be subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of its officers. He/she shall preside at all meetings of the Board of Directors. Except otherwise expressly provided by law, or by these Bylaws, he/she shall, in the name of the corporation execute such deeds, mortgages, bonds, contracts, checks, call special meetings or other instruments which from time to time be authorized by the Board of Directors.

Section 3. Duties of Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions on the President. The Vice President, shall be the President Pro Tem of the Grievance Committee, be the *Kids Safe* coordinator and shall have other powers and perform such other duties as may be prescribed by law or the Board of Directors.

Section 4. Duties of Treasurer

Shall be considered the chief financial officer of the corporation and shall keep records of the financial status of the corporation, prepare an annual budget, shall pay all bills approved by the Board of Directors, shall receive all incoming revenues, shall make a treasurers report at all regular meetings, shall be responsible for all government reports and any other duty as assigned by the President and the Board of Directors.

Section 5. Duties of Secretary/Parliamentarian

Shall record minutes of the meetings of the Board of Directors, distribute prior to the next board meeting, and maintain a printed and electronic history of all meeting minutes. The Secretary shall send out a monthly meeting reminder prior to each month's board meeting. The secretary shall also serve as parliamentarian, ensuring that the Board of Directors adheres to the articles of the Corporation.

Section 6. Duties of Director of Travel Soccer

Shall oversee and direct all aspects of the Corporation travel soccer program. Ensure the cooperation and coordination between girls and boys programs representatives, which are appointed by the travel director. Must ensure that all Corporation, league, state, and national soccer rules are known and adhered to, review all coaches ratings forms, evaluate all coaches and make coaching recommendations to the Board of Directors, organize tryouts, review and maintain all player evaluations, coordinate all coaching education clinics, and any other duty as assigned by the President and the Board of Directors. Travel Director shall appoint and chair the Selection Committee for all incoming coaches.

Section 7. Duties of Director of Recreational Soccer

Shall be directly responsible for the Fall & Spring Recreational Soccer programs. Duties to include assigning age group coordinators, assigning coaches, facilitate coaches meetings to assemble teams, scheduling games, represent the Corporation at recreational league meetings, coordinate all coaching education clinics, and any other duty as assigned by the President and the Board of Directors.

Section 8. Duties of Director of Sportsmanship

Shall direct all aspects of the *Improving Soccer Sportsmanship (ISS) Program* for the Corporation. This includes facilitating the program, maintenance of all ISS records, promote and encourage coach/player/parent education related to sportsmanship, and any other duty as assigned by the President and the Board of Directors.

Section 9. Duties of Director of Community Outreach and Special Events

Shall promote the Corporation in area media, maintain a unified corporate image to present to the public, direct and coordinate all corporate special events as authorized by the Board of Directors, and any other duty as assigned by the President and the Board of Directors.

Section 10. Duties of Director of Training

Shall run all aspects of the Corporation's training programs, ensure that facilities are secured, coordinate the scheduling of all training sessions, recommend fees for training participation, identify, and recommend for hire, all trainers, ensure that trainer contracts and evaluations are completed, and any other duty as assigned by the President and the Board of Directors.

Section 11. Duties of Director of Land and Facilities

Shall secure enough fields to maintain the Corporations activities, oversee the acquisition, maintenance and upkeep of all Corporate property, settle any field disputes, ensure the safety and playability of fields, serve as liaison between the Corporation and the township Parks and Recreation Department, represent the Corporation at township, school board, etc. meetings as necessary, and any other duty as assigned by the President and the Board of Directors.

Section 12. Duties of Director of Equipment

Shall maintain a uniform program to ensure that all teams and players have proper equipment to play soccer, provide policies and procedures for procurement of uniforms and equipment, serves as the liaison between the Corporation and its vendors, maintains equipment inventory, and any other duty as assigned by the President and the Board of Directors.

Section 13. Duties of Director of Fundraising

Shall organize, direct and approve all Corporate fundraising efforts, Corporate sponsorships, and other fundraising activities. Shall coordinate the review of all team fundraiser applications. Responsible for appointing a Tournament Chairperson for the Corporation's tournament, and oversee Tournament Committee activities. Shall perform any other duty as assigned by the President and the Board of Directors.

Section 14. Duties of the Member-at-Large

Shall collaborate and support other Directors with their duties and perform any duties assigned by the President or Board of Directors. Examples are Field Assigning and Concessions.

Section 15. Duties of the General Counsel

Non-voting member that shall provide legal advice and counsel as requested by the President and/or the Board of Directors.

ARTICLE VI Policies and Procedures

The Corporation shall ensure that the policies and procedures of the corporation as established are maintained and followed.

ARTICLE VII Committees

The Corporation shall appoint committees to provide an efficient means of developing various programs and/or policies and procedures for club operations. Committee chairpersons shall present their recommendations to the Corporation.

Ad hoc committees will be established as needed and determined by the board of directors.

Standing committees shall consist of:

Section 1. Grievance Committee

The Corporation shall form a grievance committee to ensure a forum in which individuals may address concerns regarding the MLU community.

The committee shall consist of 5 voting members, 1 alternate and 1 nonvoting chairperson. The President shall appoint the members and the alternate. Eligibility is open to any person not a Director in the Corporation. The nonvoting Chairperson shall be the Vice President of the Board of Directors.

Section 2. Rules Committee

The Rules Committee shall recommend changes to the operating rules, regulations, and policies and procedures of the Corporation. The standing Rules Committee shall be formed each year at the same time as Board elections. It shall consist of 4 standing members: Treasurer, the Directors of Travel Soccer, Recreational Soccer and Sportsmanship. The Chairperson shall appoint up to 2 non-standing members.

Section 3. Finance Committee

The finance committee shall establish and review budgets and fees for various programs as well as conduct internal audits. The standing Finance Committee shall be formed each year at the same time as Board elections. It shall consist of 3 standing members: Treasurer and the Directors of Equipment and Fundraising. The Chairperson shall appoint up to 2 non-standing members.

Section 4. Program Development Committee

The Program Development Committee shall provide ongoing assessment of all MLU soccer programs to ensure the highest quality possible. The standing Program Development Committee shall be formed each year at the same time as Board elections. It shall consist of 3 standing members: the Director of Training, the Director of Recreational Soccer, and the Director of Travel Soccer. The Chairperson shall appoint up to 2 non-standing members.

ARTICLE VIII Execution of Instruments, Deposits and Funds

Section 1. 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 Director of the Board, 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 any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by parties authorized by the Board of Directors.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors select.

ARTICLE IX

Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Corporation shall be August 1 – July 31.

ARTICLE X

IRS 501 (c) (3) Tax Exempt Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2. Compensation

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the purposes set forth in the articles.

Section 3. Dissolution

Upon the dissolution of the Corporation, its assets remaining after payment or provisions for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the Federal Government, or a State or local government for public purposes.

Section 4. Activities

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income

tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a Corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE XI
Amendment of Revised Bylaws

The Bylaws may be amended by approval by a vote at a regularly scheduled meeting by a majority (51%) of the Board of Directors. Notice of the intent to amend, alter, change, add alter change or repeal any provision contained in the Bylaws shall be sent to the Board of Directors at least one (1) week prior to the meeting.

ARTICLE XII
Adoption of Bylaws

The Corporation, by and through its Board of Directors, having obtained the requisite majority vote (a 51% vote of the Board of Directors) at a regularly scheduled board meeting held on the 23rd of September, 2010, and duly recorded by the Secretary of the Corporation, hereby adopt the foregoing Bylaws. The Bylaws dated September 2002 are hereby revoked in its entirety.

_____ Secretary of the Corporation

_____ Board Member

_____ Board Member

_____ Notary