

**AMENDED AND RESTATED BY-LAWS
OF
BETHESDA SOCCER CLUB, INC.**
As Adopted on August 3, 2021

**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; and
 - (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; and
- (b) Promote the education of children by providing a format for educational opportunities and encouraging interaction and cultural exchanges between young people of the greater DC/Maryland/Virginia area 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. The Club may have additional officers, within or outside the State of Maryland, as determined by the Board of Directors.

ARTICLE II
NONVOTING MEMBERS

Section 2.01. Membership Organization. The Club shall have one or more classes of nonvoting members as determined by the Board of Directors. There shall be no voting class of members.

Section 2.02. Membership Eligibility. Select level youth soccer players in the counties surrounding Washington DC and the city itself, 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 Club teams and upon acceptance, registering with the Club, paying registration fees, and there-upon being added to the applicable team roster.

Section 2.04. Meetings. Member meetings may be held in the discretion of the Board of Directors, and if held, shall be held at such time and place as the Board of Directors shall designate.

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 number of Directors shall be determined by the Board of Directors and shall not be less than seven. 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. Election of Directors. Directors shall be elected at the annual meeting of the Board of Directors. Replacement and additional Directors may also be elected at such other times as determined by the Board of Directors.

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);
- (e) Executive Director (*ex officio*) (non-Officer); and
- (f) A number of Directors-at-Large to be determined by the Board (non-Officer).

Section 3.05. Director Terms of Office. The terms of office for each Director shall be three 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. The term of a Director shall expire upon the earliest of (i) the election of his or her successor; (ii) his or her resignation, death, incapacity or removal; or (iii) the expiration of such Director's third consecutive three-year term. In addition, the term on the Board of Directors of the Executive Director shall end immediately if such person ceases to be Executive Director.

Section 3.06. Officer Election, Eligibility and Terms of Office. Officers shall be elected at the annual meeting of the Board of Directors. Replacement and additional Officers may also be elected at such other times as determined by the Board of Directors. Only Directors may serve as Officers of the Club. The terms of office for Officers shall be two years and shall be elected as follows:

(a) Even years (2020, 2022, etc.): Vice President and Treasurer;

(b) Odd Years (2021, 2023, 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 a majority of the remaining Directors then in office. 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. For the avoidance of doubt, this Section 3.10 does not apply to compensation paid to the Executive Director in his or her capacity as Executive Director.

Section 3.11. Executive Director. The Board of Directors shall appoint an 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. The Board of Directors shall have the authority to remove and/or replace the Executive Director at any time, with or without cause.

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.

Section 3.13. Confidentiality Procedures. The Board of Directors may adopt procedures and policies to enable the Board of Directors to discuss matters without one or more Directors being present when such Directors have a conflict of interest or otherwise when determined by the Board of Directors.

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 and Annual Meeting. The Board of Directors may by resolution establish a schedule of regular meetings of the Board. There shall be an annual meeting of the Board of Directors during the third calendar quarter of each year at which meeting Directors and Officers shall be elected.

Section 4.03. Additional Meetings. Meetings of the Board of Directors in addition to the annual meeting and any other regular meetings may be held whenever called by the Executive Director, by the President or by 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.

Section 4.07. Participation by Phone or Video Conference. Board of Director meetings may be held in person or by video conference. Directors may participate in Board of Director meetings by telephone.

Section 4.08. Written Consent. The Board of Directors may approve any matter by written consent (including by email), in lieu of a meeting. Notice of any such matter shall be provided to all Directors, and approval shall require a majority of the Directors then in office.

ARTICLE V
DUTIES OF DIRECTORS

Section 5.01. President. The President shall:

- (a) Preside at all meetings of the Board of Directors and the Executive Committee; and
- (b) 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) Perform the duties of the President, as requested by the President, in the event of the President's absence; and

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

Section 5.03. Secretary. The Secretary shall:

- (a) Keep the minutes at all meetings of the Board of Directors and make available copies of such minutes to the Board of Directors; and
- (b) Perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 5.04. Treasurer. The Treasurer shall:

- (a) Preside at Finance Committee meetings, and lead the Finance Committee to fulfill objectives set by the President and the Board of Directors;
- (b) 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; and
- (c) 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 of Directors desires. The Executive Committee shall make recommendations regarding Committees to the Board of Directors.

Section 6.02. Members. The members of each Committee shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board of Directors. The members of each Committee may, but need not, be chosen from among the members of the Board of Directors. The Executive Committee shall make recommendations regarding the members of Committees to the Board of Directors.

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 the Executive Director. At such times as determined by the Executive Director, the Executive Committee will meet with staff selected by the Executive Director for regular planning, review, and to discuss material actions and decisions. The Executive Committee will establish Club priorities to be approved by the Board of Directors. The Board of Directors may authorize the Executive Committee to act on behalf of the Board of Directors. Any Member of the Executive Committee may call a meeting of the Executive Committee.
- (b) Finance Committee. The finance committee shall be comprised of the Treasurer (Finance Committee Chairperson), Vice President, the Executive Director, 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 staff selected by the Executive Director for regular planning, review, and to discuss material actions and 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 detail prior quarter and year-to-date performance versus budget and prior years, and provides a revised proforma annual plan; and
- 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.

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. The Vice President, Secretary, and Treasurer must report to the President and may not take any material action or make any material decision on behalf of the organization without the Board of Director’s authorization.

Section 7.02. Executive Director Reporting. The Executive Director must report to the Board of Directors (or such other person or persons designated in writing by the Board of Directors) and may not take any material action or make any material decision on behalf of the organization without the authorization, approval or direction by the Board of Directors (or such other person or persons designated in writing by the Board of Directors); *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 Board of Directors.

Section 7.03. Staff and Employee Reporting. All employees and staff of the Club (other than Officers and Directors) must report to the Executive Director or as the Executive Director otherwise determines and may not take any material action or make any material decision on behalf of the organization without the Board of Director’s authorization.

Section 7.04. President Reporting. The President must report to the Board of Directors and may not take any material action or make any material decision on behalf of the organization without the Board of Director’s authorization.

Section 7.05. Materials Actions and Decisions. The Board of Directors will determine what actions and decisions are “material” enough to require 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 a person designated by them and approved by the Board of Directors.

Section 8.03. Insurance. The Club shall purchase and maintain insurance on behalf of itself or any person who is or was a Director, Officer, employee 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 majority of the Directors in office.

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 _____ 2021 by the Board of Directors listed below: