

Amended and Restated Bylaws of FC Pride, Inc.



ARTICLE 1 NAME

The corporation shall be known as FC Pride, Inc. (the “Club”) and shall serve the purposes as set forth in the Club’s Articles of Incorporation, as amended (the “Articles”). The Club shall be affiliated with such youth soccer organizations as deemed appropriate or desirable by its Board of Directors (the “Board”), which may include, among others, Elite Clubs National League (“ECNL”), US Club Soccer (“US Club”), Indiana Youth Soccer Association (“IYSA”), United States Youth Soccer Association (“USYSA”), and the United States Soccer Federation (“USSF”).

ARTICLE 2 PURPOSE

The Club’s purpose shall not be inconsistent with the provisions of its Articles, and shall include the development, promotion and administration of youth soccer on behalf of players, coaches and additional staff members consistent with the policies and procedures of ECNL, US Club, IYSA, USYSA, USSF and the United States Olympic Committee (“USOC”), as applicable.

ARTICLE 3 OFFICES

The principal office of the Club shall be located in the State of Indiana. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board.

ARTICLE 4 SEASONAL PLAYING YEAR, FISCAL YEAR AND TAX YEAR

The seasonal playing year of the Club shall begin on the first day of August in each year and end on the last day of July in the following year. The Club’s fiscal year shall be July 1 – June 30 and tax year shall be June 1 – May 31, respectively, unless otherwise determined by the Board.

ARTICLE 5 ORGANIZATION

The Club is comprised of Players, Parents, Volunteers, Coaches and Additional Staff Members, none of which shall have voting rights in the Club (except as otherwise specifically set forth herein) or be a “member” as such term is defined in the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

5.1 Players

5.1-1 Definition

A Player is an individual that is currently registered as a player on a competitive or recreational team in the Club. Qualification as a Player ends on the last day of the seasonal year for which the player is registered or whenever a Player’s name no longer appears on an official roster of the Club.

5.1-2 Adherence to Standards

Each Player shall adhere to the Bylaws, policies and procedures of the Club, ECNL, US Club, IYSA and USYSA, and Part 7 of Bylaws 701-707 inclusive, and Bylaw 213, Section 1, of the Bylaws of USSF and USOC, as applicable.

5.1-3 Registration

Each Player must register and provide pertinent personal information, medical and liability releases, and pay fees to be registered in the Club.

5.1-4 Fees

The Board shall establish the annual Player fees. Failure to pay fees shall result in the loss of all privileges associated with being a Player in the Club.

5.2 Parents

5.2-1 Definition

A Parent is an individual who has a child or legal dependent currently registered as a Player in the Club.

5.2-2 Adherence to Standards

Each Parent shall adhere to the Bylaws, policies and procedures of the Club, ECNL, US Club, IYSA and USYSA, and Part 7 of Bylaws 701-707 inclusive, and Bylaw 213, Section 1, of the Bylaws of USSF and USOC, as applicable.

5.2-3 Fees

The Board shall establish the annual Player fees. The Parent is responsible for payment of the fees for his or her Player child or legal dependent. Fees shall be due and payable on or before the first day of the current Club seasonal year, or within 30 days of registration, or on a date as determined by the Board.

5.3 Volunteers

5.3-1 Definition

A Volunteer is an adult who has no children or legal dependents currently registered as a Player in the Club. The Board shall approve a Volunteer for participation in the Club. Volunteer membership must be approved each year.

5.3-2 Adherence to Standards

Each Volunteer shall adhere to the Bylaws, policies and procedures of the Club, ECNL, US Club, IYSA and USYSA, and Part 7 of Bylaws 701-707 inclusive, and Bylaw 213, Section 1, of the Bylaws of USSF and USOC, as applicable.

5.4 Coaches

5.4-1 Definition

A Coach is an individual identified by the DOC as responsible for the development of Players, teams and/or special skills. Coaches may be compensated by the Club in accordance with the established budget provided by the Board to the DOC.

5.4-2 Adherence to Standards

Each Coach shall adhere to the Bylaws, policies and procedures of the Club, ECNL, US Club, IYSA and USYSA, and Part 7 of Bylaws 701-707 inclusive, and Bylaw 213, Section 1, of the Bylaws of USSF and USOC, as applicable.

5.5 Additional Staff Members

5.5-1 Definition

An Additional Staff Member is an individual identified by the Board as responsible for the business activities of the Club. Additional Staff Members may be compensated by the Club in accordance with the established budget provided by the Board to the DOC.

5.5-2 Adherence to Standards

Each Additional Staff Member shall adhere to the Bylaws, policies and procedures of the Club, ECNL, US Club, IYSA and USYSA, and Part 7 of Bylaws 701-707 inclusive, and Bylaw 213, Section 1, of the Bylaws of USSF and USOC, as applicable.

ARTICLE 6 BOARD OF DIRECTORS

6.1 General Authority

All authority of the Club shall be vested in the Board unless specified otherwise in the Articles or these Bylaws. The Board is responsible for developing and enforcing the Bylaws, policies and activities of Club, including, but not limited to, decisions affecting membership status and appeals procedures. The Board

may delegate responsibility for day-to-day operations associated with these activities.

6.2 Board Composition

The Board shall consist of no less than five (5), and no more than thirteen (13) voting members, as designated from time to time by the Board. A majority of the voting members of the Board shall be persons defined as "Parents" in Section 5.2-1 of these Bylaws. Members of the Board shall be elected by the Board at each annual meeting and as the Board otherwise determines. The Board shall annually elect a President and a Vice-President.

6.3 Restrictions on Service on Board

A. No person convicted of a felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary or a crime involving moral turpitude or the abuse of a child. Any member of the Board who is charged with a criminal act shall be immediately suspended from the Board pending outcome of the charges.

B. The authority to determine conflicts of interest shall rest with the Board. Generally, no member of the Board may financially gain as a result of any activity of the Board or be associated with any company or organization contracting or doing business or potentially in conflict with the Club in any form, unless the individual has provided full disclosure and received exemption by a two-thirds (2/3) vote of the full Board prior to the transaction.

6.4 Terms of Directors

Each member of the Board shall be elected to serve for a term of two (2) years (a "Term") and be limited to four (4) consecutive Terms on the Board (a "Term Limit"). After a director has served on the Board for the Term Limit, such director is not eligible for election to the Board under this Section 6 for a period of one (1) year before once again being eligible to serve as a member of the Board.

6.5 Removal, Resignation, Vacancies

Any director may at any time be removed with cause by a majority vote of the full Board. Any director may at any time be removed without cause by a two-thirds (2/3) vote of the full Board. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director may be filled by a person elected by the Board for the unexpired term of such director. Any vacancy resulting from an increase in the number of members of the Board may be filled by a person elected by the Board for a full term of office unless the Board designates a shorter term of office.

6.6 Meetings

6.6-1 Regular Meetings

The Board shall hold regular meetings at least once each calendar quarter, with the first meeting of the Club's fiscal year constituting the Club's annual meeting. The President shall determine the date, time, and location of these meetings and give notice of regular meetings not less than three (3) business days prior to the meeting.

6.6-2 Special Meetings

Meetings for a special purpose may be called by the President or upon written application by one-quarter (1/4) of the Board. At least one (1) business days' prior notice of meetings for a special purpose shall be given stating date, time, location and the purpose of the special meeting. No other business may be voted on during a special meeting.

6.6-3 Notice of Meetings

Notice of each meeting of the Board for which notice is required shall be given to all directors by electronic communication, in person or shall be mailed to each director as required. All notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available

records of the Club. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

6.6-4 Written Consents In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken by written action without a meeting if consented to by all of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

6.6-5 Teleconferencing

A member of the Board may participate in any meeting by, or conduct any meeting using, any means of communication by which all members of the Board participating may simultaneously hear each other during the meeting.

6.6-6 Meeting Minutes

Minutes of all meetings of the Board shall be maintained in the corporate minute books of the Club.

6.7 Quorum and Voting Requirements

6.7-1 Quorum

A quorum, consisting of the majority of the members of the Board, must be present at all times during Board meetings in order to conduct business. Only voting members of the Board are considered when determining a quorum. Directors may not appoint proxies for themselves or vote by proxy at any meeting of the Board.

6.7-2 Votes

Each voting member of the Board shall have one (1) vote on all matters that come in front of the Board for a vote.

6.7-3 Vote Required

A majority vote of the members of the Board present at any meeting in which quorum is met shall be required for any action of the Board, unless otherwise specified in these Bylaws.

6.8 Officers

The officers of the Club shall be selected and approved, including any changes hereto or thereto, by the Board. The officers of the Club shall consist of the following:

6.8-1 President of the Board (the "President")

The President shall have the following duties and responsibilities:

- A.** To oversee and coordinate the activities of the Club and the Board.
- B.** To preside at all Board meetings.
- C.** To serve (or delegate to other Board members to serve) as an ex-officio member of all the Club's committees.
- D.** To appoint special or ad hoc committees, subject to Board approval.
- E.** To sign or designate a signee for money disbursements made in the name of the Club.
- F.** To appoint, subject to ratification by the Board, chairs and other members of all standing committees, except where otherwise provided.
- G.** To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the Club.
- H.** This person is a voting member of the Board.

6.8-2 Vice President of the Board (the "Vice President")

The Vice President shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President until the next meeting of the Board following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.
- B. To sign money disbursements made in the name of the Club.
- C. This person is a voting member of the Board.

6.8-3 Treasurer (the “Treasurer”)

The Treasurer shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of the Club.
- B. To oversee the financial (including budget process) policies and procedures for the Club.
- C. To sign money disbursements made in the name of the Club.
- D. To present, or cause to be presented, a statement of account at every regular meeting of the Club or the Board and at other times when requested by the Board.
- E. To serve as Chair of the Finance Committee.
- F. This person is a voting member of the Board.

6.8-4 Secretary (the “Secretary”)

The Secretary shall have the following duties and responsibilities:

- A. To maintain the official records of the Club.
- B. To be responsible for recording the minutes of all of the Club’s meetings except for committee meetings and to report such actions taken at these meetings to the Club, as applicable.
- C. To maintain a roster of all Board terms.
- D. This person is appointed by the President.
- E. This person is a voting member of the Board.

6.8-5 Registrar (the “Registrar”)

The Registrar shall have the following duties and responsibilities:

- A. To be responsible for the registration of the Club’s players and the certification thereof.
- B. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.
- C. To be responsible for the storage and maintenance of records of the Club regarding the registration of teams and players within the Club and ensure the confidentiality of player information.
- D. To serve as Chair of the Registration Committee.
- E. The Registrar may also serve as the Administrator.
- F. This person is a non-voting member of the Board.

6.8-6 Administrator (the “Administrator”)

The Administrator shall have the following duties and responsibilities:

- A. To oversee communication between the Club and its Players, Parents and Volunteers to ensure that all are kept informed of the activities of the Club, as applicable.
- B. To administer and maintain records of the fee billings and payments for the Club.
- C. To administer the uniform program of the Club and serve as Chair of the Uniform Committee.
- D. To be responsible for informing parties of meetings, handling correspondence of the Club, and carrying out such other duties as shall be delegated.
- E. The Administrator may also serve as the Registrar.
- F. This person is a non-voting member of the Board.

6.8-7 Executive Director of Player Development and Coaching Education (the “DOC”)

The DOC shall have the following duties and responsibilities:

- A. Manage the budget and personnel pool for coaching, operations and Player development.

- B. Report, in writing, at least quarterly to the Board and as otherwise requested by the Board.
- C. To monitor and promote all Club activities, including but not limited to Player development, coaching education, ODP involvement, coaching and referee efforts, DOC meetings and Club attended tournaments.
- D. To represent the Club within the soccer community.
- E. The Club may divide the DOC role into a boys director of coaching and a girls director of coaching or by age group, or as otherwise determined by the Board.
- F. The DOC is a non-voting member of the Board.

6.8-8 Operations Manager (the “Ops Manager”)

The Ops Manager shall have the following duties and responsibilities:

- A. To keep accurate financial records of the Club.
- B. To implement the financial policies and procedures, including budgeting, for the Club as directed by the Treasurer and the President.
- C. To sign money disbursements made in the name of the Club as approved in the budget or otherwise by the Board.
- D. To deposit money, drafts, and checks in the name of and to the credit of the Club in the banks and depositories designated by the Board.
- E. To endorse for deposit notes, checks, and drafts received by the Club as ordered by the Board, making proper vouchers for the deposit.
- F. To disburse corporate funds and issue checks and drafts in the name of the Club, as approved by the Board.
- G. To provide the President and the Board an account of transactions of the Club and of the financial condition of the Club.
- H. To serve as a member of the Finance Committee, reporting to the Treasurer and the President.
- I. To identify potential capital improvement projects and coordinate such with the DOC, the President and the Board
- J. To perform such other duties as may be assigned to the Ops Manager from time to time by the Treasurer, the President or the Board.
- K. The Ops Manager is a non-voting member of the Board.

6.9 Terms of Office

Officers of the Club shall assume their duties at the close of the meeting at which the Board approves them, unless otherwise determined by the Board. The Board shall approve all officer positions annually.

6.10 Vacancies

Vacancies during the term of any office (except for the President) shall be filled by appointment by the President, subject to ratification by a majority vote by the Board.

6.11 Committees

The Club may have standing committees and may establish special committees as needed for the effective oversight of the Club's operations. The President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall serve as the chair of the Finance Committee (if any), the Administrator shall serve as the chair of the Uniform Committee (if any), and the Registrar shall serve as the chair of the Registration Committee (if any). The chair of the committee may select the other members of the committee from the Board. The President and the chair of the committee serves at the pleasure of the President. The Club may have the following standing committees:

A. Finance Committee

The Treasurer is chair of the Finance Committee, if any, which shall include at least two (2) voting Board members and the Ops Manager. The Finance Committee is responsible for developing and reviewing fiscal

procedures and the annual budget with staff and other Board members. The Board must approve the annual budget, and all expenditures must be within the annual budget. The Board must approve any major change in the annual budget. Annual and periodic reports shall be submitted to the Board showing income, expenditures and pending income. The Finance Committee shall recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor's recommendations, if any.

B. Uniform Committee

The Administrator is chair of the Uniform Committee, if any, which shall include at least one (1) voting Board member and is responsible for the securing and distributing of player uniforms.

C. Registration Committee

The Registrar is chair of the Registration Committee, if any, which shall include at least one (1) voting Board member and is responsible for the registration of Players and teams in the Club.

ARTICLE 7 INDEMNIFICATION

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a member of the Board, officer or paid staff of the Club, shall be indemnified by the Club to the extent required or permitted by the Act; provided, however, that the Club shall not indemnify any person with respect to any claim, issue or matter for which such person is liable to the Club.

ARTICLE 8 INSURANCE

The Club may purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer or paid staff of the Club, against any liability asserted against and incurred by that person in or arising from such capacity, whether or not the Club would otherwise be required to indemnify the person against the liability.

ARTICLE 9 AMENDMENTS TO BYLAWS

A. The Board may amend these Bylaws by the affirmative vote of a majority of the full Board.

B. Any proposed amendments of these Bylaws shall be submitted in writing to the Board at least thirty (30) days prior to the Board meeting at which the proposed amendments will be submitted for a vote.

C. Amendments to the Bylaws will become effective on the date specified by the Board.

ARTICLE 10 MISCELLANEOUS

10.1 Corporate Seal

The Club has no seal.

10.2 Authority to Borrow, Encumber Assets

No director, officer, agent or employee of the Club has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolution duly adopted by the Board. The Board may give authority for any of the above purposes, and this authority may be general or limited to specific instance.

10.3 Execution of Instruments

Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Club may be signed on behalf of the Club by the President, Vice President or such other person or persons as may be designated by the Board.

10.4 Deposit of Funds

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board.