

BY- LAWS OF CECIL SOCCER LEAGUE

ARTICLE I NAME

Section 1.

The name of this Corporation shall be CECIL SOCCER LEAGUE, INC., (Sometimes hereinafter referred to as "CORPORATION"). CECIL SOCCER LEAGUE is incorporated as a Domestic Non-Profit Corporation in the State of Maryland.

Section 2.

The address of the Corporation is P.O. Box 1406, Elkton, MD 21922-1406.

Section 3.

These By-Laws are created and may be amended under the authority of the Maryland Non-profit Corporation Act. These By-Laws shall be interpreted and construed under the laws of the State of Maryland.

Section 4.

The effective date of these By-Laws shall be April 11, 2002, and these By-Laws shall supersede and replace any By-Laws previously adopted by CECIL SOCCER LEAGUE in their entirety.

ARTICLE II

A. PURPOSE

Section 1.

CECIL SOCCER LEAGUE is organized exclusively for charitable and educational purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code to promote sportsmanship and the development of youth soccer players through competition both within and outside the State of Maryland. For this purpose, CECIL SOCCER LEAGUE may among other things: (1) conduct recreational league play for the youth of Cecil County and the surrounding area (2) create or affiliate youth soccer teams to compete in leagues and/or tournaments (3) select persons as trainers and/or coaches (4) arrange for the provision of facilities for training and/or competitive events (5) arrange for the provision of uniforms and equipment (6) schedule competitive events; and (7) do all things necessary or desirable whether direct or indirect in furtherance of its purpose.

Section 2.

CECIL SOCCER LEAGUE shall operate exclusively to foster sportsmanship and youth player development through local, state, and interstate outdoor and indoor soccer competition.

Section 3. MISSION STATEMENT.³

Cecil Soccer League is committed to maximizing the potential of all athletes and dedicated to developing in each player a love of soccer. We will encourage positive character development by teaching the fundamentals of Sportsmanship, Teamwork, Self-Improvement, Respect, Discipline and Exercise. We will provide training and educational opportunities for players, coaches and referees participating in Cecil Soccer League. We strive to build a safe family-oriented soccer experience for our players through Teams (Representative & Recreational), Tournaments, Leagues and Soccer Camps. Above all else, Cecil Soccer League is about having fun while competing in the game we love, SOCCER!

Section 4. AFFILIATIONS.³

Cecil Soccer League will renew annually the membership in MSYSA, US Youth Soccer and US Soccer unless membership is terminated by a vote of the Board of Directors. Cecil Soccer League agrees to abide by all rules, policies and regulations of MSYSA, US Youth Soccer and US Soccer as a participating member. As a member of MSYSA, Cecil Soccer League will register all players, coaches and teams who participate in the organizations programs and pay the appropriate registration fees.

B. PROHIBITED ACTIVITIES

Section 1.

No activities of the Corporation shall be for the promotion of political propaganda or campaigns or otherwise attempting to influence legislation other than related to the purpose of the organization.

Section 2.

No part of the earnings of the Corporation shall inure for the benefit of, or be distributed to, its 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 distribution in furtherance of the exempt purpose.

ARTICLE III MEMBERSHIP

Section 1. MEMBERS.

Membership in this Corporation shall automatically vest in any parent or guardian of a child who is registered in a program sponsored by this Corporation. In addition, membership in this Corporation shall vest in any person, not a parent or guardian of a child registered in a program sponsored by this Corporation, who acts (a) as a coach, including assistant coaches, (b) as an official of this Corporation acting as an elected officer or director of this Corporation, (c) in some other capacity and lends assistance to a program sponsored by this Corporation.

Section 2. TERM OF MEMBERSHIP.

The term of membership of all MEMBERS and VOTING MEMBERS shall be for the period commencing on September 1 of each year and ending on August 31 of the following year (SEASONAL YEAR), unless modified by the Board of Directors. Any member registered, appointed, or elected after the beginning of any SEASONAL YEAR shall be deemed a MEMBER or a VOTING MEMBER, as the case may be, for the balance of the applicable SEASONAL YEAR.

Section 3. VOTING MEMBER.³

The voting members of CECIL SOCCER LEAGUE shall be the members of the Board of Directors, including the officers, together with a single team representative from each active team (in-house and representative) in the Cecil Soccer Organization selected by and from the members of each team.

Section 4. VOTING.

Provided each VOTING MEMBER is then in good standing; he/she shall be entitled to one vote on all matters for which the Board of Directors have requested or are required to conduct a vote. In casting a vote, the VOTING MEMBER must be present at the meeting(s) called for such purpose and cumulative voting, absentee voting, or voting by proxy shall not be permitted.

Section 5. TERMINATION OF MEMBERSHIP.³

The membership of any MEMBER or VOTING MEMBER is a privilege and not a vested right of contract and may be terminated with or without cause by a simple majority vote by the Board of Directors. However, a director or any officer may not be terminated without the affirmative vote of two thirds (2/3) of the Board of Directors.

Section 6. COMPLIANCE WITH BY-LAWS AND RULES AND REGULATIONS.

Each MEMBER shall comply with the By-Laws and the Rules and Regulations, together with any amendments thereto, adopted and approved, by the Board of Directors from time to time. In the event a MEMBER shall fail to so comply, such MEMBER shall be subject to discipline, including suspension or termination of his/her membership.

ARTICLE IV BOARD OF DIRECTORS

The governing body of Cecil Soccer League shall be a Board of Directors.

Section 1. MEMBERS OF THE BOARD OF DIRECTORS. ³

The members of the Board of Directors shall initially consist of those persons already serving in such capacity, if any, at the effective date of these By-Laws (the "INITIAL DIRECTORS"). Thereafter, the Board of Directors consisting of an odd number of directors of not less than fifteen (15), nor more than twenty seven (27) which includes the OFFICERS of the Corporation, each of whom shall have one (1) vote on any matter before the Board. The INITIAL DIRECTORS may, in their sole discretion, conduct an election to fill any vacant seats so as to bring the total number of directors up to the minimum, if necessary, or any other number up to a maximum number of directors as provided in this ARTICLE IV, SECTION 1. No MEMBER shall be eligible to serve as director unless such MEMBER shall have been a MEMBER in good standing for a minimum of one (1) SEASONAL YEAR.

Section 2. DUTIES. ³

The Board of Directors shall determine corporate policies consistent with the Corporation's goals and objectives. The Board of Directors shall approve annual and special budgets and supervise the disbursements of funds; determine the number and kind of committees necessary to provide for administration of the Corporation and for carrying out its approved programs; supervise the work of the Corporation; create or discontinue special committees as required; receive reports and recommendations from standing and/or special committees. Directors shall at the request of the President, with the approval of the Executive Board, assume and exercise one or more of the following roles to aid in the operation of Cecil Soccer League. The director roles, as described below, may be changed, added or retired at the discretion of the President with approval from the Board of Directors. All Directors agree to assist in the operation of Cecil Soccer including game day and tournament support and preparation as needed throughout the seasonal year.

- **Treasurer of Cecil Soccer Club (Representative Program) -**

The Treasurer of Cecil Soccer Club has financial responsibility for the record keeping of the Cecil Soccer Club (Representative Program) accounts. The Treasurer of Cecil Soccer Club also has audit authority over any Club Team Accounts. The Treasurer of Cecil Soccer Club will provide financial reports as requested by the Treasurer of Cecil Soccer League or the President of Cecil Soccer.

- **Treasurer of Tournaments -**

The Treasurer of Tournaments has financial responsibility for the record keeping of the Cecil Soccer Tournament accounts. The Treasurer of Tournaments will provide financial reports as requested by the Treasurer of Cecil Soccer League or the President of Cecil Soccer.

- **Registrar of Cecil Soccer Club (Representative Program)-**

The Registrar is responsible for maintaining the Club records for MSYSA and providing Player Cards to the Representative Teams along with approved rosters.

- **Director of Chesland Development -**

The Director of Chesland Development shall oversee all improvements and field usage at Chesland Soccer Complex. The Director of Chesland Development shall chair the Capital Improvements Committee.

- **Director of Chesland Operations -**

The Director of Chesland Operations shall oversee the day to day maintenance of Chesland Soccer Complex in order to provide optimal playing conditions for the players.

- **Director of Coaching -**

The Director of Coaching is responsible for developing a Coach Curriculum and monitoring the licensing of coaches. The Director will also work with MSYSA and USYSA to bring Coach licensing classes to Chesland. The Director will also work with the Director of Player Development to bring training opportunities to Chesland including Camps. The Director of Coaching will chair the Coaching Committee which will also include the Director of Player Development, The VP of the Recreational Program, The VP of the Representative Program and 3 additional Directors as determined by the President of Cecil Soccer. The Director of Coaching will also work with the Referee Assignor to bring Referee Licensing courses to Chesland and encourage our older players to get their referees certificate.

- **Director of Player Development -**

The Director of Player Development is responsible for ground up training and identifying players for the Representative Program and Tournament opportunities. The Director will work with the Director of Coaching to develop the overall level of soccer at Cecil Soccer and identify opportunities to increase player retention.

- **Director of Socceroo's (U5) Recreational Program -**

The Director of the Socceroo's program is responsible for identifying coaches, building teams and developing a curriculum for the "Introduction to Soccer" along with the Director of Coaching. The Director of Socceroo's is also responsible for reaching out to the Community through daycares, etc... to introduce kids to the program.

- **Director of U6 (Coed) Recreational Program -**

The Director of the U6 program is responsible for identifying coaches, building teams and developing a curriculum for the Coed U6 program along with the Director of Coaching. The Director of the U6 program is also responsible for reaching out to the Community through daycares and schools to introduce kids to the program and to ensure parents are aware when it is time to register for each season.

- **Director of U8 Recreational Program -**

The Director of the U8 program is responsible for identifying coaches, building teams and overseeing the training and game experience is positive for all players. The Director of the U8 program is also responsible for reaching out to the Community to introduce kids to the program and to ensure parents are aware when it is time to register for each season.

- **Director of U10 Recreational Program -**

The Director of the U10 program is responsible for identifying coaches, building teams and overseeing the training and game experience is positive for all players. The Director of the U10 program is also responsible for reaching out to the Community to introduce kids to the program and to ensure parents are aware when it is time to register for each season.

- **Director of U12 Recreational Program -**

The Director of the U12 program is responsible for identifying coaches, building teams and overseeing the training and game experience is positive for all players. The Director of the U12 program is also responsible for reaching out to the Community to introduce kids to the program and to ensure parents are aware when it is time to register for each season.

- **Director of U15 Recreational Program -**

The Director of the U15 program is responsible for identifying coaches, building teams and overseeing the training and game experience is positive for all players. The Director of the U15 program is also responsible for reaching out to the Community to introduce kids to the program and to ensure parents are aware when it is time to register for each season.

- **Director of U18 (High School) Program -**

The Director of the U18 program is responsible for identifying coaches, building teams and overseeing the training and game experience is positive for all players. The Director of the U18 program is also responsible for reaching out to the High School Teams and Community to make sure players are aware of the program and when it is time to register for each season.

- **Director of Indoor Program**

The Director of the Indoor Program shall have overall responsibility of the Indoor Recreational Program. Duties include reserving the time required at the Indoor Venues along with interfacing with the owners of the Indoor Venues during the season. This Director will also conduct the Coach's Meeting for the Indoor Season along with scheduling the games and referees. The Director of the Indoor Program along with the President and the VP of the Recreational Program will determine if games need to be cancelled/postponed due to weather conditions.

- **Director of Tournaments -**

The Director of Tournaments is responsible for establishing a Tournament Committee for each of Cecil Soccer's Tournaments and will act as the Chairperson for those Committees. The Director will develop a plan to increase participation in the tournaments and delegate tournament duties to the Committee members.

- **Director of Equipment -**

The Director of Equipment is responsible for maintaining an adequate supply of soccer balls and uniforms to satisfy the needs of each league. The Director is also responsible for sourcing equipment needs and negotiating equipment costs.

- **Director of Public Relations -**

The Director of Public Relations is responsible for communicating the benefits of Cecil Soccer to the community. The Director will chair the Scholarship Committee and schedule Cecil Soccer delegates to present the awards. The Director will work with the Executive Board, the Director of IT and the Director of Marketing to make sure the positive message of Cecil Soccer is consistently presented.

- **Director of IT (Website) -**

The Director of IT is responsible for keeping the Website up to date/accurate along with upgrades and improvements. The Director will also assist the registrar with the online registration process and work with the Director of Public Relations to keep the website message current. The Director of IT along with the President shall have access to the password for website.

- **Director of Legacy (Historian) -**

The Director of Legacy is responsible for building a history of Cecil Soccer and for maintaining the records going forward. Future generations should know the time and energy put forth by previous Board Members and Coaches. There should be a historical record of how we developed as an organization and how Chesland came to be.

- **Director of Fundraising -**

The Director of Fundraising will chair the Fundraising Committee and be responsible for creating and managing fundraising events. The Director will also work with the Director of Marketing to recruit league sponsors to help offset league operational costs.

- **Director of Marketing -**

The Director of Marketing is responsible for developing an advertising plan to make the community aware of Cecil Soccer programs. The Director will also work with the Director of Fundraising on fundraising opportunities.

Section 3. ELECTIONS.

A single slate of nominations for election to the Board of Directors shall be prepared by the Nominating Committee, which shall include the Vice President of the In-house program (Director of Coaching), and which shall be sent to the VOTING MEMBERS seven (7) days prior to the scheduled election. Additional candidates may be nominated from the floor by petition containing not fewer than ten (10) signatures of voting members. Elected candidates shall take office following their election for a specified term beginning on June 1st of the year in which they were elected. Voting by the VOTING MEMBERS shall be by secret ballot. A plurality of votes shall elect. Absentee voting or voting by proxy shall not be permitted.

Section 4. TERM.³

Directors shall be elected to and shall serve for a term of two (2) consecutive SEASONAL YEARS. Seats 1, 3, 5, 7, 9, 11, 13, 15, 17, 19, 21, 23, 25 and 27 will be elected on odd years and seats 2, 4, 6, 8, 10, 12, 14, 16, 18, 20, 22, 24 and 26 will be elected on even years.

Section 5. VACANCIES.

Vacancies occurring in any office of the Board shall be filled by majority vote of the remaining Board to serve the remainder of the term so filled.

Section 6. REGULAR MEETINGS.

Regular meetings shall be held at such times and places to be designated by the Board. Special meetings may be called by the President. The President shall call special meetings upon the written request of two or more members of the Board of Directors.

Section 7. QUORUM.³

Nine (9) members of the Board of Directors present at any properly called meeting shall constitute a quorum. All issues before the Board may be decided by a simple majority of the Board members present and voting.

Section 8. REMOVAL.

If a Board member is absent without good cause for three (3) consecutive regular meetings of the Board, and/or is not otherwise actively participating in Board work, the Board of Directors, after notice to such director with opportunity to reply, may declare the position vacant and proceed to fill such vacancy upon the affirmative vote of two-thirds of the directors present at a meeting for such purpose.

Section 9. NON-VOTING BOARD MEMBERS. ³

- **Director Emeritus**

Director Emeritus is an honorary title reserved for former members of the Board of Directors of Cecil Soccer that continue to assist the current Board of Directors in an advisory role. Although Director's Emeritus do not hold voting rights as a Board Member, their advice should be held in the highest regard due to their experience and wisdom they bring. Any member given the title of Director Emeritus is considered a Board Member for Life and may at the discretion of the President with approval from the Executive Board fulfill any open position on the Board of Directors and perform the duties and responsibilities of that position until the Board of Directors elects a fulltime Board Member to the position.

- **Board Advisor**

Advisors provide guidance to the Board of Directors without being a voting member of the Board of Directors. Typically these individuals provide expert knowledge on specific subject matter and agree that all information discussed is considered confidential. Advisors assist the Board of Directors on an as needed basis.

ARTICLE V

A. OFFICERS

Section 1. OFFICERS. ³

The officers of the Corporation shall be selected from the Board of Directors and shall consist of a President of Cecil Soccer League, Vice-President of the Recreational Program, Vice President of the Representative Program, Treasurer of Cecil Soccer League, Secretary of Cecil Soccer League, and Registrar of Cecil Soccer League (Sometimes hereinafter referred to as the "OFFICERS" or the "EXECUTIVE BOARD"). The Officers plus committee chairs (established under Article VI) shall together function as the Executive Committee of the Corporation chaired-by the President of Cecil Soccer League.

Section 2. TERM.

Except for those OFFICERS serving out the balance of their existing terms of office created prior to the effective date of these By-Laws, the OFFICERS will be elected each year at the Annual Meeting by a majority of vote by the Board of Directors. The term of office shall be one year commencing on July 1st of each year. In the event of a vacancy, the Board shall choose one of its sitting members to fill the unexpired term.

Section 3. ELECTION OF OFFICERS BY THE BOARD OF DIRECTORS.

The Nominating Committee (as hereinafter defined) shall present a slate of one candidate for each office at the regular meeting preceding the Annual Meeting. The slate of officers shall be sent by the Nominating Committee Chairperson to each-member of the Board at least seven (7) days before the election meeting. Other League members wishing to run for office must notify the nominating committee chairperson not less than fifteen (15) days before the election meeting and be nominated by a petition containing not less than three (3) signatures of Board Members. Each member of the Board who shall be present at the election meeting shall have one vote for each vacant office to be filled. Voting shall be by secret ballot. A plurality of votes cast shall elect. There shall be no absentee voting, voting by proxy, or cumulative voting.

B. OFFICERS DUTIES³

Section 1. PRESIDENT OF CECIL SOCCER LEAGUE.³

The President shall Chair the Board of Directors and shall set the agenda and preside over all meetings. The President shall have general and active management responsibilities of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The President (or his/her nominee) shall represent CECIL SOCCER LEAGUE at affiliated league meetings. The President shall assign the Directors roles as necessary for the daily operation with the approval of the Executive Board. The President shall chair the Nomination Committee which consists of the Vice President of the Recreational Program and the Vice President of the Representative Program. Directors will normally be elected at the May meeting but the President can nominate an existing Director to fill an empty position to be approved by vote of the existing Board.

Section 2. VICE PRESIDENT OF THE RECREATIONAL PROGRAM.³

The Vice-President of the Recreational Program shall assist the President in the exercise of all duties of that office and shall serve as Vice-Chair of the Board of Directors and as Acting President in the absence or incapacity of the President. The Recreational Program Vice President shall chair the Disciplinary Review Committee and oversee all disciplinary actions and proceedings to assure that the disciplinary policies of the League are enforced. This officer shall have umbrella responsibility for the Recreational Program including, scheduling of games, conducting coaches' meetings, and, with the President of Cecil Soccer League and Director of Chesland Development, determining the playability of fields. The Vice President of the Recreational Program (or his/her nominee) shall serve as the Recreational Program representative on the Coaching Committee. The Vice President of the Recreational Program shall also serve as the chair of the Registration Committee.

Section 3. VICE PRESIDENT OF THE REPRESENTATIVE PROGRAM (CLUB).³

The Vice President of Representative Program shall have umbrella responsibility for the Representative Program. This officer is responsible for the enforcement of the Representative Team Manual of Operations. The Vice President of the Representative Program (or his/her nominee) shall serve as the Representative Program representative on the Coaching Committee. The Vice President of the Representative Program is responsible for the appointment of new coaches, coordination of coaches training (along with the Director of Coaching), scheduling annual representative team tryouts, coordinating with affiliated leagues, and conducting regular Representative Team coaches meetings. In the absence or incapacity of the President and Vice President of Recreational Program, the Vice President of Representative Program shall serve as the Acting President of the Corporation.

Section 4. SECRETARY OF CECIL SOCCER LEAGUE.³

The Secretary shall give notice of and attend all official meetings of the VOTING MEMBERSHIP, the Board of Directors, and the Executive Committee and shall prepare true, complete minutes of the proceedings of all such official meetings in a timely manner and prepare correspondence required by the Board or any Officer. The Secretary shall be custodian of all official records of the Corporation, maintain a current roster of all Officers and Directors of the Corporation, and perform the duties usually vested in the Secretary of a corporation. The Secretary is also responsible for securing & scheduling facilities for practices, games and training for all Cecil Soccer League teams.

Section 5. TREASURER OF CECIL SOCCER LEAGUE.³

The Treasurer shall be responsible for receiving, accounting for, and disbursing all funds of the Corporation; keeping the financial records of the Corporation, and providing an annual financial statement to the Board of Directors and periodically a summary statement at the request of the President. The Treasurer shall timely file, when due, or cause to be timely filed, Maryland Annual Reports, and such other documents as may be required by any governmental agency. The Board of Directors may in their sole and absolute discretion require that the financial records of the Corporation be reviewed or audited by independent accountants. The Treasurer of Cecil Soccer League shall have audit authority over the financial records of Cecil Soccer Club, Tournament Accounts and the individual Club Team accounts. The Treasurer of Cecil Soccer League shall chair the Finance Committee.

Section 6. REGISTRAR OF CECIL SOCCER.³

The Registrar of Cecil Soccer will manage the registration process for all recreational players, including assignment of players and coaches to teams, design, printing, and distribution of registration forms; maintain a complete record of all teams and players for player registration and team assignment; confirm the accurateness of the information necessary for registration and affiliation; and submit rosters of all teams and their affiliation to the BOARD and coaches. Along with the Treasurer of Cecil Soccer League, the Registrar will coordinate the submission of appropriate player information and fees to the State organization. The Registrar shall serve as the vice chair on the registration committee. The Registrar of Cecil Soccer shall have audit authority over the registration records of Cecil Soccer Club

ARTICLE VI COMMITTEES

Section 1. ESTABLISHMENT.³

The Board may establish, in its sole discretion, such committees as it shall deem necessary and appropriate to assist the Board in discharging its duties. The Committees may be changed, added or retired at the recommendation of the President of Cecil Soccer with an affirmative vote of two-thirds of the directors present at a meeting of the Board of Directors. The Board may also appoint a chairperson of each such committee and enable such committee chairperson with such power and authority as the Board may deem reasonable and necessary. If a Committee member is absent without good cause for three (3) consecutive regular meetings of the Committee, and/or is not otherwise actively participating in Committee work, the Board of Directors, after notice to such Committee member with opportunity to reply, may declare the position vacant and proceed to fill such vacancy upon the affirmative vote of two-thirds of the directors present at a meeting for such purpose.

Section 2. EXECUTIVE COMMITTEE.³

The steering committee of the Corporation shall be known as the Executive Committee. The Executive Committee shall advise the President on the general operation of the Corporation subject to policy direction and instructions of the Board. The Executive Committee shall meet during interim months between the regular meetings of the Board of Directors, and shall be responsible for preparing the agenda for meetings of the Board of Directors at the annual meeting. The President of Cecil Soccer will chair the Executive Committee and the Executive Committee will consist of the Vice President of the Recreational Program, the Vice President of the Representative Program, The Secretary of Cecil Soccer League, the Treasurer of Cecil Soccer League, the Registrar of Cecil Soccer League, the Treasurer of Cecil Soccer Club, the Registrar of Cecil Soccer Club, plus the chairs of any active committees.

Section 3. NOMINATING COMMITTEE.³

The Nominating Committee shall consist of the President of Cecil Soccer, the Vice President of the Recreational Program, the Vice President of the Representative Program and up to four (4) persons appointed by the President from the membership of the Board of Directors. It shall be the duty of the Nominating Committee to develop and keep a list of potential candidates for membership on the Board of Directors and for officers of CECIL SOCCER LEAGUE. The Nominating Committee shall prepare and submit a slate of candidates as members for the Board of Directors and for the position of an Officer at least fourteen (14) days prior to the annual meeting of the Board of Directors and the meeting of the VOTING MEMBERSHIP, or as vacancies shall occur.

Section 4. FINANCE COMMITTEE.³

The Treasurer of Cecil Soccer shall chair the Finance Committee which will consist of the President of Cecil Soccer, the Treasurer of Cecil Soccer Club, Treasurer of Tournaments and up to four (4) additional Directors or Advisors as nominated by the President of Cecil Soccer with approval from the Officers. The committee, within policies set by the Board, shall be responsible for corporate financial planning and the monitoring of the monetary affairs of CECIL SOCCER LEAGUE. The committee shall govern and control the handling and accounting of monies and/or credit involving every segment of the Corporation.

Section 5. CAPITAL IMPROVEMENTS COMMITTEE.³

The Capital Improvements Committee shall be chaired by the Director of Chesland Development and consist of the President of Cecil Soccer, the VP of the Recreational Program, the VP of the Representative Program, the Director of Chesland Operations and up to four (4) additional directors or advisors appointed by the President from the membership of the Board of Directors. The Capital Improvements Committee shall be responsible for selecting and purchasing field equipment and maintaining the equipment and fields. The Capital Improvements Committee is also responsible for planning, bid review and execution of Capital Improvements at Chesland Soccer Complex.

Section 6. REGISTRATION COMMITTEE.³

The Registration Committee shall be chaired by the VP of the Recreational Program and consist of the Registrar of Cecil Soccer, the Registrar of Cecil Soccer Club, Director of Socceroo's (U5) Program, Director of U6 Program, Director of U8 Program, Director of U10 Program, Director of U12 Program, Director of U15 Program, Director of U18 (High School) Program and the Director of the Adult Program. The Registration Committee shall be responsible for boosting registrations and team building.

Section 7. COACHING COMMITTEE.³

The Coaching Committee shall be chaired by the Director of Coaching and consist of the Director of Player Development, the VP of the Recreational Program, the VP of the Representative Program and up to three (3) additional directors or advisors appointed by the President from the membership of the Board of Directors. The Coaching Committee will formulate League rules and training policies/programs for Board approval. The Coaching Committee will also review any coaches during their probationary period and all representative coaches annually to determine if they should continue as coaches in the representative program. The Coaching Committee will develop a list of Recreational Coaches for nomination as Representative Coaches, as positions become available.

Section 8. DISCIPLINARY REVIEW COMMITTEE.³

The Disciplinary Review Committee shall be chaired by the Vice President of the Recreational Program and consist of the Vice President of the Representative Program, the Director of Coaching, the Director of Public Relations and up to three (3) additional directors or advisors appointed by the President from the membership of the Board of Directors. The Disciplinary Review Committee will review all incidents of Coach, Player or Parents violation of league rules and policies. The Committee will rule on all violations and issue sanctions to the appropriate parties with approval from the Board of Directors. The Disciplinary Review Committee will also formulate a standard disciplinary policy for Board approval to provide guidelines for future issues.

Section 9. TOURNAMENT COMMITTEE.³

The Tournament Committee shall be chaired by the Director of Tournaments and consist of the President of Cecil Soccer, Vice President of the Recreational Program, Vice President of the Representative Program, the Treasurer of Cecil Soccer Club, the Director of Public Relations and up to five (5) additional directors or advisors appointed by the President from the membership of the Board of Directors. The Tournament Committee will be responsible for planning and executing the Tournaments, which currently consist of the Chesapeake Cup, the Fall Blast and the Harvest Cup (Recreational Tournament). The Tournament Committee will formulate all dates, locations and Tournament rules for approval by the Board. The Tournament Committee shall oversee all activities necessary to operate a successful tournament including setting fees and coordinating registrations.

Section 10. SCHOLARSHIP COMMITTEE.³

The Scholarship Committee shall be chaired by the Director of Public Relations and consist of up to six (6) additional directors or advisors appointed by the President from the membership of the Board of Directors. The Scholarship Committee will review all College Scholarship applications and notify winners. The Scholarship Committee will also develop a soccer scholarship program for the recreational and representative program and oversee its implementation with the Boards approval.

Section 11. FUNDRAISING COMMITTEE.³

The Fundraising Committee shall be chaired by the Director of Fundraising and consist of the Director of Marketing, the Director of Public Relations and up to four (4) additional directors or advisors appointed by the President from the membership of the Board of Directors. The Fundraising Committee will develop programs and opportunities to provide alternate forms of revenue for Cecil Soccer to provide the best overall soccer experience. The fundraising will be used to offset training and equipment costs as well as Capital Improvements at Chesland Soccer Complex and player scholarships.

ARTICLE VII CONDUCT OF BUSINESS

Section 1. LOANS.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 2. NEGOTIABLE INSTRUMENTS.

All checks, drafts, or other orders of the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined

by resolution of the Board of Directors. The determination by resolution shall be incorporated into the organization's general operating manual and staff.

Section 3. BANKING.

All funds of the Corporation not otherwise actively employed 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 may select, but consistent with regulations set forth by the Internal Revenue Service for designated 501c(3) tax exempt organizations.

Section 4. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 5. EXPENDITURES.³

Purchases of less than \$1000 that are not part of the normal operating expenses of the Corporation can be authorized by the President of Cecil Soccer League and/or the Treasurer of the Cecil Soccer League. Expenditures of \$1000 or more that are not part of the normal operating expenses (construction projects, new field maintenance equipment, etc.) must be approved by the Board of Directors. Expenditures for normal operating expenses (referee fees, fuel for equipment, fertilizer, uniforms, trash, portable latrines, etc.) shall be paid by the Treasurer without approval of the Board.

ARTICLE VIII ANNUAL MEETING

The Annual Directors Meeting for CECIL SOCCER LEAGUE shall be held in June of each SEASONAL YEAR at a date, time and place designated by the Board of Directors. Written notice of the same shall be distributed by the Secretary to the Board members not less than ten (10) nor more than sixty (60) days before the date of the meeting. Said notice shall contain an agenda as submitted by the Executive Committee and approved by the Board of Directors at the regular meeting prior to the annual board meeting.

ARTICLE IX VOTING MEMBERSHIP MEETINGS

Section 1. NOTICE.

The Annual Membership Meeting and the election of the members of the Board of Directors shall take place in the month of May during each SEASONAL YEAR at a date, time and place designated by the Board of Directors. Written notice of such meeting shall be given to each VOTING MEMBER at least seven (7) days prior to the meeting.

Section 2. PURPOSE.

The primary purpose of the Annual Membership Meeting shall be to elect the members of the Board of Directors and to act on any other matter properly before the VOTING MEMBERS as determined by the Board of Directors.

Section 3. QUORUM.³

A quorum of the Board of Directors, as defined in Article 4 section 7, shall be required at the Membership Meeting in order to hold the election for the Board of Directors. MEMBERS shall be duly adopted, and the election of directors shall be determined, by a simple majority of the VOTING MEMBERS constituting such quorum. Voting for the election of Directors shall be by secret ballot. Absentee voting, voting by proxy, or cumulative voting shall not be permitted.

Section 4. SPECIAL MEETINGS.

Special meetings of the VOTING MEMBERS may be called by the Board at any time during a SEASONAL YEAR for any purpose, provided not less than ten (10) days nor more than sixty (60) days prior notice has been given to the VOTING MEMBERSHIP. Any action taken at a special meeting shall be determined by a simple majority of VOTING MEMBERS present at such meeting.

ARTICLE X STAFF

Professional, clerical and maintenance staff may be employed according to the policies established by the Board of Directors.

ARTICLE XI AFFIRMATIVE ACTION POLICIES

There shall be no discrimination on the basis of race, ethnic origin, age, religion, sex or handicap in the membership of the Board of Directors, Committees, staff, members, or participants.

ARTICLE XII RULES OF ORDER

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedural conflict, not specifically covered in the By-Laws.

ARTICLE XIII DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors after paying, or making provision for the payment of, all the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations created and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by the Circuit Court of Cecil County, exclusively for the purposes or to such organization or organizations, which are organized and operated exclusively for such purposes. Venue is hereby deemed to lie in said Circuit Court.

ARTICLE XIV AMENDMENTS

These By-Laws may be amended or repealed in whole or in part by a majority vote of the Board of Directors present at a meeting, provided that the proposed amendments have been distributed to each member of the Board at least two (2) weeks in advance of the meeting at which action is to be taken. Further, no amendment shall become effective unless the proposed amendment shall have been distributed to the Voting Members and two thirds (2/3) of the Voting Members shall fail to object within thirty (30) days from the date of distribution.

ARTICLE XV RULES AND REGULATIONS

The Board of Directors may from time to time adopt rules and regulations to further promote the implementation of its policies, and the operations of CECIL SOCCER and these By-Laws. The adoption of any rule or regulation shall not be deemed to constitute an amendment to these By-Laws, unless it is in direct conflict with a provision of such By-Laws which would require an amendment.

Adopted This 15th Day of June 1997 By the Board of Directors.

AMENDMENTS:

¹Amended by Board Action January 8, 2009; Maximum number of Board Members increased from fifteen to twenty-one.

²Amended by Board Action June 13, 2013; Maximum number of Board Members increased from twenty-one to twenty-five.

³Amended by Board Action April 16, 2015 ; Maximum number of Board Members increased from twenty-five to twenty-seven, Added Mission Statement & Affiliations, Updated definition of Voting Member, Updated Termination of Membership guidelines, Clarified Board of Directors duties and added role descriptions, Clarified Term for new board members, Updated Quorum from Seven to Nine members, Added Non-Voting Board Members, Updated Officers description and Officers Duties, Updated Committees Establishment and Descriptions, and added Expenditures guidelines for Conduct of Business. .