

BYLAWS
OF
MARSHALL COUNTY SOCCER ASSOCIATION, INC.
 A Kentucky Nonstock, Nonprofit Corporation

ARTICLE I
PURPOSE

The purposes for which MARSHALL COUNTY SOCCER ASSOCIATION, INC., a Kentucky nonstock, nonprofit corporation ("Corporation"), is formed are set forth in Article II of the Articles of Incorporation as now stated and hereafter amended.

ARTICLE II
OFFICES

The Corporation's principal office shall be 318 Woodgrove Road, Benton, Marshall County, Commonwealth of Kentucky. The Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine or the business of the Corporation may require

ARTICLE III
AFFILIATION

The Corporation, upon approval of its Board of Directors, may affiliate with any other local, state or national organizations that share a common purpose with it.

ARTICLE IV
REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS

4.1 The registered office in Kentucky, and the registered agent at such office, upon whom any process, notice or demand required or permitted by law to be served upon the Corporation shall be served, shall be as stated in the Articles of Incorporation or as subsequently changed by resolution

of the Board of Directors and an amendment to the Articles of Incorporation.

4.2 The registered office may be, but need not be, the same as the Corporation's principal office in the commonwealth of Kentucky.

ARTICLE V POLICIES

5.1 The Corporation shall be noncommercial and nonpartisan.

5.2 The Corporation shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers, if any, as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.

5.3 The Corporation, in its name, or the name of any of its directors, officers, or members, in their corporate capacities, shall not be associated with any commercial or partisan interest or concern or any purpose contrary to the objectives or purposes of the Corporation.

5.4 The Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the purposes and objectives of the Corporation, but no individual shall legally bind the Corporation without proper authorization of the Board of Directors of the Corporation.

ARTICLE VI SEAL

The Corporation may acquire a corporate seal, which will be in such form as adopted by resolution of the board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the corporate seal is not required to validate any writing or document to which the Corporation is a signatory or party.

**ARTICLE VII
MEMBERSHIP**

The Corporation shall operate without members. The Board of Directors shall exercise all powers and duties customarily vested in members.

**ARTICLE VIII
DIRECTORS**

8.1 *Number, Term of Office, Qualifications.* The business and affairs of the Corporation shall be managed and administered by a Board of Directors comprised of twelve (12) directors. The number of directors may be amended from time to time as set out in the Articles of Corporation. Each director shall hold office until the next succeeding annual meeting of the soccer association or until a successor is elected and qualified, or until death, or until such director resigns or has been removed from office in the manner permitted by law.

The Board of Directors shall be elected annually at the membership meeting of the members of the Marshall County Soccer Association. The current Board of Directors will determine the individual members of the Marshall County Soccer Association that are eligible to vote for the election of directors. The members of the Marshall County Soccer Association are not members of the corporation which is operated by its Board of Directors as set out herein.

8.2 *Vacancies.* Whenever there is a vacancy on the Board of Directors by reason of death, resignation or increase in the number of directors or otherwise, it shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. The director(s) so appointed shall hold office until the next succeeding meeting of the association and until a successor shall have been elected and qualified.

8.3 *Removal of Directors.* At a meeting called expressly for that purpose, any director may be removed by an affirmative vote of 3/4 of the remaining directors.

8.4 *Quorum.* A majority of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law or set out herein, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

8.5 *Meetings.* The directors may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings may be called by the President on three day's notice to each director, either personally or by mail, or by telegram. Special meetings shall be called by the President in like manner and on like notice on the written request of any three directors. Notice of any special meeting need not be given to any director, if waived by him, before, at, or after such special meeting, in writing or by telegram, radiogram, wireless telegram or cable. Any meeting of the Board of Directors shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all of the members of the Board of Directors are present.

8.6 *Action Without Meeting.* Whenever any action by the directors at a meeting is required or permitted to be taken by law or the Articles of Incorporation or the Bylaws, such action may be taken without a meeting if a written consent, which sets forth the action so taken, is signed by all the directors. Such action shall have the same effect as a unanimous vote.

8.7. *Compensation.* Directors shall receive no pay for their services; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX OFFICERS

9.1 *Number, Term of Office.* The officers of the Corporation shall be elected each year by the Board of Directors and may, but need not, consist of a President, one (1) or more Vice-Presidents, Secretary and a Treasurer, each of whom shall hold office until a successor is elected and qualified or until death or until such other resigns or shall have been removed as herein provided. Any two of the designated offices may be held by the same individual. In the absence of the appointment of other officers, the Corporation shall operate with a President, Secretary and Treasurer.

9.2 *Annual Election, Qualification.* The Board of Directors, at its first meeting after the annual meeting of soccer association members, shall elect each year a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom must be at least eighteen (18) years of age; however, none of whom need be a director of the Board of Directors.

9.3 *The President.* The President shall be the chief executive officer of the Corporation and shall control the business, affairs and property of the Corporation, and shall have charge over its officers. The President shall preside at all meetings of the members of the Board of Directors at which he shall be present. The President may sign all certificates, contracts, obligations and other instruments of the Corporation and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these Bylaws or by the Board

of Directors. The officers of the Corporation shall be responsible to the President for the proper and faithful discharge of their duties, and shall make such other reports to the President as may from time to time be required. The President shall develop and plan organizational activities, administer the operations of the Corporation, represent the Corporation externally, serve as the presiding officer at membership meetings, as ex-officio member of all committees (except the nominating committee) and act as appointor of all committees, with the approval of the Board of Directors.

9.4 *The Vice President.* The Vice President(s) shall perform all duties incumbent upon the President during any absence or disability of the President, and perform such other duties as required by these Bylaws or as the Board of Directors may prescribe. A vacancy in the office of President shall be filled by the Vice President.

9.5 *The Secretary.* The Secretary shall:

- (a) Keep the minutes of the meetings of the association and the Board of Directors, and cause such minutes to be recorded in the books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the records of the Corporation and the Board of Directors;
- (d) See that all books, reports, statements, certificates and the other documents and records required by law to be kept or filed are properly kept or filed; and
- (e) In general, perform all duties and have all powers incident to the office of the Secretary and do and perform such other duties and may exercise such other powers as from time to time may be assigned to the Secretary by these Bylaws and by the President.

9.6. *The Treasurer.* The Treasurer shall:

(a) Have supervision over the funds, securities, receipts and disbursements of the Corporation;

(b) Cause to be kept correct books of account of all the business and transactions of the Corporation.

(c) Render to the Board of Directors and the President, whenever requested, an account of the financial condition of the Corporation and of any financial transactions entered into as Treasurer; and

(d) In general, perform all duties and have all powers incident to the office of the Treasurer and do and perform such other duties and may exercise such other powers as from time to time may be assigned to the Treasurer by these Bylaws, by the Board of Directors, and by the President.

9.7. *Removal of Officers.* Any officer or agent may be removed with or without cause by the vote of a majority of the Board of Directors whenever in the Board's judgment the best interest of the Corporation will be served by such removal.

ARTICLE X COMMITTEES

10.1 *Executive Committee.* The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer and one at large member of the Board of Directors. The Executive Committee may act on behalf of the Corporation in any matter where the Board of Directors either authorize or ratify its action at each regular or special meeting called for that purpose.

10.2 *Other Committees.* The Board of Directors may at any time appoint standing committees to consist of as many members as it deems advisable. The members of the Committee shall hold office until the appointment of their successors.

10.3 *Committee Quorum* A majority of any committee of the Corporation shall constitute a quorum for the transaction of business.

10.4 *Committee Vacancies.* The Board of Directors shall have the power to fill vacancies in the committees.

ARTICLE XI RESIGNATIONS

Directors, Officers, Committee Members. Any director, officer or committee member may resign his office at any time, such resignation to be made in writing and to take effect from time of its acceptance by the Corporation. The acceptance of a resignation shall be required to make it effective.

ARTICLE XII BOOKS AND RECORDS

12.1 *Books and Records.* The Corporation shall keep correct and complete books and records of account and minutes of the meetings of the Board of Directors.

12.2 *Membership List.* The Corporation shall keep at its registered office or principal place of business a record of the members of the Marshall County Soccer Association.

ARTICLE XIII FISCAL YEAR

Fiscal Year. The fiscal year shall begin on the 1st day of January of each year.

**ARTICLE XIV
LOANS TO DIRECTORS OR OFFICERS**

Prohibition of Loans. In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the Corporation shall not lend money to or use its credit to assist its directors or officers.

**ARTICLE XV
PROTECTION FROM LIABILITY**

Indemnification. The Corporation agrees to indemnify any director or officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

**ARTICLE XVI
CONFLICT OF INTEREST**

Conflict of Interest. No director may vote or participate in the discussion of any transaction with the corporation that will result in a pecuniary profit for that director pursuant to KRS 271B.8-310. The director shall disclose any pecuniary interest in any transaction, refrain from taking part in any discussion of the transaction and shall not vote on the transaction.

**ARTICLE XVII
NON-DISCRIMINATION**

Non-Discrimination. The Corporation shall not discriminate against any participant, coach, member of the Board of Directors or anyone transacting business with the Corporation for reasons of disability, race, religion, gender or age.

**ARTICLE XVIII
AMENDMENT**

Amending Bylaws. These Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, at any meeting of the Board of Directors. Any amendment must be adopted by a minimum of 2/3 of the members of the Board of Directors. In the event of any such amendment, the Board of Directors shall receive notice of the proposed amendment a minimum of ten (10) days prior to the meeting in which it is to be considered.

These Bylaws approved and accepted this ____ day of _____, 20 __, by the Initial Board of Directors of the Corporation.

SECRETARY

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