

**BY-LAWS
OF
BETHESDA SOCCER CLUB, INC.**
As Adopted on January 11, 1982
As Amended on April 15, 2003
As Amended May, 2008
As Reaffirmed October 4, 2012
As Amended October 17, 2013
As Amended February 23, 2016

**ARTICLE I
NAME, PURPOSE AND OFFICE**

Section 1.01. Name. The name of the Corporation is Bethesda Soccer Club, Inc. (hereinafter "the Club").

Section 1.02. Purpose. The Club is organized as a nonprofit corporation under the general corporation laws of the State of Maryland to operate exclusively for charitable and educational purposes without regard to race, creed, color, sex or national or ethnic origin. More specifically, the Club is organized to:

- (a) Develop and promote the growth of and an appreciation for the game of soccer by providing opportunities for the youth of the greater DC/Maryland/Virginia area to participate in organized programs of soccer by instilling the following values:
 - (1) Fair Play – Players, coaches and parents will be encouraged to demonstrate Fair Play in every game and every practice and behavior contrary to Fair Play will be actively discouraged;
 - (2) Club – Create a club atmosphere that encompasses more than high quality soccer but also embraces the culture where family is valued; service to the community; and fun, growth and learning is part of the process;
 - (3) Player Development – Players are developed to their fullest potential;
 - (4) Coaching Development – Coaches are developed to their fullest potential;
 - (5) Parental Responsibilities – Parents will support their players and coaches, ascribe to the philosophy and direction established by the Club, implemented by the Directors of Coaching and their coaches that is in alignment with the aspirations of the players and their parents;
 - (6) Diversity – Every player and their family shall have an equal opportunity to participate on Bethesda teams regardless of race, creed, national origin, or ability to pay;
- (b) Promote the education of children by providing a format for educational opportunities and encouraging interaction and cultural exchanges between young people of Bethesda and other regions of the United States and the world.

Section 1.03. Office. The principal office of the Club shall be located in Montgomery County Maryland.

ARTICLE II **MEMBERSHIP**

Section 2.01. Membership Organization. The Club is organized into “member teams.” Annually the Boy’s and Girl’s Directors of Coaching will make a recommendation for Board of Directors approval for the number of member teams in each age group for each of their respective programs, giving due consideration to the need to maintain a balance of age groupings among the Club’s various teams so as to facilitate the principles set forth in Section 1.02 hereof. The makeup and rosters for these teams are determined by the Boys and Girls Directors of Coaching and the member team coaches.

Section 2.02 Membership Eligibility. Select level youth soccer players in the counties surrounding Washington DC, that are in the age groups of 23 and under and who are committed to the principles set forth in Section 1.02 hereof shall be eligible for membership in the Club.

Section 2.03. Admission to Membership. Members join and participate in the club by trying out for member teams and upon acceptance, registering with the Club, paying registration fees, and there-upon being added to member team roster.

Section 2.04. Membership Fee. The fee for members to register and participate with each member team may vary from team-to-team and shall be set by appropriate resolution of the Board of Directors.

Section 2.05. Rights of member teams. Any member team of the Club shall be entitled to retain its status as a member team so long as its players remain eligible under Section 2.01 and as a team is otherwise in good standing with the Club. All member teams that are in good standing with the Club shall be entitled to full participation in all Club activities and shall be, in all respects, possessed of the prerogatives associated with membership.

Section 2.06. Duties of member teams. All member teams of the Club are required to participate and play in the annual tournament sponsored by the Club, pay all team fees, abide to Club policies and abide to the rules set forth for membership by the United States Soccer Federation, United States Youth Soccer Association, the Maryland State Youth Soccer Association and any respective league the team shall compete.

Section 2.07. Powers of member teams. Member teams shall meet annually to elect the Directors of the Club. All other powers of the Club shall be vested in the Directors and Officers.

Section 2.08. Team admission to the Club as a new member team. From-time-to-time, eligible select level youth soccer teams may make application to the Directors of Coaching or other designated member(s) from the Board to be accepted as a new member team. The Directors of Coaching shall have the responsibility to investigate and make a recommendation to the Board of Directors to pass upon each application to become a Club member team, giving due consideration to the need to maintain a balance of age groupings among the Club’s various teams so as to facilitate the principles set forth in Section 1.02 hereof.

Section 2.09. Member team dissolution. From-time-to-time, due to either a) Member teams not fulfilling their Duties under Section 2.05, or 2) the respective Director of Coaching determining that the member team is causing the program to be unable to maintain a balance of age groupings among the Club’s various teams and as a result, the Club cannot maintain the principles set forth in Section 1.02 hereof. The Directors of Coaching shall have the responsibility to investigate and make a recommendation to the Board of Directors, for their approval to dissolve such member team.

Section 2.10. Annual Meeting. The annual meeting of the Club shall be held in the third quarter of

the calendar year and at such time and place as the Board of Directors shall designate.

Section 2.11. Notice. Not less than fourteen or more than thirty days before each annual meeting of the Club, the Secretary shall notify the coach and manager of each team of the date, hour and place of the meeting.

Section 2.12. Representatives of member teams. At or before the commencement of the annual meeting, the coach or manager of each member team shall provide the Secretary with the name of a member from their member team, whom shall be entitled to vote on behalf of the member team at the annual meeting ("team representative"). An individual may not represent more than one team. Each member team shall be entitled to one vote that shall be cast by the designated team representative.

Section 2.13. Quorum, Adjournment. To constitute a quorum for the transaction of business at any annual meeting of the Club, a simple majority of the number of member teams in good standing must be present at the beginning of roll call.

Section 2.14. Proxies. There shall be no proxies recognized at an annual meeting of the Club.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. Authority of Directors. The management of the affairs of the Club shall be vested in its Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Club by the Certificate of Incorporation subject, however, to the limitations set forth in the Certificate.

Section 3.02. Number of Directors. The initial Board of Directors shall consist of the three persons who were named in the Certificate of Incorporation dated April 7, 1981. Thereafter, the number of Directors shall consist of at least those designated under this Article of these Bylaws. Any change in the number of Directors shall not affect the tenure of office of any Director serving at the time of said change.

Section 3.03. Nomination, Election, and Tenure of Directors. The initial Board of Directors shall appoint the Board of Directors to serve until the first annual meeting of the Club. Thereafter, a slate of the Directors shall be proposed to the membership by the outgoing Board of Directors at the same time that notice is given of the annual meeting of the Club. Any person affiliated with any member team may propose alternative Directors provided that any such nominations are received by the Secretary in writing at least one week before the annual meeting. Directors shall be elected annually at the annual meeting by the membership of the Club. Those persons nominated as Directors receiving the greatest number of votes at the annual meeting shall be elected to the Board of Directors. The term of a Director so elected shall expire upon the election of his or her successor. Officers shall be elected annually at the first Board Meeting after the Club Annual Meeting, by super-majority vote (at least 67%) of the Board of Directors. Only Directors may serve as Officers of the Club.

Section 3.04. Board of Directors. The Directors of the Club shall be the following:

- (a) President (Officer);
- (b) Vice President (Officer);
- (c) Secretary (Officer);
- (d) Treasurer (Officer);

- (f) Directors-at-Large – ten (10);

Section 3.05. Director Terms of Office. The terms of office for each Director shall be 3 years. The terms shall be staggered so that there is continuity on the Board of Directors. Directors shall be limited to serving three consecutive terms.

Section 3.06. Officer Terms of Office. The terms of office for Officers shall be two years and shall be elected as follows:

- (a) Even years (2016, 2018, etc.): Vice President and Treasurer;
- (b) Odd Years (2017, 2019, etc.): President and Secretary.

Section 3.07. Officer Vacancies. An Officer vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his or her officer term, shall be filled by election of the Board of Directors. An Officer selected to complete an unexpired term shall serve for the remainder of his or her predecessor's term.

Section 3.08. Director Vacancies. A vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his or her term, or by reason of an increase in the number of Directors pursuant to Section 3.02 hereof, shall be filled by election of the remaining Directors. A Director selected to complete an unexpired term shall serve for the remainder of his or her predecessor's term.

Section 3.09. Director Removal. Any Director may be removed from office, with or without cause, by a super-majority (at least 67%) of the Directors in office.

Section 3.10. Director Compensation. No Director of the Club shall receive, directly or indirectly, any salary, compensation, or fee in his or her capacity as a Director.

Section 3.11. Agents. The Board of Directors appoints the following agents that serve the pleasure of the Board and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

- (a) Executive Director. The Executive Director shall have such authority and perform such duties as is outlined in the "Executive Director Roles & Responsibilities" document and/or as the Board of Directors may from time to time determine.
- (b) Girl's Director of Coaching. The Girl's Director of coaching shall have such authority and perform such duties as is outlined in the "Director of Coaching Roles & Responsibilities" document and/or as the Board of Directors may from time to time determine.
- (c) Boy's Director of Coaching. The Boy's Director of coaching shall have such authority and perform such duties as is outlined in the "Director of Coaching Roles & Responsibilities" document and/or as the Board of Directors may from time to time determine.

Section 3.12. Other Agents. The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

ARTICLE IV
MEETINGS OF DIRECTORS

Section 4.01. Place of Meetings. Meetings of the Board of Directors shall be held at such places as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may specify.

Section 4.02. Regular Meetings. The Board of Directors may by resolution establish a schedule of regular meetings of the Board.

Section 4.03. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or a majority of all Directors.

Section 4.04. Notice. Notice of each meeting of the Board of Directors, specifying the date, hour and place thereof, shall be given no later than five days before the meeting, by e-mail, letter or telephone to the Directors. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to inadequate notice.

Section 4.05. Quorum, Adjournment. To constitute a quorum for the transaction of business at any meeting of the Board of Directors, a simple majority of the Directors in office must be present.

Section 4.06. Majority Vote; Voting. The acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board. Each member is entitled to one vote and may not carry any proxy. The President only votes when it is required to create a majority or super-majority.

Section 4.07. Participation by Phone or Video Conference. Board members may participate in regular Board Meetings by Telephone, but not more than twice per calendar year.

Section 4.08. Written Consent. The Board of Directors may approve certain matters by written or email consent, in lieu of a meeting. What matters may be approved by the board in writing or by email will be determined by the President.

ARTICLE V
DUTIES OF DIRECTORS

Section 5.01. President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Exercise general supervision over the affairs of the Club;
- (c) Keep the Board of Directors fully informed, and freely consult with them concerning the activities of the Club;
- (d) The President has oversight over the Executive Committee, but is not required to attend meetings. The President will consult with the Vice President to ensure that goals and objectives of the Executive Committee are being achieved;
- (e) Consult with Chairpersons of Board-authorized committees to ensure that goals and objectives of each committee are being achieved;

- (f) Have the power to sign alone, unless the Board of Directors specifically requires an additional signature, in the name of the Club all contracts authorized either generally or specifically by the Board;
- (g) Act as the official representative or appoint a representative for the Club for all league functions and report any problems/issues between member teams and leagues;
- (h) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 5.02. Vice President. The Vice President shall:

- (a) Preside at Executive Committee meetings and lead committee to fulfill objectives set by President and the Board of Directors;
- (b) In the course of fulfilling objectives set by President and the Board of Directors and following up with actions or initiatives determined by the Executive Committee to fulfill such objectives, the Vice President may from time-to-time provide regular oversight and collaboration on behalf of the Executive Committee to the Agents of the Club.
- (c) Perform the duties of the President, as requested by the President, in the event of the President's absence;
- (d) In the event of the President's resignation or inability to perform his or her duties, serve in the capacity of President until a new President shall be elected by the Board of Directors to fulfill and complete the remainder of the term;
- (e) Exercise such other powers and duties as the President or the Board of Directors from time to time may assign to them including chairing committees..

Section 5.03. Secretary. The Secretary shall:

- (a) Act as secretary at all meetings of the Board of Directors;
- (b) Keep the minutes of such meetings in the books proper for that purpose and make available copies of such minutes to the Board of Directors;
- (c) Attend to the giving and serving of all notices of the Club;
- (d) Perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors;
- (e) Authorize use of the Club's Maryland Sales Tax Exemption Certificate, subject to Section 8.04 hereof;
- (f) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors including chairing committees.

Section 5.04. Treasurer. The Treasurer shall:

- (a) Have the custody of all funds and securities of the Club, which may come into his or her hands;

- (b) Keep or cause to be kept full and accurate accounts of receipts and disbursements of the Club;
- (c) Prepare or cause to be prepared an annual budget and quarterly financial updates for the Club in such form and detail as the Board of Directors may require;
- (d) Deposit all moneys and other valuable effects of the Club in the name and to the credit of the Club in such banks or depositories as the Board of Directors may designate;
- (e) Render or cause to be rendered to the Board of Directors a statement of accounts and of the Club's financial condition at least quarterly, in such form as the Board of Directors may require, and whenever the Board may require;
- (f) Present or cause to be presented a full report at the annual meeting of the Club and such other reports as the Board of Directors shall request;
- (g) At all reasonable times exhibit the books and accounts of the Club to any Director or Officer of the Club,
- (h) Preside at Finance Committee meetings, and lead committee to fulfill objectives set by the President and the Board of Directors;
- (i) Perform such other duties incident to the position of Treasurer as shall from time to time be assigned to him or her by the Board of Directors including chairing committees.

Section 5.05. Directors-at-Large. The Directors-at-Large shall:

- (a) Chair and/or oversee various committees organized within the Club for the following areas:
 - (1) Marketing and Communications, internal and external for the Club;
 - (2) Family, Alumni & Community Service Programs;
 - (3) Field, Facilities, and Equipment Development and Management;
 - (4) Fundraising including sponsorships, capital campaigns, fundraising events, etc.;
 - (5) Tournaments
 - (6) Camps and Clinics
 - (7) League Affairs and Team Management Support
 - (8) Rules and Discipline Committee
- (b) Create a quarterly and annual plan of the priorities in their committee's area of responsibility
- (c) Form a working committee by enlisting the services of volunteers from the club and manage this committee to accomplish committee priorities in a timely fashion

Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

ARTICLE VI **COMMITTEES**

Section 6.01. Formation. The Board of Directors may, from time to time, create such Committees as the Board desires.

Section 6.02. Members. The members of each Committee shall be appointed by the Board, and shall serve at the pleasure of the Board. The members of each Committee may, but need not, be chosen from among the members of the Board of Directors. Non-Director members of each Committee need to be chosen from parents that are on teams which are members of the Club.

Section 6.03. Reports. Each Committee shall report to the Board in such form and at such times as the Board may require.

Section 6.04. Meetings. Each Committee shall meet on a regular basis in order to complete committees' objectives in a timely fashion.

Section 6.04. Permanent Committees. There will be two permanent Committee's:

- (a) Executive Committee. The executive committee shall be comprised of the four officers (4) and two (2) elected (by vote of the Board of Directors) Directors-at-Large. The Executive Committee will meet on a regular basis with the Executive Director and the Directors of Coaching for regular planning, review, and to discuss material actions and important decisions. The Executive Committee will collaborate with the Agents of the Club to establish Club priorities to be approved by the Board of Directors. A majority of the committee and the Executive Director and the Directors of Coaching will meet at a minimum monthly.
- (b) Finance Committee. The finance committee shall be comprised of the Treasurer (Finance Committee Chairperson), Vice President, and two (2) elected (by vote of the Board of Directors) Directors-at-Large. The Finance Committee will meet on a regular basis with the Executive Director and the Directors of Coaching for regular planning, review, and to discuss material actions and important decisions. Under the oversight of the Treasurer, and with the help of the Executive Director and Staff in the form of timely and detailed reporting, the Finance Committee is responsible for preparing:
 - a. An Annual Budget that will be finalized by August 31st each year
 - b. Quarterly Reports that details prior quarter and year-to-date performance versus budget and prior years, and provides a revised proforma annual plan
 - c. Regular reporting of major events within 45 days of the end of the event (or what is reasonably timely based on the complexities and timing of the closing of bookkeeping transactions associated with the event [i.e. the soccer tournaments may take longer]). Major events include: Soccer Tournaments, camps, clinics, and other major events as required by the Executive Committee or Finance Committee.

ARTICLE VII **REPORTING CHAIN**

Section 7. Chain of Command. The following sets forth the reporting chain ("chain of command") within the organization. More specifically:

Section 7.01. Officer Reporting. Each Officer (*i.e.*, each Vice President, Secretary, Treasurer, etc.) must report to the President and may not take any *material* action or make any Material decision on behalf

of the organization without either the President's or the Executive Committee's approval or direction.

Section 7.02. Executive Director Reporting. The Executive Director, must report to the Executive Committee and may not take any *material* action or make any decision on behalf of the organization without the Executive Committee's authorization, approval or direction; *provided, however,* that the Executive Director may run the day-to-day club operational affairs of the business organization (under his or her purview as defined in the "Executive Director Roles & Responsibilities) at her/his discretion, so long as she/he does so within the parameters established by the Executive Committee and the Board.

Section 7.03. Directors of Coaching Reporting. Each Director of Coaching, must report to the Executive Committee and may not take any *material* action or make any decision on behalf of the organization without the Executive Committee's authorization, approval or direction; *provided, however,* that the Directors of Coaching may run the day-to-day affairs (under his or her purview as defined in the "Director of Coaching Roles & Responsibilities) at her/his discretion, so long as she/he does so within the parameters established by the Executive Committee and the Board.

Section 7.04. President Reporting. The President, in turn, must report to the Board and may not take any *material* action or make any *important* decision on behalf of the organization without the Board's authorization, approval or direction.

Section 7.05. Materials Actions and Important Decisions. The Board and the Executive Committee (with input from the Executive Director and Directors of Coaching) will collaboratively and through mutual consultation, determine what actions and decisions are "material" or "important" enough to require Board, President, and/or Executive Committee review and approval.

ARTICLE VIII **FINANCIAL ADMINISTRATION**

Section 8.01. Fiscal Year. The fiscal year of the Club shall end on the last day of September in each year, unless otherwise fixed by resolution of the Board of Directors.

Section 8.02. Checks, Drafts. All checks, orders for the payment of money, obligations, bills of exchange and insurance certificates shall be signed or endorsed by the President or Treasurer or an Agent or person designated by them and approved with board majority vote.

Section 8.03. Insurance. The Club may purchase and maintain insurance on behalf of itself or any person who is or was a Director, Officer or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

Section 8.04. Sales Tax Exemption Certificate. The Secretary shall authorize use of the Corporation's Maryland Retail Sales Tax Exemption Certificate. If a team uses the Exemption Certificate for non-exempt purchases, the Secretary shall forthwith revoke its authorization and deny that team the privilege of using the Certificate and shall report this action promptly to the President of the Club.

ARTICLE IX **AMENDMENTS**

Section 9.01. Amendments. These By-Laws may be amended by the affirmative vote of a super-majority (at least 67%) of the Directors in office at any meeting of the Board of Directors.

Section 9.02. Proposal of Amendments. Any proposed amendment shall be presented to the Board of Directors at a scheduled meeting and accompanied by a statement of purpose for the proposed

change. The Board will vote on the proposed amendment at the next subsequent meeting of the Board.

ADOPTION

These By-laws were approved and adopted on January 11, 1982, by the Board of Directors listed below:

Peter J. Selwood

James S. Campbell

Dennis M. Flannery

Fred Osher, Secretary

Robert Pilato, Acting Secretary

Rhonda Goldberg, Acting Secretary

These By-laws were duly amended on April 15, 2003.

These By-laws were duly amended on May 2008.

These By-laws were duly reaffirmed on October 12, 2012

These By-laws were duly amended on February 23, 2016.

Rhonda Goldberg, Secretary