

**BYLAWS
OF
GREECE COBRA SOCCER CLUB, INC**

ARTICLE I – OFFICES

The principal office of the Corporation (Greece Cobra Soccer Club, hereafter denoted as Club) shall be in the County of Monroe and State of New York. The Club 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 Club may require.

ARTICLE II – PURPOSES

SECTION 1: Purposes

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

Develop a closer relationship between coaches, parents, and players by involvement of all in its program and Club functions. This will promote the feeling of family that players, parents, and coaches get from working and playing together on a soccer team.

Develop those characteristics of honesty, fellowship, discipline, team play, and self-reliance, all of which are what this organization considers are the essentials of good sportsmanship.

Provide, administer and promote instruction in the game of soccer for players and coaches primarily from in the Town of Greece, New York and surrounding towns.

Provide, administer and promote training for Club coaches, assistant coaches, team volunteers, and Board members to give them the skills they need to achieve the goals established by the Club.

The organization's philosophy is to develop the youth in our area. Our coaching staff is eager to develop players to be skillful, but most importantly, this organization will strive to set an example to those players and parents to be caring and helpful citizens of our community.

Develop players who have outstanding soccer skills, understand the individual and team strategies and tactics used in playing soccer, and have a deep love of the game of soccer. Such players should be able to compete successfully in league, tournament, and high school play.

ARTICLE III – MEMBERSHIP

SECTION 1: QUALIFICATIONS FOR MEMBERSHIP

The membership of the Club will be made up of parents having one or more children playing in the Club and any coaches, assistant coaches, managers, or board members who are actively participating in the Club but do not have children playing in the Club.

SECTION 2: PLAYER ELIGIBILITY

Player eligibility is open to all youth, irrespective of race, nationality, color, religious affiliation, or non-affiliation. Player eligibility is limited to amateurs.

SECTION 3: MEMBERSHIP MEETING

The annual membership meeting of the Club shall be held on a date determined by the Board of Directors. The secretary shall cause to be sent by e-mail to every member in good standing at her/his address as it appears on the membership roll book of the Club a notice stating the time and place of the meeting. The Secretary will take minutes at the annual membership meeting and publish them to the members of the Club in a timely manner.

Regular membership meetings of the Club shall be held at the discretion of the Board of Directors at a time, date, and place to be determined by the Board of Directors.

SECTION 4: SPECIAL MEETINGS

Special meetings of the Club may be called by the Directors. The secretary shall cause a notice of such meeting to be e-mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom it was called.

SECTION 5: VOTING MEMBERS

Voting members include the head coach of each year round team. The head coach may at their discretion authorize an assistant coach or manager to cast a vote on their behalf. In the event that a coach serves as a head coach on more than one team, that coach must specify either an assistant coach or a manager from the additional team(s) to vote on behalf of that team.

SECTION 6: ORDER OF BUSINESS

The order of business at all meetings of members shall be as follows:

Roll call

Reading of the minutes of the preceding meeting

Reports of committees

Reports of officers

Old and unfinished business

New business

Good and welfare

Adjournments

SECTION 7: MEMBERSHIP DUES

The Board of Directors shall from time to time establish a fee to be paid by each participant as a precondition to participation. If a participant is unable to pay all or part of this fee, he/she can complete a Financial Aid Form requesting financial help and submit it to the Club treasurer. The Board will review the request and make the decision whether or not to grant the financial aid on an individual basis.

SECTION 8: MEMBERSHIP DISCIPLINARY ACTION

All members of the Club are subject to and shall abide by these bylaws and any rules put in place by the Club and its Board of Directors. The Board of Directors may discipline a member whose conduct is found to be detrimental to the best interests of the Club or to any purpose for which it has been formed. Members subject to discipline shall be entitled to a fair hearing upon proper notice and an opportunity to be heard and to present evidence before a discipline committee. The President of the Board of Directors shall designate a Director to serve as Chairman of the committee and preside over the hearing.

The committee shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that a proposed termination of membership not take place. The recommendations of the committee for discipline shall be presented to the Board of Directors for final determination. Discipline which may be imposed, but not limited to, termination of membership, removal from office, suspension, and probation.

ARTICLE IV – DIRECTORS

SECTION 1: MANAGEMENT OF THE CLUB

The Club shall be managed by the Board of Directors which shall consist of not less than three Directors. Each Director shall be at least nineteen years of age.

SECTION 2: ELECTION AND TERM OF DIRECTORS

The Board of Directors shall be elected by the Voting Members (Voting members are defined in Article 3 Section 5).

Every three years after the conclusion of tryouts, the current Board of Directors shall provide the Voting Members with a slate of candidates eligible for positions on the new Board of Directors.

Each Voting Member may cast a vote (yes or no) for each candidate on the list provided by the Board of Directors.

Each board candidate receiving a 'yes' vote by a majority of the voting members that cast a vote shall be elected to the Board of Directors. Each elected board member shall serve a three year term.

SECTION 3: INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased during the three year tenure of the board. A candidate for a newly created board position must be voted upon by the Voting Members. The candidate having received a 'yes' vote by a majority of the Voting Members

that vote either 'yes' or 'no' shall be elected to the Board of Directors. If elected the newly elected board member serves until the next election of the full board.

SECTION 4: DIRECTOR VACANCIES

If for any reason a vacancy on the board occurs, the board may put forth a new candidate. The new candidate must be approved by the Voting Members. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his/her predecessor.

SECTION 5: REMOVAL OF DIRECTORS

Any or all of the Directors may be removed without cause by a vote of the Voting Members. In order to remove a Director, 2/3 of the total number of Voting Members must vote to remove.

Any Director may be removed for cause by an Action of the Board of Directors. Cause in this case means any act of commission or omission which can injure, directly or indirectly, the Club's image and/or identity.

SECTION 6: RESIGNATIONS

A director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt hereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 7: QUORUM OF DIRECTORS

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.

SECTION 8: ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

SECTION 9: PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings at the office of the Club or at such other places either within or without the State, as it may from time to time determine. The board may also use on-line meeting platforms in place of face to face meetings.

SECTION 10: REGULAR ANNUAL MEETING

A meeting of the Board shall be held immediately following the election of a new Board of Directors. The primary purpose of the meeting is to elect the new Board officers for the tenure of the Board.

SECTION 11: NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the Board shall be held upon notice

to the Directors and may be called by the President upon three day's notice to each Director either personally or by mail or by wire or by e-mail. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior to thereto or at its commencement, the lack of notice to him.

SECTION 12: CHAIRMAN

At all meetings of the Board, the President, or in his absence, a chairman chosen by the Board shall preside.

SECTION 13: EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board.

The Board, by resolution adopted by a majority of the entire Board, may establish any other committees they feel would facilitate the operation of the Club. The membership of the committees would not be exclusively from the Board. One Director should be on each committee to serve as a liaison with the Board and provide leadership as required. Each such committee shall serve at the pleasure of the Board.

SECTION 14: NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 15: INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 16: INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in his or her capacity or arising out of the agent's status as officer, director, employee or agent of the corporation, whether or not the corporation would have the power to indemnify such person against liability under the Articles of Incorporation, these Bylaws or provisions of applicable law.

SECTION 17: SURETIES AND BONDS

In case the Board shall so require, any officer or agent of the Club shall execute to the Club 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 Club and including responsibility for

negligence and for the accounting for all property, funds, or securities of the Club which may come into his/her hands. The Club shall pay for the bond.

ARTICLE V – OFFICERS

SECTION 1: OFFICERS, ELECTION, TERM

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office through the tenure of the Board.

SECTION 2: REMOVAL, RESIGNATION, SALARY

The Board with or without cause may remove any officer elected or appointed by the Board. In the event of the death, resignation, or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person except the offices of President and Secretary. Directors shall serve without compensation. They shall be allowed, however, reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 3: PRESIDENT

The President shall be the chief executive officer of the Club; he/she shall preside at all meetings of the members and of the Board; he/she shall have the general management of the affairs of the Club and shall see that all orders and resolutions of the Board are carried into effect.

The President may sign a check and disperse funds of the Club up to a total of \$1000.00 per item or transaction without an action of the board.

SECTION 4: VICE-PRESIDENT

During the absence or disability of the President, the Vice-President, or if there are more than one, the Executive-President, shall have all the powers and functions of the President. Each Vice-President shall perform such duties, as the Board shall prescribe.

SECTION 5: TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the Club, and shall deposit said funds in the name of the Club in such bank or trust company as the Directors may elect; he/she shall, when duly authorized by the Board of Directors sign and execute all contracts in the name of the Club; he/she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by an action of the Board of Directors. Notwithstanding the preceding sentence, the Treasurer may sign a check and disperse funds in order to satisfy existing contracts previously approved by the Board and/or mandatory obligations required to participate in the leagues in which the club participates. In addition, the Treasurer may sign a check and disperse funds of the Club up to a total of \$1000.00 per item or transaction without board approval.

The Treasurer shall at all reasonable times exhibit his/her books and accounts to any Director or member of the Club upon application at the office of the Club during ordinary business hours. At the end of each corporate year, he/she shall have a review of the accounts of the Club made by a committee appointed by the President, and shall present such review in writing at the annual meeting of the members, at which time he/she shall also present a report setting forth in full the financial conditions of the Club.

SECTION 6: ASSISTANT-TREASURER

During the absence or disability of the Treasurer, the Assistant-Treasurer, or if there are more than one, the one so designated by the Secretary or by the Board, shall have the powers and functions of the Treasurer.

SECTION 7: SECRETARY

The Secretary shall keep the minutes of the Board of Directors' meetings and also the minutes of the Members' Meetings. He/she shall have the custody of the seal of the Club and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/she shall attend to the giving and serving of all notices of the Club and shall have charge of such books and papers as the Board of Directors may direct; He/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. He/she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Club, showing their places of residence, e-mail addresses, and times when they became members.

SECTION 8: ASSISTANT-SECRETARIES

During the absence or disability of the Secretary, the Assistant-Secretary, or if there are more than on, the one so designated by the Secretary or the Board, shall have all the powers and functions of the Secretary.

ARTICLE VI – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VII – AMENDMENTS

The bylaws may be adopted, amended, or repealed by the board of directors. Any change in the Bylaws must be approved by 2/3 of the entire Board.

If any bylaw regulating an impending election of Directors is adopted, amended, or repealed by the Board, there shall be set forth in a notice of the next meeting of the Voting Coaches for the election of Directors the bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE VIII - IRC 501(C)(3)

SECTION 1. DISTRIBUTION OF ASSETS

Upon the dissolution of this Club, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Club shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

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