

12/2/09

**BYLAWS OF
EASTON REDDING UNITED SOCCER CLUB, LTD.**

ARTICLE 1
GENERAL

Section 1. Name. A. The official name of the organization is Easton Redding United Soccer Club, Ltd. (hereafter known as “ERU”).

Section 2. Purpose. A. ERU is a non-profit organization dedicated to developing the highest ideals of sportsmanship, character and citizenship and a love for the game of soccer.

Section 3. Bylaws. A. ERU has been incorporated and is operated pursuant to the non-stock Corporation Law of the State of Connecticut (General Statutes 33-1001, et. Seq.) and applicable sections of the Internal Revenue Code relating to non-profit corporations. The bylaws are intended to supplement and implement applicable provisions of the applicable federal and state statutes and the Certificate of Incorporation with respect to the regulation of the affairs of the Corporation.

B. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under 501 (c)(3) or corresponding provisions or any subsequent Federal tax laws.

C. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

D. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) and does not participate in, or otherwise intervene in (including the publication of statements), any political campaign on behalf of any candidates for public office.

E. In the event of dissolutions, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2
MEMBERS

Section 1. Qualification. Members of this organization shall be: a) individuals who are serving as directors of the corporation; and b) Easton and Redding residents who are the

parent(s) or legal guardian(s) of children rostered on a team through the corporation.

Section 2. Right to Vote. A. Members shall be entitled to vote to elect the Board of Directors of this organization and to amend its Certificate of Incorporation. There shall be no other voting rights for members.

B. Each family unit shall be entitled to no more than one member vote.

C. Members may not vote by proxy.

Section 3. Annual General Meeting. A. There shall be an annual general meeting of the Members of the organization and the Board of Directors to be held during December of each year, the specific time, date, and place to be designated by the Board of Directors. Members in attendance at the annual membership meeting will be entitled to vote on the election of Directors as provided for in Article 4, Section 2 and any amendments to the Certificate of Incorporation proposed by the Board of Directors as provided for in Article 7, Section 2.

Section 4. Club Meeting. There may be Club meetings of the members of ERU and the Board of Directors at such times, dates and places as established by the Board of Directors. Notice of Club meetings will be posted on the ERU Website and Members shall not be entitled to receive any additional notice of any such meeting. Members will have the opportunity to raise any and all issues of concern. The President shall preside at all meetings and the rules of order shall be determined by the President.

Section 5. Quorum. A. The Members present at a duly called meeting shall constitute a quorum and a majority vote at said meeting shall constitute the act of the membership.

ARTICLE 3 **MANAGEMENT**

Section 1. Responsibility. A. The business and affairs of this organization shall be managed, operated and controlled by the Board of Directors.

B. The Board of Directors may employ or authorize the employment of paid personnel and may fix the terms and conditions of such employment.

ARTICLE 4 **BOARD OF DIRECTORS**

Section 1. Number. The organization shall have a Board of Directors of twelve (12) persons. Six shall be Easton residents and six shall be Redding residents.

Section 2. Term. A. Directors shall be elected at the annual general meeting by the membership of the organization. Members who are Easton residents shall elect the Easton board members and members who are Redding residents shall elect the Redding board members. Directors elected by the membership shall serve for a term of Three (3) years.

B. The terms of the Directors elected by the members shall be staggered. The Board of Directors shall divide itself into three (3) groups with four membership positions in each group

(two from Easton and two from Redding). The first group shall be elected at the December 2009 annual meeting for a term expiring at the annual meeting of members to be held in 2012; the second group shall be elected at the December 2010 annual meeting for a term expiring at the annual meeting of members to be held in 2013; the third group shall be elected at the December 2011 annual meeting for a term expiring at the annual meeting of members to be held in 2014. The members of each group shall hold office until their successors shall be elected. At each subsequent annual meeting of members, the successors of the group of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of members held in the third year following the year of their election.

Section 3. Vacancies. The Board of Directors, by majority vote, may fill any vacancy in directorships created by a resignation or removal of a Board member or by an increase in the number of Directorships.

Section 4. Annual Meeting. A. The annual meeting of the Board of Directors shall be held immediately following the annual membership meeting. At the annual meeting of the Board of Directors, officers of the organization shall be elected by majority vote of the Board of Directors.

Section 5. Special Meeting. A. Special meetings of the Board of Directors may be called by the President of the corporation from time to time and shall be called by the President upon written request from any three members of the Board of Directors. In the event of a vacancy in the office of the President, a special meeting of the Board of Directors may be called by any three members of the board causing a written notice of such special meeting to be delivered to or mailed to the members of the Board. Notice of a special meeting shall be in writing and shall state the purpose of the special meeting. Notice of the special meeting shall be delivered to the Directors of the corporation at least seven (7) days prior to the special meeting.

Section 6. Quorum and Voting. A. A presence of a majority of directors shall constitute a quorum at any meeting of the Board of Directors.

B. All members of the Board of Directors shall have one vote. A majority vote of the Directors present at a duly called meeting at which a quorum has been established shall constitute the action of the Board except for any resolution to remove any member of the Board, which shall require a two-thirds vote of the Board Members present as provided for in Article 4, Section 7.

Section 7. Removal. A Director may be removed for cause by a vote of two-thirds majority of the other Directors. "Cause" shall include: (a) conduct deemed contrary to the best interest of the organization; (b) failure to attend three consecutive regularly scheduled meetings of the Board; or (c) failure to attend at least one-half of the regularly scheduled meetings of the board in any one year. Prior to voting upon any resolution to remove a Director for cause, the President of the organization shall notify the Director in question, in writing, advising the Director that a resolution for his or her removal is to be considered, the cause for which the Director is to be removed, and the time, place and date of the meeting at which the resolution is to be considered. A copy of the notice shall be sent to all other Directors on the Board. The resolution may be considered and acted upon at a regularly scheduled meeting of the Board of Directors or at a special meeting of the Board of Directors.

Section 8. Resignation. Any Director may resign at any time by giving written notice to the President of the organization.

Section 9. Nomination. A. Nominations for Directors will take place at the Annual

Membership Meeting. Any such nomination must be seconded by another Member and be accepted by the nominee. If the nominee is not present, the nomination can be accepted by the Secretary, provided said nominee has provided prior written notice to the Secretary of his or her wishes to accept the nomination for a Director position if offered.

B. If at the Annual Membership Meeting, the number of people nominated to become Directors is equal to or less than the number of Director Positions to be filled on the Board, there shall be no need to conduct a vote and the Directors will be considered to be elected by acclamation.

Section 10. Election. Directors will be elected by a simple majority of those members in attendance at the Annual Membership Meeting.

Section 11. Honorary Status. The Board of Directors is empowered to name as honorary (non-voting) members of the Board of Directors those individuals who have distinguished themselves in the interest of ERU and soccer. Such honorary office shall entitle such individual to attend all meetings of the membership and meetings of the Board of Directors. Such designation shall not affect the number of directorships nor shall it entitle such person to vote.

Section 12. Board Meetings. A. The Board of Directors shall meet monthly at a date and time determined by the Board of Directors. Notice of the meetings will be posted to the corporation's Website.

B. Pursuant to General Statute 33-1095, any or all members of the Board of Directors may meet by telephone provided that all Directors participating can simultaneously hear one another. A director participating in a meeting by this means is deemed to be present in person at the meeting.

C. Pursuant to General Statute 33-1097, any action of the Board of Directors may be taken without a meeting provided that the action taken is by consent of all members of the Board of Directors, provided, further that the consent of each Director is in writing. Such consents shall be filed with the minutes of ERU.

D. The President shall preside at all meetings of the Board of Directors and the rules of order shall be determined by the President.

E. All meetings of the Board of Directors shall be open to the public. During any meeting, the board of directors may choose to enter "executive session," at which time only the members of the board of directors and any invited guests will be allowed in the session. Issues discussed in executive sessions shall be limited to those reasonably deemed to be sensitive in nature, and executive session shall end as soon as discussion of those issues is concluded. The Secretary shall keep minutes during the executive session; however, those minutes shall not be made public.

Section 13. Indemnification. A. Pursuant to General Statutes 33-1026(4) and 33-1116(5) ERU hereby indemnifies each and every Director for any act taken as director to the maximum extent permitted by law, provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time

parties to the proceeding.

ARTICLE 5

Officers

Section 1. Number. The officers of the corporation shall be the President, Vice-President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. The President and Vice-President must be residents of either Easton or Redding. The positions of President and Vice President may not be held by residents from the same town (one position must be held by a Redding resident and one must be held by an Easton resident).

Section 2. Election, Term Of Office, And Qualifications. The officers shall be elected annually by the Board of Directors from among their number at the first meeting of the Board of Directors after the annual meeting of members of the corporation.

Section 3. Vacancies. In case the position of any officer of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his/her successor.

Section 4. Duties of Officers. A. The President shall preside at all meetings of the Board of Directors and membership, and present at each annual general meeting a report on the condition of the business and affairs of corporation. He or she shall sign all contracts and agreements in the name of the corporation. The President shall appoint and be an ex-officio member of all standing and special committees. He or she shall perform such other duties as usually pertain to the office of the President or as may be delegated to the President by the Board of Directors.

B. The Vice-President shall succeed to the powers of the president in the President's absence, and otherwise have the authority and responsibility delegated by the President and/or the Board of Directors

C. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the annual general meeting in appropriate books. He or she shall give notice of meetings as required by these bylaws or as required by law, shall be custodian of the records, and of the seal, and in general shall perform all duties incident to the office of a secretary of a corporation. All minutes will be published on the ERU website within 60 days of any Board meeting.

D. The Treasurer shall have custody of all funds, property and securities of the corporation. The Treasurer may endorse for and on behalf of the corporation all checks, notes, and other obligations received by the corporation and may deposit the same and all monies and valuables in the name of and to the credit of the corporation in banks and depositories. The treasurer of the corporation shall have the power to issue checks drawn on the account of the corporation. The Treasurer shall also provide a financial statement to the Board of Directors monthly. Following the close of the corporation's fiscal year, the Treasurer shall provide the Board of Directors with a balance statement

as of the close of the fiscal year and a statement of revenues and expenses for the fiscal year just ended. The Treasurer shall submit an annual budget for approval of the Board by February 1 of each year. The Treasurer shall assure preparation of any and all tax returns or reports required by the Internal Revenue Service, Department of Revenue Services or any other duly recognized taxing authority whether federal, state or municipal.

Section 5. Resignation. A. Any officer may resign at any time by giving written notice to the President and/or Secretary of the Board of Directors and such resignation shall take effect at the time specified therein or if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 6. Removal. A. The officers serve at the pleasure of the Board of Directors and may be removed at anytime, with or without cause, by a two thirds vote of the Board of Directors.

Section 7. Dual Office. A. Any two offices may be held by the same person except the offices of President and Vice-President or President and Secretary or President and Assistant Secretary.

ARTICLE 6 **Fiscal Records**

Section 1. Books and Records. A. ERU shall keep correct and complete books and records of account. All books and records may be inspected by any Director or its agent or attorney, for proper purposes at any reasonable time.

Section 2. Audited Financial Statements. A. There will be a periodic independent audit of the financial records of the corporation. Such audit will be ordered by the Board of Directors and conducted by an independent certified public accounting firm. The time elapsed between such audits shall not exceed five (5) years. The most recent un-audited and most recent audited Financial Statements of ERU shall be made available to the Members at the Annual General Meeting.

Section 3. Fiscal Year. A. The fiscal year of ERU shall begin on the 1st day of July of each year and end on the 30th day of June each year.

ARTICLE 7 **PUBLICATION OF BYLAWS AND AMENDMENT OF BYLAWS AND** **CERTIFICATE OF INCORPORATION**

Section 1. Bylaws. A. ERU shall maintain a website and post its bylaws on such website. Members of the club may also request a copy of said bylaws by filing a request in writing to the Secretary.

Section 2. Amendments. A. These Bylaws may be altered, amended, added to, or repealed by a two thirds vote of a quorum of the Board of Directors. Any notice of a meeting at which the Bylaws are proposed to be altered, amended, added to, or repealed shall include notice of such proposed action.

B. The Certificate of Incorporation may be altered, amended, added to by a majority vote of the Board of Directors and adopted by the affirmative vote of a 2/3 majority of the Members present at a special or an annual general meeting.

ARTICLE 8 NOTICES

Section 1. Member Meetings. ERU shall maintain a website and notice of all regular and special meetings of Members shall be posted by the Secretary to the website not less than seven (7) days prior to date fixed for said meeting. No business other than that specified in the call of any special meeting shall be transacted at such special meeting of Members.

Section 2. Board Meetings. Written, oral, or email notice of all regular and special meetings of the Board of Directors shall be given to each Director at least two (2) days prior to said meeting. Such notice need not specify the business to be conducted at said meeting except as outlined in Article 4, Section 7 and Article 7, Section 2.

ARTICLE 9 CONFLICT OF INTEREST

Section 1. Conflict Defined. For purposes of this Article, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern or having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the ERU.

Section 2. Conflict Procedure. A director or officer of the ERU shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the ERU or with any entity of which the ERU is an affiliate and no transaction of the ERU shall be voidable by reason of the fact that any director or officer of the ERU has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the ERU.

3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum for that portion of the meeting at which such transaction may be authorized.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
6. All monetary or other consideration to Directors or other persons acting on the behalf of the ERU or in any way in relations to the ERU shall be disclosed in detail by the Treasurer on a quarterly basis and entered into the minutes.