

**HAMPDEN-MIDDLESEX-MONROE-SILVER SPRING
YOUTH SOCCER ASSOCIATION**

BYLAWS

ARTICLE I

NAME, PURPOSE, OFFICE, FISCAL YEAR AND OPERATING POLICIES

Section 1.01. *Name.* The name of this corporation shall be Hampden-Middlesex-Monroe-Silver Spring Soccer Association (hereinafter referred to as “HMMS”).

Section 1.02. *Purposes.* HMMS has been incorporated exclusively for educational and charitable purposes under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania. HMMS will receive and administer funds solely for educational and charitable purposes without pecuniary gain or profit, incidental or otherwise, to its members, if any, or directors. The corporation shall be nonprofit, nonpolitical, and nonsectarian; however, contributions and sponsorships may be received by HMMS from time to time by persons, businesses, or other organizations.

Section 1.03. *Exempt Organization.* HMMS has been organized exclusively for charitable purposes, including the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). No pecuniary gain, incidental or otherwise, to the members of the corporation is contemplated.

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 corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing of distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code); or (ii) by a corporation/organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code (or any corresponding section of any future Federal tax code).

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

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

HMMS has been formed to promote the game of soccer among residents of Hampden, Middlesex, Monroe and Silver Spring Townships (“Member Townships”) through instruction and organized participation.

HMMS shall participate in, develop, and sanction recreational and competitive teams, leagues, sporting events, and other activities related to the corporation’s purpose; and shall establish and maintain communication with other organizations of similar endeavor.

Participation in programs sponsored by HMMS shall not be restricted by virtue of race, sex, creed, religion, national origin or ethnic group. Participants in HMMS-sponsored programs will agree to support and adhere to the purposes and regulatory authority of the corporation and any other league or organization in which HMMS-sponsored teams may participate; and to abide by the laws, rules and regulations of Member Townships.

Section 1.04. *Registered Office.* The corporation’s registered office shall be at 230 Sporting Hill Road, Mechanicsburg, Pennsylvania, until otherwise established by a vote of a majority of the Board of Directors in office (the “Board), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the Articles of the corporation. The corporation may also have offices at such other places within the Member Townships as the Board may from time to time appoint or the business of HMMS requires.

Section 1.05. *Fiscal Year.* The corporation’s fiscal year shall be the calendar year.

Section 1.06. *Operating Policies.* Specific rules applicable to eligibility for, participation in, and general conduct of the programs of HMMS shall be adopted from time to time by the Board and distributed in writing to participants in HMMS-sponsored programs.

ARTICLE II

BOARD OF DIRECTORS

Section 2.01. *Powers.* The Board shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation and hereby granted to and vested in the Board.

Section 2.02. *Qualification and Term of Office.* The Board shall consist of the elected officers and age group coordinators of the corporation as provided in Article V, Section 5.03., except as otherwise provided in Section 2.05 of this Article. Each director shall hold office for one year or

until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal by a majority of the other members on the Board. Nothing in these Bylaws shall prevent a director from being reelected or serving more than one term.

Section 2.03. *Organization.* At every meeting of the Board, the Chairman of the Board, who is the President of HMMS, or in the case of a vacancy in the office or absence of the Chairman of the Board, the Vice Chairman of the Board, who is the First Vice President of HMMS, shall preside, and the Secretary of HMMS, or in his absence any person appointed by the chairman of the meeting, shall act as secretary.

Section 2.04. *Resignations.* Any director of the corporation may resign at any time by giving written notice to the Chairman or the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.05. *Vacancies.* The Board may declare vacant the office of a director if he is declared of unsound mind by an order of court, or convicted of a felony, or any other proper cause, or if within 60 days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the board.

Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the Board though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term of the vacancy.

Section 2.06. *Place of Meeting.* Meetings of the Board may be held at such a place within or without the Member Townships as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.07. *Regular Meetings.* Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by the laws or these Bylaws.

Section 2.08. *Special Meetings.* Special meetings of the Board shall be held whenever called by the President or by a majority of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four hours (in the case of notice by telephone) or five calendar days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting.

Section 2.09. *Quorum, Manner of Acting, and Adjournment.* A majority of the directors in office shall be present at each meeting in order to constitute a quorum for a transaction of business. Each director present shall be entitled to one vote. Except as otherwise specified in the Articles or

these Bylaws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

Section 2.10. *Executive and Other Committees.* The Board shall, by resolution, establish an Executive Committee and may, by resolution adopted by a majority of the directors in office, establish one or more other committees. The Executive Committee shall consist of the officers of the corporation. Any other committee of the Board shall consist of three or more directors of the corporation. Each committee of the Board shall serve at the pleasure of the Board.

The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the corporation, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The adoption, amendment, or repeal of the Bylaws.
- (2) The adoption, amendment, or repeal of the Operating Policies.

No committee of the Board, other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these Bylaws or the Nonprofit Corporation Law of 1988 in the Board as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his fiduciary duty to the corporation.

A majority of the directors in office designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee or their replacements shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

Sections 2.07, 2.08, and 2.09 shall be applicable to committees of the Board.

ARTICLE III

NOTICE--WAIVERS--MEETINGS

Section 3.01. *Notice, What Constitutes.* Whenever written notice is required to be given to any person under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, to his address supplied by him to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the law or these Bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. *Waivers of Notice.* Whenever any written notice is required to be given under the provisions of the Articles, these Bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.03. *Conference Telephone Meeting.* One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

OFFICERS

Section 4.01. *Number, Qualifications and Designation.* The officers of HMMS shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Article V, Section 5.03. Only one office may be held by the same person. Officers shall be directors of the corporation.

Section 4.02. *Election and Term of Office.* The officers of the corporation, except those elected by delegated authority pursuant to Section 4.03 of this Article, shall be elected annually by the General Assembly in accordance with the provisions of Article V, Section 5.03, and each such officer shall hold his office until the next annual organizational meeting of the corporation (“Annual Meeting”) and until his successor shall have been elected and qualified, or until his earlier death,

resignation, or removal.

Section 4.03. *Subordinate Officers, Committees and Agents.* The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to retain or appoint employees or other agents and to prescribe the duties of such employees or other agents.

Section 4.04. *Resignations.* Any officer or agent may resign at any time by giving written notice to the Board, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. *Removal.* Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the Board whenever in the judgment of the Board the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.06. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 4.07. *General Powers.* All officers of HMMS, as between themselves and HMMS, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these Bylaws.

Section 4.08. *The President.* The president shall be the chairman of the Board and shall preside at all meetings of the members of the Board. The president shall also be the chief executive officer of the corporation and shall have general supervision over the activities and operations of HMMS, subject, however, to the control of the Board. The president shall sign, execute, and acknowledge, in the name of HMMS, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board, or these Bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him by the Board.

Section 4.10. *The Vice Presidents.* The vice presidents shall perform the duties of the president in his absence and such other duties as may from time to time be assigned to them by the Board or the president.

Section 4.11. *The Secretary.* The secretary or an assistant secretary shall attend all meetings of the Board and shall record all the votes of the directors and the minutes of the meetings of the Board and of committees of the Board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned to him by the Board or the president.

Section 4.12. *The Treasurer.* The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate bank account of the same to his credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his custody as treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board or the president.

Section 4.13. *Officers' Bonds.* Any officer shall give a bond for the faithful discharge of his duties in such sum, if any, and with such surety or sureties as the Board may require.

ARTICLE V

THE GENERAL ASSEMBLY AND THE ANNUAL MEETING

Section 5.01. *General Assembly, Qualification.* The General Assembly shall consist of all Head Coaches of HMMS and the Board, which, as provided in Section 2.02, includes all officers and age group coordinators of HMMS.

Section 5.02. *Annual Meeting.* An annual organizational meeting of the corporation shall be held once during each fiscal year at such a time and place as shall be designated from time to time by resolution of the Board. Notice of the Annual Meeting shall be given to each member of the General Assembly at least five calendar days before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 5.03. *Elections.* Directors of the corporation, including all officers and age group coordinators, shall be elected at the Annual Meeting. Each member of the General Assembly shall be entitled to one vote. Nominations for officers and age group coordinators shall be accepted from a Nominating Committee appointed by the Board prior to the Annual Meeting and from any member of the General Assembly present at the Annual Meeting, and nominations for each directorship shall be voted upon by the entire General Assembly. A majority vote of those present and voting shall be required for the election of each director. The term of each director elected at the Annual meeting shall be one year, commencing on the day following the Annual Meeting.

ARTICLE VI

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 6.01. *Limitations of Personal Liability of Directors.* A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in Section 6.02 below; and
- (b) the breach of failure to perform constitutes self dealing, willful misconduct, or recklessness, as determined by the Board.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment or nonpayment of taxes pursuant to local, state, or federal law.

Section 6.02. *Standard of Care and Justifiable Reliance.*

(a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; and

(ii) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person; and

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its delegated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the Board, and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the officers or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 6.03. *Indemnification in Third Party Proceedings.* The corporation shall, upon a majority vote of the Board, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.04. *Indemnification in Derivative Actions.* The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the corporation and expect that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Cumberland County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 6.05. *Mandatory Indemnification.* Notwithstanding any contrary provision of the Articles or these Bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or 6.04 above shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.06. *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Section 6.03 or 6.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding: or
- (b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6.07. *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article 6.

Section 6.08. *Indemnification of Former Representatives.* Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 6.09. *Insurance.* The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 6.10. *Reliance of Provisions.* Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VII

MISCELLANEOUS

Section 7.01. *Corporate Seal.* The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Board.

Section 7.02. *Checks.* All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 7.03. *Contracts.* Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.04. *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 may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.

Section 7.05. *Annual Report of the Board.* The Board may direct the president and treasurer to present at the Annual meeting a report showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.