

**BYLAWS  
OF THE  
PORT WASHINGTON SOCCER CLUB, INC.**

**(As Revised and Amended, Effective January 17, 2023)**

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BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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**Table of Contents**

**ARTICLE I - OFFICES..... 3**

**ARTICLE II - PURPOSES..... 3**

**ARTICLE III - CLUB PARTICIPANTS..... 3**

**ARTICLE IV - BOARD MEMBERS..... 6**

**ARTICLE V - BUSINESS OF THE CLUB..... 9**

**ARTICLE VI - CHANGING THE BYLAWS .....15**

**ARTICLE VII - INDEMNIFICATION.....15**

**ARTICLE VIII - DEFINITIONS .....16**

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BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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## **Article I                    CORPORATION; OFFICES**

- A. The Corporation is a Domestic Not-For-Profit Corporation formed on May 1, 1984 in the State of New York.
- B. The principal office of the Corporation shall be in the State of New York, County of Nassau.
- C. The Corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require.

## **Article II                    PURPOSES**

The purposes for which this Corporation has been organized are as follows:

- A. To foster, promote and encourage sports, sportsmanship, physical contests athletic leagues and athletic institutions, particularly at the juvenile level, as a means of building character as well as physical health and well-being among the younger generation in order to fit them more adequately for their future role in society.
- B. To provide for the enjoyment and entertainment of its Members by encouraging and promoting the sport of soccer, and to promote friendship, sportsmanship, sociability and physical recreation among its Members.
- C. To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its Members, directors or officers, except as permitted by law under Article 5 of the Not-For-Profit Corporation Law.

## **Article III                    CLUB PARTICIPANTS**

### **A. PARTICIPATION**

There will be three different classes of participation in the Club.

- 1. Players. Any person who participates as a player in a Program or Team operated by the Corporation ("**Players**").
- 2. Members. Shall be Officers and Directors of the Corporation, Team Managers and assistant Managers (collectively, the "**Members**"). Each Officer and Director is entitled to one vote at general meetings. One Manager per travel Team are also entitled to one vote at general meetings. Where an individual holds more than one role that individual may cast only one vote but his or her assistant Manager may cast the vote of the corresponding age group or travel Team.

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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3. Advisors. Parents of players and other interested parties which include trainers, training organizations and other third-party contractors to the Corporation (“**Advisors**”). Advisors may attend general meetings and may speak if acknowledged by the President. Advisors may be appointed by the President or Board to serve on committees and may have one vote within that committee.

### B. MEETINGS OF THE MEMBERSHIP

1. Regular meetings of the membership will take place every month on a date to be determined by the President.
2. The annual membership meeting will take place in January of each year at the regularly scheduled monthly meeting date. This meeting will provide for elections of Board Members. Nominations will be held the previous December at the regularly scheduled monthly meeting date.
3. To the extent practicable, meetings may be conducted via teleconference, videoconference or other means that are deemed acceptable to the President and the majority of the Board.
4. Voting at regular meetings shall be by all Members in attendance, save that each Member shall have one vote. Other Members not attending may not leave proxies. Membership voting may also be conducted pursuant to electronic means, as approved by the Board.
5. Any Team that is not represented at two consecutive meetings by a Member or Advisor may be required by the Executive Committee to forfeit its Manager’s League pass for one game. Lack of representation at subsequent meetings will be subject to further discipline, as set forth in the Rules.
6. If a Team is not represented by its Manager or Advisor at least once every third meeting, the Manager may be suspended by the Executive Committee from coaching or managing such Team.

### C. SPECIAL MEETINGS

1. Special meetings may be called at any time by the President, by written request of a majority of the Board or a majority of the Managers. The Secretary shall notify all Members in writing at least three (3) days but not more than twenty-one (21) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.
2. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### D. QUORUM PROCEDURE

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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1. The presence at a regular or special meeting of not less than twelve (12) Members eligible to vote shall constitute a quorum and shall be necessary to conduct the business of the Corporation. However, a lesser number may adjourn the meeting for a period of not more than 3 weeks from the date scheduled by the Bylaws and the Secretary shall notify all Members not present at the meeting originally called of the rescheduled date. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

### E. VOTING ELIGIBILITY

1. The Board will fix a date for the purpose of determining voting eligibility. The Secretary will prepare a roll of eligible Members and present it at the next regular meeting where affected individuals or groups may express consent or dissent. This roll may be amended at any time as Members may join or leave the Club, and the roll may be called at the pleasure of the presiding Officer at any general meeting.

### F. FINANCIAL SUMMARY AND BUDGET

1. The fiscal year of the Corporation shall begin on July 1 of each year and end on the following June 30.
2. An annual financial summary and budget must be submitted to the membership by the Board each May, and be made the seventh order of business at the regular May meeting. The financial summary will include expenditures and income for the past year. The budget will forecast expenditures and income for the coming year. The Board will have responsibility and authority for establishing and implementing each budget. It shall, however, seek recommendations from the general membership at this May meeting.
3. On the basis of the financial requirements for operation of the Club, the Board or applicable committees of the Board (e.g., travel committee, intramurals committee) shall make determinations on expenditures, income (including dues and fundraising) and other financial considerations according to its best judgment.

## Article IV. BOARD MEMBERS

### A. DEFINITION OF BOARD MEMBERS

1. The business of the Club shall be conducted by a Board comprised of (i) up to nine officers, and may include the following roles (or such other roles or titles as determined by the Board): President, Executive Vice President, Vice President of Intramurals, Vice President of Travel, Secretary, Treasurer and Registrar (collectively, the “**Officers**”) and (ii) up to nine non-Officer directors (collectively, the “**Directors**”).

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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2. Each Board Member shall be at least nineteen years of age and shall have been a Member of the Club for at least one year prior to his/her election to the Board. In addition, the President shall have served a minimum of 1 year on the Board as a prerequisite to his/her election to the Presidency.

### B. ELECTION AND TERM OF BOARD MEMBERS

1. Officers and Directors shall each be elected for two-year terms. All Officers shall be elected at the annual meeting in January of each odd-numbered year (e.g., 2023, 2025, 2027). All Directors shall be elected at the annual meeting in January of each even-numbered year (e.g., 2024, 2026, 2028).
2. If a position on the Board becomes vacant due to resignation, removal or incapacitation of a Board Member, the President may make an interim appointee at his/her discretion at any time after such vacancy, which may include the appointment of a Director to an Officer position, which would then result in a vacant Director's position (which position may also be filled in accordance with this Section. If the President does not make an interim appointment within 20 days of the vacancy, the Board may, in its discretion, leave the position vacant until the next general elections, or conduct open nominations at a subsequent meeting, followed by a vote of the membership on the new Board Member at the meeting following the nominations.
3. On the resignation of the President, the Executive Vice President shall take on all the duties and responsibilities of the President on a temporary basis until such time as an election can be held by the Board, and the interim President shall serve until the next general meeting.

### C. ATTENDANCE

7. Any Board Member who fails to attend three consecutive Board Meetings may be required by the Executive Committee to relinquish his/her office.

### D. QUORUM OF BOARD MEMBERS

1. Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.
2. When a time-sensitive action is required in between a standing monthly Board meeting, actions can be taken without a meeting using electronic mail by way of "Electronic Notice", and be binding on the Board if a majority if the Board agrees to a particular action(s) within the time specified in the Electronic Notice, which will be no less than 24 hours from the Electronic Notice. Any Electronic Notice will be deemed to constitute a quorum as provided in the Certificate of Incorporation. Electronic Notice will consist of at least the acting President and one other Board Member joining or seconding to provide email notice to the

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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remaining Board Members of (1) the meeting agenda, (2) what is to be acted upon, and (3) the deadline for such response.

### E. ACTION OF THE BOARD

1. Unless otherwise required by law, the vote of a majority of the Board Members present at the time of the vote, if a quorum be present at such time, shall be the act of the Board. Each Board Member shall have one vote except that the presiding Officer shall only vote to break a tie.
2. Unless otherwise required by law, any action required or permitted to be taken by the Board may be taken without a meeting if the Board is notified in writing or electronically (via email) pursuant to the process defined in Section (D)(2) above, about the action being considered and the timeframe to respond, the vote of a majority of the Board Members who respond in the timeframe allotted for the vote, if a quorum responds within such time, shall be the act of the Board.
3. Any action required or permitted to be taken by the Board may be taken without a meeting if 75% or more of the Board Members consent in writing or by e-mail to the adoption of a resolution adopting authorizing the action. Such written consents will be filed with the minutes of the proceedings of the Board.

### F. PLACE AND TIME OF BOARD MEETING

1. The Board shall hold monthly meetings at the office of the Corporation or at such other places, either within or without the State of New York as it may from time to time determine, or, to the extent practicable, meetings may be conducted via teleconference, videoconference or other means that are deemed acceptable to the President and the majority of the Board. The Board will prepare agendas for the next regular meeting, which will be distributed to the membership at least 24 hours prior to that meeting. Upon request to an approval of the President, a Board Member may participate in a meeting of the Board by telephone conference or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### G. NOTICE OF MEETINGS OF THE BOARD

1. Meetings of the Board shall be held upon notice to the Board Members and may be called by the President on at least 3 days' notice to each Board Member, either verbally or by mail or by electronic methods; special meetings shall be called by the President or in a like manner by the written request of two Board Members.

### H. CHAIRMAN

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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1. At all meetings of the Board, the President, or in his/her absence, the Executive Vice President, shall preside. In the absence of both and the presence of a quorum, the Board shall choose a chairman pro-tempore.

### I. BOARD MEMBER OBLIGATIONS

1. The Board Members, individually and as a Board, shall have a fiduciary relationship with the Club and shall be held to the highest standards with regard to the operation of the Club, having a duty of loyalty and care, and at all times acting in the best interest of the Club, furthering the Club's stated mission.
  - a. Board Members shall be required to abide by the Club's Code of Conduct Policy, Conflict of Interest Policy, By-Laws and Rules.
  - b. For any willful or repeated actions contrary to the of the By-Laws and Rules, Club's Code of Conduct Policy and Conflict of Interest Policy, by a Officer or Director could result in removal from office of such Officer or Director by a super-majority vote of at least 75% of the non-conflicted Board Members.

### J. CONFLICTS OF INTEREST POLICY

1. As Board Members, each Officer and Director may not engage in Club activities if such activity would create or appear to create a conflict of interest with the Club. Such activities will include, but not be limited to, engaging in activities that would result in personal financial gain or participate in a grievance or an appeal hearing if considered on any basis by a reasonable individual to have a bias for or against a party to a grievance or an appeal.
2. Each Officer and Director will promptly disclose to the Board all and any relationships that such Officer or Director has with organizations that the Club does business with or may be reasonably expected to do so in the future.
3. Each Officer and Director will promptly disclose to the Board all and any relationships that such Officer or Director has with organizations that the Club does business with or may be reasonably expected to do so in the future.
4. If a matter comes before the Board, where an Officer or a Director has a conflict of interest, then such Officer or Director shall inform the Board of such conflict and shall not participate in any deliberations or voting on such matter.
5. Whereas a question may arise as whether an individual is conflicted, then, at the request by a Board Member, the Board may, by super majority vote of at least 66.66% of the Board, bar such individual from participating in any deliberations, or voting on any matters where the individual is deemed conflicted.

### K. DETERMINATIONS OF QUORUM AND REQUIRED BOARD APPROVALS

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**BYLAWS OF THE PORT WASHINGTON SOCCER CLUB**

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1. Any determination hereunder requiring a quorum of or the approval or vote of the Board shall be determined based on the then-existing number of Board Members, disregarding any empty Board seats for such purposes.

**Article V. BUSINESS OF THE CLUB**

- A. Duties of the Board shall be to conduct the business of the Club. They shall include but not be limited to the following:

1. The Board shall be empowered to make commitments on behalf of the Club not in excess of 2% of the total budget for any item(s) not in the approved budget without prior consultation with the general membership (which consultation may be done at a general meeting); provided, that such restriction shall not apply to expenditures for which specific fundraising efforts have been implemented with respect to such expenditures (e.g., scholarship funds, equipment funds).
2. The Board shall be empowered to form a Grievance Committee to adjudicate complaints or grievances against any player, Member or Advisor for violation of Club's Bylaws and/or Rules or for conduct detrimental to the Club.
  - a. The Grievance Committee will consist of a non-voting chairman and three voting members. The President will serve as the chairman and the three members will be appointed by the Board via majority vote, for an annual term commencing in January. The Board will also appoint an alternate member to serve in the event that any of the Grievance Committee members are conflicted. Grievance Committee members will not be current Members of the Club or Board Members. In cases where the President is a party to the complaint or grievance, the Executive Vice President will serve as chairman of the Grievance Committee and oversee the grievance process.
  - b. Any Member, Advisor or Player may bring a complaint or grievance to the attention of the Club. The complaint or grievance shall be in written form and presented to the President. If the President is a party to the complaint or grievance, it shall instead be presented to the Executive Vice President. If requested by the complainant for reasons of confidentiality, the complaint or grievance may be distributed in a version that protects such confidential information until such time the decision is made to hold a Grievance Committee hearing.
  - c. The President will confer with one or more Officers or Board Members of the Club on whether or not to hold a Grievance Committee hearing. If the decision is not to hold a Grievance Committee hearing, then the complainant has the right to request that such decision be ratified by a supermajority vote of at least 66.66% of the Board Members, excluding (for the purpose of such determination) any Board Members who are

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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party to the complaint or grievance. In this case, the original complaint or grievance must be distributed to all eligible voting Board Members for review at least one week prior to a vote being held. In absence of a 66.66% ratification vote by the eligible Board Members, the grievance shall be heard. A hearing is mandatory in case of sanctions. The President will voluntarily recuse himself or herself from the grievance process if he or she feels conflicted (see Section (2)(h) below) and the Executive Vice President will assume responsibility for the proceeding.

- d. The “accused” shall be advised of the complaint or grievance in writing, be given a copy of the grievance that was filed, and be given a fair opportunity to respond. The complaint or grievance must describe in full detail the reason for the complaint or grievance and include all information to allow for a fair and just decision. The accused will be notified at least two weeks prior to a hearing. At that time, the Grievance Committee chairman will provide all parties to the complaint or grievance and the Officers with a summary of the complaint or grievance to be heard. The hearing will take place within four weeks of the filing and a decision will be rendered within one week of the hearing. The Grievance Committee will send its decision in writing to the accused, complainant and the Officers.
- e. The Grievance Committee will render its decision on the basis of the information and testimony provided and from any other source the Grievance Committee deems appropriate. The decision of the Grievance Committee will have at least the following sections: the findings of fact, the rationale for the decision and recommended disciplinary action if necessary. The disciplinary action recommended by the Grievance Committee can include suspension of any Player, Member or Advisor from participation in Club activities and withdrawal of a Manager’s or Player’s League pass. Unless the decision is appealed (see Section (2)(f) below), the Board is required to implement the recommendations of the Grievance Committee.
- f. Decisions of the Grievance Committee shall be final. However, any determination of the Grievance Committee may be appealed to the Board. To be a valid appeal, a written appeal has to be received by the Board within ten days of receipt of the decision and include, in detail, the basis of the appeal and why the appellant believes the decision or recommended disciplinary action was erroneous. The Board Members will consider or hear the appeal within two weeks of the receipt of the appeal and render its decision at the end of such consideration or hearing. A supermajority vote of at least 66.66% of the Board, excluding (for the purpose of such determination) any Board Members who are party to the complaint or grievance, is required to reverse a Grievance Committee decision. This decision will be final.



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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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approved by the DOC and Managers of both Teams involved, with notice of said transfer being given to the Vice President of Travel. If the Managers involved cannot agree on the proposed transfer, then an appeal can be made to the Vice President of Travel.

B. Generally, duties of the Board Members shall include but not be limited to the following (and such duties and roles may be revised with the consent of the majority of the Board):

1. President.

- a. The President shall be the chief executive officer of the Corporation; except as provided in Article V, Section (B)(2)(a). He/She shall preside at all meetings of the membership and of the Board; he/she shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Club are carried into effect.
- b. The President shall appoint individuals or committees as he/she sees fit or as the membership recommends.
- c. The President shall co-sign and/or approve all checks and may execute contracts on behalf of the Club. Except in the case where an invoice and subsequent check payment is required to execute a document pertaining to compliance (such as trainer payment and 1099 reporting), a signature by either the President or Treasurer will be sufficient with accompanying email approval from the non-signing officer.
- d. The President shall be responsible for seeing that the Club is properly represented where its best interests are concerned.
- e. The President shall be ex-officio a member of all committees.
- f. He/She shall appoint a standing Rules and Bylaws committee to bring resolutions and recommendations for changes to Rules and Bylaws and interpretations before the Board. Requests for advice and interpretation must be submitted in writing and returned to the requesting party in writing. Requests for changes to Rules and Bylaws changes must be returned verbatim in written form to the general membership with the recommendations of the Rules committee and/or Board appended.

2. Vice Presidents.

- a. During the absence or disability of the President, the Executive Vice President shall have all the powers and functions of the President except the powers outlined in Article V, Section (B)(1)(b) above. Additional Vice Presidents shall perform such duties as the President shall prescribe.

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BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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3. Treasurer.

- a. The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit (or cause to be deposited) said funds in the name of the Corporation in such bank or trust company as the Board may direct; he/she shall when duly authorized by the Board, sign and execute contracts in the name of the Corporation, when countersigned by the President; he/she shall also sign all checks, drafts, notes and orders for the payment of money, which have been duly authorized by the Board and countersigned by the President; at the office of the Corporation during ordinary business hours of the Club he/she shall at all reasonable times exhibit his/her books and accounts to any Director or Member of the Corporation upon written application. The Treasurer may establish electronic methods of remitting payment (through online banking or other methods) with the approval of the Board. Except in the case where an invoice and subsequent check payment is required to execute a document pertaining to compliance (such as trainer payment and 1099 reporting), a signature by either the President or Treasurer will be sufficient with accompanying email approval from the non-signing officer.
- b. The Treasurer shall prepare a monthly report in writing which shall be read or distributed to the membership at the regular monthly meeting, and made a part of the Club's records detailing current balances in deposit accounts, and other information deemed relevant by the Treasurer.
- c. The Treasurer shall prepare financial summaries and government filings for the past year and budget forecasts for the subsequent year at the May meeting.

4. Secretary.

- a. The Secretary shall keep the minutes of the meetings of the Board and also the minutes of the meetings of the general membership.
- b. The Secretary shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board. He/She shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board shall direct; he/she shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his/her office.
- c. The Secretary shall keep the membership roll containing the names, alphabetically arranged, of all persons who are Members of the Club, showing their places of residence and their date of admission to membership.

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## BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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- d. At monthly general meetings, the Secretary shall indicate to the membership all relevant correspondence and read any or all correspondence on request. The Secretary will maintain public chronological records of: 1) Minutes of general membership meetings and special membership meetings; 2) Minutes of Board meetings and special Board meetings.
5. Registrar.
- a. The Registrar may appoint an assistant Registrar, with the permission of the Board (which assistant Registrar will not be a voting position), to assist with the procurement of player and staff passes from the Leagues.
  - b. The Registrar shall be responsible for maintaining all player records.
  - c. The Registrar shall determine age groups in which Players shall participate.
  - d. The Registrar shall coordinate Player registration for Programs.
  - e. The Registrar shall coordinate scholarships for Players.
  - f. The Registrar shall inform the Treasurer of the number of Players in each Program and age group who have been authorized scholarships for registration.
  - g. The Registrar shall ensure that all Players are legal and of proper age before Players or Teams are allowed to participate in any League or intramural game.
6. Multiple Offices.
- a. No Officer may hold more than one office.
7. Directors.
- a. Directors will serve on the Board and participate in the deliberations of the Board.
8. Sureties and Bonds.
- a. In the event that the Board so requires, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to the Corporation, and including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his/her

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BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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hands.

- b. The cost of the Bond shall be the Corporation's expense.
- c. Upon recommendation of the Registrar or the Vice President of Travel, the Board may require a travel Team to post a security deposit which will cover the cost of potential forfeited game fees for the season during which the Team proposes to play.
- d. Any fines or fees levied against a Team or Manager or Advisor of that Team by a League shall be the responsibility of that Team.

9. Assistants.

- a. The President with input from the Executive Committee may appoint and/or approve an Assistant from among the Directors to serve in either the absence of or to assist in the management of a particular area of responsibility, Intramurals, Travel, Competition, Treasurer, Secretary and Registrar.

10. Disciplinary Authority of the Board.

- a. Notwithstanding anything to the contrary set forth herein, acting on its own, or on the recommendations of a committee or the Grievance Committee, the Board has the authority to bar completely, suspend, or otherwise discipline, any Player, Manager, DOC, trainer, Advisor, Player parent, Board Member, committee member or Team affiliated with or representing the Club for behavior or conduct which violates rules, resolutions, regulations and/or policies or procedures established by the Board or which is otherwise reasonably determined to be unacceptable by the Board.

**Article VI. CHANGING THE BYLAWS**

- A. The Club's Bylaws may be adopted, amended or repealed by a majority vote of the Members at a general meeting. The proposed changes to the Bylaws must be submitted in writing (to the Rules and Bylaws Committee per Article V, Section (B)(1)(f) at least 30 days prior to the such general meeting.
- B. Emergency changes in the bylaws may only be made by a majority vote of the Members at a special meeting called expressly for this purpose. The procedure for calling such a meeting is detailed in Article III, Section (C)(1).
- C. Meetings of the Membership shall be conducted under Robert's Rules of Order, except that any provisions of these Bylaws shall take precedence over any provisions of Robert's Rules.

## Article VII. INDEMNIFICATION

- A. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or Officer of the Corporation (and, to the extent provided in a resolution of the Board or by contract, may indemnify any volunteer, employee or agent of the Corporation) (collectively, the “**Indemnified Parties**”) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that the person is or was a Director, Officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent for another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorney’s fees (which expenses shall be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Party in connection with any such threatened, pending or completed action, suit or proceeding, if the Indemnified Party acted (or refrained from acting) in good faith and in a manner the Indemnified Party reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the Indemnified Party had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the above, such indemnity does not extend to any Indemnified Parties to the extent any such Indemnified Party’s claim for indemnification is based on matters outside the scope of such Indemnified Party’s capacity and/or duties on behalf of the Corporation, or if to the extent any such claim was the result of gross negligence or willful misconduct on the part of such Indemnified Party, as determined by a court of competent jurisdiction in a final, non-appealable judgment. In furtherance of the foregoing, the President is hereby authorized to acknowledge the foregoing indemnifications in writing to the extent such acknowledgement is required for a Director or Officer to serve (or continue to serve) in such capacity on the Board.
- B. Rights to Continue. This indemnification will continue as to an Indemnified Party who has ceased to be a Director or Officer of the Corporation. This indemnification may continue as to an Indemnified Party who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board or in any contract between the Corporation and such Indemnified Party. Any indemnification of an Indemnified Party who was entitled to indemnification after such Indemnified Party ceased to be a Director, Officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that Indemnified Party.
- C. Repeal or Modification. Any repeal or modification of this Article VII shall not adversely affect any rights to indemnification and advancement of expenses of a Director or Officer of the Corporation existing pursuant to this Article VII with respect to any acts or omissions occurring prior to such repeal or modification.

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BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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D. Insurance. The Corporation shall have the right to purchase “directors and officers” liability insurance for the benefit of its Directors and Officers.

## **Article VIII. DEFINITIONS**

As used herein, the following terms have the meanings specified below:

“**Board**” means the board of directors of the Corporation, or any committee or sub-committee thereof.

“**Board Members**” shall mean, collectively, the Officers and the Directors.

“**Club**” means the Port Washington Soccer Club.

“**Corporation**” means Port Washington Soccer Club, Inc.

“**DOC**” means the Director of Coaching of the Club.

“**Executive Committee**” shall consist of the President, Executive Vice President, Vice President of Intramurals, Vice President of Travel, the DOC, and such other Officers approved by the President.

“**League**” means the Long Island Junior Soccer League, the New York Club Soccer League, the EDP Soccer League or any other league or competition in which the Club or a Team participates.

“**Manager**” means the head manager for a Team, as appointed by the DOC, the Board or the Vice President of Travel, as applicable.

“**Program**” means a soccer program organized and/or operated by the Club, including any intramural soccer programs, soccer camps, soccer clinics, travel team programs, tournaments or other organized soccer-related activities.

“**Rules**” means the Rules of the Port Washington Soccer Club, as adopted from time to time by the Board.

“**Team**” means a recreational or travel-style soccer team or other team organized and/or operated by the Club, in each case, that participates in a league format against teams from other clubs or towns.

“**written**” shall include written materials delivered by postal mail, overnight courier or electronic mail.

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BYLAWS OF THE PORT WASHINGTON SOCCER CLUB

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