

BY-LAWS

Freeport United Soccer Club Bylaws

ARTICLES OF INCORPORATION AND BYLAWS OF FREEPORT FOOTBALL CLUB, INC.

Revised 3/13/2019

Article I

Name and Location

Section 1. The name of this corporation is FREEPORT FOOTBALL CLUB, INC, (d/b/a Freeport United Soccer Club).

Section 2. The principal place of business of the Corporation shall be located at Freeport, County of Cumberland, State of Maine. Said corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate.

Article II

Affiliations

Section 1. This Corporation shall maintain affiliations with United Soccer Federation of Maine (USFM), (d/b/a Soccer Maine), the United States Soccer Federation (USSF), and the United States Youth Soccer Association (USYSA).

Section 2. The USSF and Soccer Maine Articles of Incorporation, bylaws, policies, and requirements take precedence over and supercede the governing documents and decisions of Freeport Football Club and its members to the extent applicable under Maine State law. Freeport Football Club and its members will abide by those Articles, bylaws, policies and requirements of Soccer Maine.

Section 3. The Freeport Football Club will allow Soccer Maine to review the documents and procedures of the Club, on request of Soccer Maine, not less than once every four years, to determine compliance with USSF and Soccer Maine bylaws.

Article III

Purposes

Section 1. The purposes of the Freeport Football Club shall be:

- (i) to provide Freeport area children the opportunity to play soccer competitively against teams from similar soccer clubs in neighboring towns, in the larger Casco Bay and Mid-Coast regions, and in the State of Maine;
- (ii) to support the development of skillful and intelligent soccer players, to foster joy in playing soccer, and to encourage players to perform to the best of their abilities
- (iii) to nurture an interest in, and an appreciation for, soccer among youth players, their families and the community at large;
- (iv) to promote fairness, sportsmanship, social, emotional, and personal development through club soccer;
- (v) to promote peer and family participation in the game of soccer.

Section 2. To affect the foregoing purposes of this Corporation, the Corporation shall have such powers as are conferred upon non-profit Corporations by the Maine Non-Profit Corporations Act, provided that:

a. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No member, Director, officer

of the Corporation or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

b. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

c. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or as they may hereafter be amended.

d. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV

Membership

Section 1. Eligibility. Any Persons, including players, coaches, managers, administrators, or officials, who have completed and submitted approved registration documents and fees, and any parent(s) or guardian(s) of any player member, shall become members of the Corporation. The duties and privileges of such membership may be exercised by such member in person or by a duly authorized representative, provided, however, that there shall not be more than one vote for each membership

Section 2. Membership. Membership will be so recorded on the books of the Corporation maintained by the Secretary for that purpose.

Section 3. Duties and Privileges. Members in good standing are entitled to all the benefits and privileges associated with their membership. Each member in good standing shall be entitled to one vote, which may be cast in person or by duly authorized proxy given to the Secretary not more than thirty (30) days prior to the date of such meeting. Only members in good standing are entitled to vote at meetings of the Corporation.

Section 4. Termination of Membership. Membership of any member shall terminate at the end of the fiscal year for which said member, or a child of said member, is registered, but shall be reinstated upon registration for the current fiscal year effective upon receipt of registration.

Section 5. Non-discrimination. Membership in the Corporation shall not be denied to any individual because of race, color, age, religion, national origin, ethnic identity, parental status, marital status, gender, or sexual orientation.

Article V

Meetings of the Corporation

Section 1. Annual Meeting. The annual meeting of the members shall be held in June of each year at a time and place determined by the Board of Directors or the President prior to the close of the fiscal year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, by the Board of Directors, or by petition in writing filed with the Secretary filed by not fewer than ten (10) members of the Corporation entitled to vote or by not less than ten percent (10%) of the total

membership entitled to vote, whichever is greater. At such special meetings no business shall be transacted which is not specified in the notice of the meeting.

Section 3. Voting. At any meeting of the Corporation, five (5) members or ten percent (10%) of the total membership as of the close of the last fiscal year, whichever is greater, shall constitute a quorum for the transaction of business. In the event no quorum is present, the members represented shall have the power to adjourn from time to time until such quorum appears. Each member shall have one vote.

Section 4. Notice. Not fewer than ten days prior to each meeting, notice shall be given by mail or by public announcement by means of one or more reasonably available print media, setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted.

Article VI

Board of Directors

Section 1. General Powers. The government of the Corporation and the management and control of its affairs shall be vested in a Board of Directors, which shall consist of at least seven (7), but no more than fifteen (15), persons as may be initially determined by the incorporators. The number of persons on the Board of Directors serving in the capacity of team coach within the Corporation shall not constitute a majority of the Board. Thereafter the number of directors may be increased or decreased, within the limits specified in this Section, at any special or annual meeting of the directors. The Board of Directors shall have and may exercise all the powers allowed to corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. Election. The Board of Directors for the following year shall be elected at the annual meeting of the Corporation by the members, and each director shall serve for the term of two (2) years or until his or her successor is elected and qualified; provided, however, that at the first annual meeting up to one-half (1/2) of the directors must serve for a term of one (1) year. Those directors serving for said one year shall be designated by the Board of Directors as a whole following the election. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Vacancies. In case of a vacancy, the remaining directors may elect a successor for the remainder of the vacant term.

Section 4. Removal. Any member of the Board of Directors may be removed with or without cause by a two-thirds (2/3) vote of the members of the Corporation or by a two-thirds (2/3) vote of the Board of Directors at any properly called annual or special meeting of the Board of Directors.

Section 5. Call and Notice. The Board of Directors shall meet on call by the President or on written request filed with the Secretary by four or more directors. The secretary shall give reasonable notice to each director of the time, place, and date for each meeting.

Section 6. Meetings. The Board of Directors shall meet at least ten (10) times per year. The annual meeting of directors shall be held at the same place and date as the annual meeting of members.

Section 7. Quorum and Voting. Five (5) members of the Board of Directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the same may be held as adjourned without further notice. Unless otherwise specified in these Bylaws, majority vote will prevail on all matters to be voted on by the current directors or their proxies.

Section 8. Unanimous Action by the Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors, may be taken without a meeting if all of the directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

Article VII

Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. All officers shall be directors and shall be elected by the members of the Corporation at a properly called annual meeting or special meeting. Each officer shall serve until a successor is elected and qualified. The Board may from time to time appoint such other officers as it deems necessary.

a. The President shall be the Chief Executive Officer for the Corporation. The President shall preside at all meetings of the members of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Corporation. The President shall do and perform such other duties from time to time as may be assigned by the Board of Directors. The President shall have the power to appoint all committees and shall be responsible for their actions. In the absence or inability of the President to perform any of the duties of the office, the Vice-President, or in the Vice-President's absence or inability, the Secretary, may exercise all of the powers of the President by order of the Board.

b. The Vice President shall work with and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in place of and for the President in the event of the latter's absence.

c. The Secretary shall record all the votes and proceedings of the Board in books kept for the purpose. In the absence of the Secretary at any meeting of the Board, the records thereof shall be kept by such person as shall be appointed for that purpose at the meeting. The Secretary shall also keep the records of the members' meetings and shall perform such other duties as are incident to the office or that of a Clerk as required by the laws of Maine. The Secretary shall conduct all necessary correspondence and shall keep a record of the names and addresses of all members, all volunteer coaches and others regularly assisting with any team offered by the Corporation. The secretary shall notify the members of all committees of their appointment, together with a description of the project they are to undertake. The Secretary shall also act in place of and for the President in the event that by reason of absence or inability both the President and the Vice-President are unable to perform their duties.

d. The Treasurer shall keep correct and suitable books of account and shall keep a record of the members, showing names and places of residence. The Treasurer shall have the custody of all title deeds, papers, securities, bank statements, pass books, and other documents belonging to the Corporation. The Treasurer shall keep and account for all moneys, funds, and properties of the Corporation and shall collect all contributions and shall make a written report to the Board of Directors at each Board meeting and to the members at the annual meeting. The Treasurer shall deposit all money of the Corporation in its name in a bank or place of deposit selected by the Board of Directors. The Treasurer and such other members of the Board of Directors as may be authorized by the Board of Directors from time to time shall sign all checks, drafts, notes, and orders for the payment of money, and shall pay out and dispose of the same under direction of the Board of Directors. The Board of Directors may require the Treasurer to give bond with sufficient securities for the faithful performance of these duties, in such amount as shall be fixed by the Board.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected by simple majority vote of the members in attendance of the Club at the annual general meeting. If the election of the officers shall not be held at such annual meeting, such election shall be held as soon thereafter as is conveniently possible. New offices may be created at the annual meeting of the Corporation and may be filled by a majority vote of the members of the Club at an annual general meeting or at a special general meeting of the Corporation called for that purpose.

Section 3. Vacancies. Any vacancy in any office because of death, resignation, disqualification or otherwise may be filled, except as otherwise provided by these Bylaws, by the election of a member of the Board of Directors by a majority vote of the Board of Directors for unexpired portion of the term.

Section 4. Removal. Any officer may be removed from office by an affirmative vote of a majority of the total Board of Directors. Removal of an officer shall also constitute removal of that person as a member of the Board of Directors.

Article VIII

Committees

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee consisting of the officers and one additional director. The Executive Committee may act for the Board of Directors during the period between Board of Directors during the period between Board meetings and may exercise all powers of the Board except any which have been expressly reserved by Board resolution. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date, and place for each meeting.

Section 2. Committees. The Board of Directors may from time to time, and for terms as they may see fit, appoint such other committees as deemed necessary to implement the purposes of the Corporation. The Board may authorize committees to exercise any powers of the Board.

Article IX

Financial Affairs

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July and end on the 30th day of June each year.

Section 2. Bank Accounts. The funds of the Corporation shall be deposited in one or more banks as designated by the Board of Directors. All documents to be executive by the Corporation, including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President and Secretary on behalf of the Corporation. All checks issued by the Corporation shall be executed either by the Treasurer or the President.

Article X

Protection of Officers and Directors

Section 1. Limitation of Liability. No director shall be liable to the Corporation except for his own acts, neglects, and defaults in bad faith. No directors shall be liable out of his or her personal assets for any obligation or liability incurred by this Corporation or the directors. The Corporation alone shall be liable for the payment of satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Corporation.

Section 2. Indemnification. Each member of the Board of Directors and each officer of the Corporation may in the discretion of the other members of the Board of Directors be indemnified by the Corporation against all loss, costs, damage, expenses, and charges reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suit, or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors.

Article XI

Dissolution

In the event the Corporation shall ever be dissolved, none of its assets shall inure to the benefit of any officer, director, or member. Any corporation succeeding to title to property or interest in property of the Freeport Football Club shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Freeport Football Club insofar as this may be accomplished. Such corporation must qualify under the terms of Section 501(c)(3) of the Internal Revenue Code, as amended.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII

Amendments

Amendments to the Bylaws may be proposed and discussed at any regular or special meeting of the Corporation. A proposed amendment must receive at least a two-thirds (2/3) vote of the members or Board of Directors present at any regular or special meeting of the Corporation before becoming a part of the Bylaws.