

BY-LAWS
OF
OCEANSIDE UNITED SOCCER CLUB, INC.

(As revised through January 1, 2010)

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ARTICLE I – OFFICES

The principal office of the corporation shall be in the Town of Oceanside, County of Nassau, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require. This document shall be available for public reference at the Oceanside Free Library.

ARTICLE II – PURPOSES

1. The purposes for which this Corporation is formed are:

A. OCEANSIDE UNITED SOCCER CLUB has been organized to operate exclusively for charitable, religious, scientific and/or educational purposes within the scope of Section 501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code

B. The specific purposes are to provide instruction and training in soccer to individuals of different ages, improving and developing their physical conditions and capabilities, to conduct tournaments, and to promote interest in soccer in the community.

C. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax

under section 501 (c) (3) of the internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the internal Revenue Code, or corresponding section of any future federal tax code.

2. Prohibition against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

3. Distribution of assets

Upon the dissolution of the organization, 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 tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the court of competent jurisdiction of the county in which principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

4. Private Foundation Requirements and Restrictions

In any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a) Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
- b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d) Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- e) Shall not make any taxable expenditure as defined in Section 4945(d) of the internal Revenue Code.

ARTICLE III – MEMBERSHIP

1. Members

1.a. New Members

Any person who is not a member and has attained the age of eighteen (18) and who shall have performed a specific task or tasks with the approval of the Board of Directors during the full seasonal year such as coach, assistant coach, organizer of club designated activities or has consistently performed such tasks for the benefit of the club as a whole or has paid dues to the club and is a registered athletic participant of the club shall be eligible to become a member in the seasonal year next following the year during which eligibility was established.

A person who is not a member and who has not satisfied the requirements established above, may nevertheless petition the Board of Directors for membership in the club provided that such petition is filed before January 1st within the seasonal year in which they desire membership.

The seasonal year begins September 1st and ends on the ensuing August 31st.

1.b. Current Members

Any person who is a current member may remain a member for the next seasonal year provided they remain active in the activities of the club during the current seasonal year and request in writing to the Board of Directors that their membership be continued through the next seasonal year.

Any person who is a current member by having petitioned the Board of Directors as described in above paragraph 1.a., may maintain their membership by petitioning the Board of Directors before January 1st within the seasonal year in which they desire membership.

1.c. Charter Members

Charter members shall be members whose membership became effective on May 25, 1971, at the date of incorporation and who were founders of the club before its incorporation. These members consisting of Mr. J. Goldberg, Mrs. B. LaMonica, Mr. I. McDougall, and Mr. P. LaMonica shall be members holding voting seats on the Board of Directors for their respective lifetimes. Such Lifetime Board of Directors seats may be lost upon removal for cause pertaining to provisions of Article IV Section 6.

1.d. Director Emeritus

This title is an honorary life-long title which, in the judgment of the Board of Directors so voting, is bestowed upon a former Director (who is also a voting member) because he has earned such title and in recognition of his long and faithful service and his significant and lasting contributions to the growth and welfare of Oceanside United Soccer Club. While not carrying the right to vote at Board or Executive Board meetings, a Director Emeritus is invited to attend all Board and Executive Board meetings; a Director Emeritus may be requested by the President to serve on a committee of the Board and will be entitled to vote in such committee's deliberations.

2. Membership Meetings

The annual membership meetings of the corporation shall be held in May of each year, effective 1986. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.

Regular meetings of the corporation shall be held at a site selected by the Board of Directors within the boundaries of the Oceanside Free School District # 11.

The presence at any membership meeting of not less than 33% of active members entitled to vote shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the laws and the secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the annual membership meeting provided that a.) they were a member prior to the preceding year's date of record and attended at least 25% of the regular meetings of the Board of Directors since the preceding year's date of record, or b.) they became a member between the preceding year's date of record and August 1 of the preceding year and attended at least 40% of the regular meetings between the time they became a member and the annual membership meeting.

3. Special Meetings

Special Meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special without the unanimous consent of all present at such meeting.

Members receiving notice of a special meeting shall be entitled to vote at the meeting except for those persons who were not entitled to vote at the preceding annual membership meeting.

4. Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

5. Actions by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members to vote thereon.

6. Proxies

Proxies are not allowed, and shall not be considered in the voting at any membership meeting.

7. Order of Business

The order of business at all meetings of members shall be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers

5. Old and unfinished business
6. New business
7. Good and Welfare
8. Adjournments

8. Membership Dues

New members shall pay a one-time registration fee of \$15.00

Members who continue their membership without letting it lapse shall not pay any membership dues or registration fees.

Members who are participants in the club's activities shall make such payments as may be required from time to time in order to cover the cost of such participation.

9. Voting Rights

Each Officer, Director, or Member of the Club shall have one vote in any roll call except for members who are not entitled to vote in accordance with Section 2 (Membership Meetings) and Section 3 (Special Meetings) of this Article.

10. Executive Sessions

Meetings of the directors may be called by any director to conduct the normal affairs of club business. Such meetings are to be termed Executive Sessions and attendance at such sessions is restricted to Directors, Charter members, and Directors Emeriti. Minutes of any Executive Session including the record of any votes taken are to be distributed to all club members at the subsequent regular club meeting.

Notice of an Executive Session is to be sent to all Directors no less than 7 days and no more than 21 days prior to the session date.

ARTICLE IV – DIRECTORS

1. Management of the Corporation

The corporation shall be managed by the Board of Directors, which shall consist of not less than three directors. Each director shall be at least nineteen years of age and shall be a voting member. A voting member is a member entitled to vote at the annual membership meeting in accordance with Section 2 of Article III.

2. Election and Term of Directors

At each annual meeting of members, the membership shall elect directors, other than directors elected to fill vacancies expiring within one year, to hold office for a period of two years until the next annual meeting of the second year after elections, or until his prior resignation or removal.

3. Nominating Candidates for Director Position

The Board of Directors will select candidates for director positions to be voted on at the annual membership meeting in May. The candidates will be members of the Club who have been members for at least one year prior to the record date for the annual meeting and have attended at least 5 of the regular meetings during the past seasonal year (May-April). Attendance at the regular April Board meeting would count towards the member's qualification to vote.

The names of these candidates will be announced by the board no later than at the regular board meeting scheduled in April.

Any person, who has been a member for at least one year prior to the record date of the annual meeting and has attended at least 5 of the regular board meetings during the past seasonal year, may file an application to be a candidate for a director position. The application must be signed by the applicant and one other member at least equally qualified in terms of membership service and eligible to vote (having attended a minimum of 3 meetings during the past seasonal year), and must be presented to the club president a minimum of 7 days prior to the regular meeting scheduled for April.

No further nominations will be permitted once the April Board meeting begins. The Board will announce at the April meeting the names of any candidates whose applications have been authenticated.

At the annual meeting in May the candidates receiving the most votes will be elected to the open director positions

4. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased only by a majority vote of the members present at a membership meeting. No decrease in number of directors shall shorten the term of any incumbent director.

5. Vacancies

Any vacancies occurring on the Board of Directors shall be filled by a majority vote of the members present at a membership meeting. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

6. Removal of Directors

Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members. A director who has not attended three consecutive meetings without excuse shall be considered to have his seat on the Board vacated.

7. Resignation

A director may resign at any time by giving written notice to the Board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8. Quorum of Directors

Unless otherwise provided in the Certificate of Incorporation, no less than 7 of the Directors eligible to vote shall constitute a quorum.

9. Action of the Board

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

10. Place and Time of Board Meetings

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

11. Regular Annual Meeting

A regular annual meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

12. Notice of Meetings of the Board, Adjournment

Notice of the regular meetings of the Board of Directors shall be sent to all members, who may attend all such regular Board meetings as observers, not participants. Such notice shall specify the date, time, and place of the regular Board meetings.

Special meetings of the Board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to

any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of adjournment and, unless such time and place are announced at the meeting, to the other directors.

13. Chairman

At all meetings of the Board the president, or in his absence, a chairman chosen by the Board shall preside.

14. Executive and Other Committees

The Board may designate from among its members an executive committee and other committees, each consisting of three or more Directors. Voting members, in number less than the Directors on the committee, who are not Directors may be appointed to each committee other than the executive committee. Each committee shall serve at the pleasure of the Board.

15. Compensation

Directors shall not receive any compensation for their services, except that each director is entitled to receive from the corporation reimbursement of expenses incurred by the director in the furtherance of the corporation's business. Nothing contained in this section shall be constructed to preclude any director from serving the corporation in any other capacity and receiving compensation for that service. The salaried individuals can not vote on their own compensation and the compensation decisions shall be made by the unrelated board members.

ARTICLE V – OFFICERS

1. Officers, Election, Term

At the annual membership meeting the voting members shall elect a president, a first vice president, a second vice president, a corresponding secretary, a recording secretary, a treasurer and an assistant treasurer, and such other officers as the members may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected by the voting members to hold office until the next annual membership meeting. Each officer shall be a voting member of the Board of Directors.

2. Removal, Resignation, Salary

Any officer elected by the membership may be removed by the Board with cause. In the event of death, resignation or removal of an officer, the Board in its discretion may appoint an interim successor for that officer's position. As soon as reasonable, a special membership meeting shall be called for the purpose of having the membership elect a permanent successor for that officer's position, whose term of office shall run until the next annual membership meeting.

Any two or more offices may be held by the same person, except the offices of president and either one of the secretaries.

All officers of the club shall be unsalaried.

3. President

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the Board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. Vice President

During the absence or disability of the president, the vice president, or if there are more than one, the first vice president, shall have all the powers and functions of the president. Each vice president shall perform such other duties as the Board shall prescribe.

5. Treasurer

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in an Oceanside bank or trust company as the directors shall approve. The treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when countersigned by the president. The treasurer shall present a financial report monthly to the Board of Directors.

All checks, drafts, notes and orders for the payment of money shall require two signatures from two persons from among the president, treasurer, first vice president, and assistant treasurer. All expenditures in excess of \$500.00 shall be approved by the Board of Directors prior to execution if such expenditure was not included in the Approved Budget or if it exceeds amount in Approved Budget by 10% or more.

The treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the corporation upon request. At the end of each corporate year, the treasurer shall have an audit of the accounts of the corporation made by a committee

appointed by the president, and shall present such audit in writing at the annual membership meeting, at which time the treasurer shall also present an annual report setting forth in full the financial condition of the corporation.

6. *Assistant Treasurer*

During the absence or disability of the treasurer, the assistant treasurer or if there are more than one, the one so designated by the secretary or by the Board, shall have the powers and functions of the treasurer.

7. *Secretary*

The secretary shall keep the minutes of the Board of Directors and also the minutes of the members. He shall have custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct; he shall attend to such correspondence as may be assigned to him and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. *Assistant Secretaries*

During the absence or disability of the secretary, the assistant secretary, or if there are more than one, the one so designated by the secretary or by the Board, shall have all the powers and functions of the secretary.

9. *Sureties and Bonds*

In case the Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII – AMENDMENTS

The by-laws may be adopted, amended or repealed by a majority vote of the voting members present at a membership meeting. Written notice of all proposed changes to the by-laws shall be provided to all members at least thirty days prior to a membership meeting.

ARTICLE IX – COMMUNICATION

Electronic mail will be considered proper official notification of information to members and directors. Upon request, a member shall be notified by regular mail.

ARTICLE X – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order Newly Revised shall be the governing parliamentary law at meetings of the Oceanside United Soccer Club, Inc., except as otherwise provided in these bylaws or any special rules of order adopted by the Oceanside United Soccer Club, Inc.

ARTICLE XI – CONFLICT OF INTEREST POLICY

1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but

not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

2. Definitions

A) Interested Person- Any director, principal officer, or member of a committee with Board of Directors delegated powers with a direct or indirect financial interest, as defined below, is an interested person.

B) Financial Interest- A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

a) An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

b) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

3. Procedures

A) Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

B) Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C) Procedures for Addressing the Conflict of Interest

a) An interested person may make a presentation at the Board of Directors of committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b) The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the Board of Directors or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D) Violations of the Conflicts of Interest Policy

a) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose and actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with proceedings.

5. Compensation

- a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

- c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements

Each Director, principal officer and member of a committee with Board of Directors-delegated powers shall annually sign a statement, which affirms such person has:

- a) Received a copy of the conflicts of interest policy,
- b) Read and understands the policy,
- c) Agreed to comply with the policy, and
- d) Understood the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.