

BY-LAWS
OF
FC YORK
(A Non-Profit Corporation)

ARTICLE I – NAME

SECTION I – This Corporation shall be named FC York.

ARTICLE II – PURPOSE

SECTION I – The purpose of the corporation is to provide the opportunity for participation by youths, under 19 years of age, in an organized competitive soccer program, to facilitate the development of advanced soccer skills; to foster, promote, and advance the concepts of competitive athletics including the quality of good sportsmanship; to develop, promote and regulate the activity of competitive soccer play for youths by organizing, encouraging and promoting local competition with an emphasis on state, national and international competitive opportunities.

SECTION II – The opportunity to participate in the purpose set out in Section I shall be by open tryouts giving no preference or regard to sex, religion, race, creed or geographic location.

ARTICLE III – LOCATION

SECTION I – The registered office of this corporation shall be FC York c/o Tim Holden, 9 John Randolph Drive, New Freedom, PA 17349, with a

mailing address of P.O. Box 201 Dallastown, Pennsylvania, 17313, or at such other place as the Board of Directors shall determine from time to time.

ARTICLE IV – MEETINGS

SECTION I – Regular meetings shall be scheduled in advance of each six (6) month period, notice thereof being given to all Directors and members.

SECTION II – The Board of Directors shall also meet at such time, place and intervals as the majority of the members of the Board of Directors shall direct and appoint.

SECTION III – Special meetings of the Board of Directors may be called by the President or Secretary on the direction of the majority of the voting Directors.

SECTION IV – Each Director shall be given at least five (5) days written or oral notice of a special meeting of the Board of Directors. The notice of a special meeting shall include a statement of the purpose for which the meeting is being called. The meeting shall be limited to such purpose. A person entitled to notice may waive the requirement thereof. Special Meetings may be held electronically or telephonically.

SECTION V – Emergency Meetings – Notice of an emergency meeting requires at least one (1) hour notice, if possible, and may be held electronically or telephonically.

ARTICLE V – OFFICERS

SECTION I – The officers of the corporation shall be the President, Boys Vice President, Girls Vice President, Secretary, Treasurer and immediate past president.

SECTION II – The officers of the corporation shall be elected by and from the Board of Directors of this corporation.

SECTION III – The initial officers of the corporation shall serve from their election until June 30, 2009. The officers of this corporation shall be elected annually at a meeting of the Board of Directors to be held in the month of June preceding the year in which such officer shall serve. Such officers shall serve a term from July 1 to June 30.

ARTICLE VI – DUTIES AND POWERS OF OFFICERS

SECTION I – The President shall be chief executive officer of this corporation. He/She shall preside at all meetings of the Directors. He/She shall have general and active management of the business of this corporation. He/She shall see that all orders and resolutions of the Board of Directors are carried out. He/She shall execute all bonds, mortgages, and all contracts of this corporation. He/She shall have general superintendence and direction of all other officers of this corporation and shall see that their duties are properly performed. He/She shall report to the Board of Directors from time to time on all matters within his knowledge that may affect this corporation. He/She shall be an ex-officio member of all committees, except as specifically herein provided. He/She shall have the authority to approve all contracts and purchases necessary for the

operation of FC York which require an expenditure of One Hundred Dollars (\$100.00) or less. No such contract shall be entered into on behalf of FC York by any officer, director, or member without first obtaining the approval of the President. The President shall appoint a field coordinator to establish and maintain fields. In the absence of the President, the order of assuming President's responsibilities shall be:

Boys Vice President

Girls Vice President

Immediate Past President

Secretary

Treasurer

SECTION II – The Boys Vice President shall be vested with the power as President when the President is unavailable and he/she qualifies. He/She shall have such other duties as may from time to time be determined by the Board of Directors with all necessary powers to effectuate his office. He/She shall have general and active management of all business as determined and see that all pertinent orders and resolutions affecting the Boys Vice President's duties are carried out. He/She shall report to the President.

SECTION III – The Girls Vice President shall be vested with the power as President when the President is unavailable and he/she qualifies and the Boys Vice President is unavailable. He/She shall have such other duties as may from time to time be determined by the Board of Directors with all necessary powers to effectuate his/her office. He/She shall have general and active management of all

business as determined and see that all pertinent orders and resolutions affecting the Girls Vice President's duties are carried out. He/She shall report to the President.

SECTION IV – The Secretary shall attend all meetings of the Board of Directors and shall act as clerk thereof, and shall record all votes and the minutes of all proceedings in a book to be kept for the purpose, and shall, when required, perform like service for all committees, shall send all notices required by these By-Laws to be sent, and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he/she shall be, and he/she shall be custodian of all the books and records of this corporation except as may be otherwise herein provided.

SECTION V – The Treasurer, under the Board of Directors shall have charge of the funds of this corporation and shall deposit the same in the name of this corporation in depositories designated by the Board of Directors. He/She shall pay all vouchers or orders properly attested by the President and shall make a complete and accurate report of the finances of this corporation at each meeting of the Board of Directors, or at any other time upon request of the Board of Directors. The Treasurer shall be bonded.

SECTION VI – Immediate Past President shall be an ex-officio member of all committees as the president unless removed for cause (in which case the preceding past President shall serve). The immediate past president shall, in the absence of any Vice President, be vested with the same powers. Otherwise he/she shall serve in an advisory capacity.

SECTION VII – All corporate officers and directors shall serve without pay or remuneration of any kind whatsoever but may be reimbursed for reasonable expenses incurred in their duties.

ARTICLE VII – DIRECTORS

SECTION I – The Board of Directors shall consist of two (2) members from each soccer team and may be referred to as team representatives. The coach of a team shall be one (1) of the representatives. The other representative shall be selected from the players' parents.

SECTION II – At least one (1) of the above representatives must attend regular meetings of the club.

ARTICLE VIII – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

SECTION I – The Board of Directors shall have sole authority to conduct the general management of the property and business of this corporation.

SECTION II – The Board of Directors shall have the following powers in addition to those elsewhere granted herein or by law:

- A. To authorize the purchase of the acquisition for the corporation of any property, right, or privilege which it is authorized to acquire, at such price or consideration and upon such terms as they deem expedient; to appoint, to remove, or to suspend subordinate agents or servants, to determine who shall be authorized on behalf of this corporation to sign bills, notices, receipts, acceptances, endorsements, checks, releases, and other instruments; to delegate any of the powers of the Board of Directors

to committees, officers, or agents, insofar as the same is permitted by law; and generally to do all such lawful acts and things by law, or by the Articles of Incorporation, or by these By-Laws directed or required to be done.

B. The Board of Directors shall have the sole and exclusive authority to approve contracts or purchases necessary for the operation of FC York which will require an expenditure of more than One Hundred Dollars (\$100.00) and no officer, director, or member shall enter into any such contract without first obtaining the approval of the Board of Directors.

C. The Board of Directors shall appoint a Registrar for the Club who will have authority to perform all necessary acts of that office.

SECTION III – Any action which the Board of Directors is empowered to take pursuant to the provisions of the By-Laws may be taken without requiring a meeting if the President obtains the oral or electronic approval of a majority of the members of the Board of Directors as constituted at the time that such action is taken. Any such action taken or done pursuant to this Section shall be reported to the Board of Directors at the next regularly scheduled meeting and incorporated in the minutes of said meeting.

SECTION IV – The Board of Directors shall establish a Code of Conduct for Players, Spectators, and Coaches and rules and regulations of the Club. The

Board of Directors may amend Codes of Conduct and the rules and regulations as they, in their sound discretion, may determine from time to time.

SECTION V – The President may act without the prior approval of the Board of Directors, but the President must seek and receive the ratification of the Board of Directors at the next meeting. In the absence of the ratification, the President shall be liable for such action.

ARTICLE IX – SELECTION AND ELECTION OF THE BOARD OF DIRECTORS

SECTION I – The initial Board of Directors of FC York shall be established by the team votes.

SECTION II – The initial Board of Directors shall serve from their election until June 30, 2009. All members selected to serve upon the Board of Directors shall be elected in June of the preceding year and serve for one (1) year being from July 1 to June 30. Each team shall elect a Director and the Coach shall be the other. (See Article VII, Section I).

SECTION III – In the event that a vacancy shall occur in the office of the Director during the elected term, such vacancy shall be filled by the new coach or the team as the case may be, who shall assume office at the next regularly scheduled meeting following his/her notification and shall serve for the unexpired balance of the term of the Director for whom he or she was selected to replace.

SECTION IV – Any Director who neglects to attend three (3) Board Meetings per fiscal year without good cause or whose public or private actions do not reflect the best interest of FC York, as determined by the Board, may be

dismissed from the Board of Directors by a two-thirds (2/3) vote of the entire Board of Directors.

SECTION V – The Alternate Director may attend a meeting in lieu of a Director.

SECTION VI – Each team must be represented by a Director at every regular monthly meeting and is responsible to disseminate pertinent information to the team he or she represents.

ARTICLE X – MEMBERS

SECTION I – Members shall be Players rostered to FC York. Each Player member shall be entitled to one (1) vote per player which may be exercised by one family member. The Board of Directors may confer membership on other persons from time to time as they deem appropriate.

SECTION II – Each member shall be accepted upon registration with the corporation and the payment of an annual Player fee which shall be due and payable prior to receipt of player passes.

SECTION III – Membership shall be limited to natural persons and shall not be transferable, assignable, or refundable.

SECTION IV – Members shall be entitled to attend all meetings of the Board and participate in the discussions which occur therein but not participate in any vote of the Board of Directors or in the voting process by which the officers of the corporation are selected.

SECTION V – A member may be expelled from FC York for nonpayment of the membership fee, violation of the rules of the Club, conduct which is

contrary to the expressed purpose of FC York, or any other reason which constitutes just cause for such expulsion. The Board of Directors shall send written notice to the member of its decision to expel such member. The Board of Directors shall provide the opportunity for an expelled member to request a review hearing before the Executive committee to request reinstatement provided that such expelled member shall serve written notice requesting such hearing upon the President within ten (10) days of the date of the receipt of notice of expulsion from the Board of Directors. The Executive Committee shall schedule a meeting at the next regular Board meeting following receipt of such notice. No party may have legal representation but may present supportive testimony or evidence. Thereafter, the Executive Committee decision shall be communicated without stating reasons, and shall be final and non-appealable.

In the event that a member is expelled pursuant to the provisions of the above paragraph, the membership fee shall not be refundable in whole or in part.

SECTION VI – The Board of Directors shall establish an Ethics Committee. Upon receipt by the Club of any written and signed complaint regarding a violation of the Code of Conduct or unethical conduct, the President shall notify the Chairperson of the Ethics Committee. The Ethics Committee shall investigate the complaint. The Ethics Committee may dismiss the complaint or, if it feels the complaint is substantiated and serious, report the complaint to the Board of Directors for appropriate action. Action shall be governed by rules established by the Board, from time to time, and may include expulsion.

SECTION VII - Any other dispute shall be determined by binding arbitration under the Pennsylvania Uniform Arbitration Act, 42 Pa.C.S.A. Section 7301 et seq.

ARTICLE XI – COMMITTEES

SECTION I –The Board of Directors shall approve or disapprove of any plan of fundraising activities. The Board of Directors may establish a fundraising committee comprised of a member from each team. The committee may investigate, analyze and recommend to the Board of Directors such activities which it believes shall be successful to raise funds for the Club. In bringing any plan to the Board of Directors, the committee shall designate team participation and what, if any, percentage or portion of proceeds will revert to individual teams.

SECTION II – There shall be a Coach Committee consisting of the VP of Boys, the VP of Girls, and the Director(s) of Coaching. In the absence of a Director(s) of Coaching a current FC York coach will be selected for the Coach Committee. The committee shall interview and review a prospective coach's qualifications and, after such interview, make a recommendation to the Board of Directors to accept or reject such coach for position in the Club. The coach committee shall also define the duties of the Director(s) of Coaching and effectuate the same.

SECTION III – The Executive Committee shall be comprised of the officers of the Corporation and the Director(s) of Coaching as an ex-officio member of the Club. The executive committee shall meet from time to time as the officers determine. Any action or recommendation, other than a review

hearing decision, shall be reported to the Board of Directors and must be ratified by the majority vote of such Board. If the Board fails to ratify, the action shall be invalidated and of no effect thereafter.

SECTION IV – The Board of Directors may, from time to time, establish other committees, either standing or ad hoc.

ARTICLE XII – ANNUAL MEETING

Within a reasonable time following the end of the fiscal year, the Board of Directors shall hold an annual meeting of all members to inform and address the membership. Any members may voice any concern or suggestion on which a dialogue may be held. In cases of fundamental changes of the corporation, a vote of membership shall be held, each player's family having a vote or votes commensurate with the total number of players of the Club in such family, by rosters. Any item voted on shall be accepted or rejected by a simple majority of membership in person or via mailed ballots.

ARTICLE XIII – QUORUM

SECTION I – The quorum for the purposes of holding any meeting of the Board of Directors shall be a simple majority of the Directors.

SECTION II – A quorum for the purposes of the June meeting at which the members of the Board of Directors are selected to be held in June of each year shall be a number commensurate with a simple majority of those individuals constituting members of the Board of Directors then serving.

ARTICLE XIV – PROCEDURE FOR MEETINGS

SECTION I – The meeting of the Board of Directors shall be conducted pursuant to the procedural guidelines set forth in Roberts Rules of Order.

SECTION II – In any vote, there shall be no vote by proxy, agency or designation.

SECTION III – A fine shall be levied against each team unrepresented at a regular monthly meeting and must be paid prior to the next league registration. The amount shall be set by the Board of Directors. Each team upon the first violation shall post a bond of ten dollars (\$10.00) per player. Fifty dollars (\$50.00) will be drawn from that bond for each subsequent meeting missed. Remaining balances will be refunded at the end of each July. However, during the boys High School fall season and the girls High School spring season, teams U15 and above that have conflicts are exempt from the fine for missing meetings, provided a representative provides the President with a 24 hour notification. This will also include winter indoor leagues, for any age group, that are played on scheduled meeting evenings. Again, a representative must provide the President with a 24 hour notification. This does not include training sessions conducted on scheduled meeting evenings.

ARTICLE XV – COACHES

SECTION I – Any individual regardless of sex, race or religion may apply to coach a team.

SECTION II – Upon application, such individual shall be screened by the coach committee and a recommendation made to the Board.

SECTION III – Any coach whose public or private actions do not reflect the best interest of the Club as determined in the sole discretion of the Board of Directors shall be removed.

SECTION IV – Only the Board of Directors upon two-thirds (2/3) vote of the Board may remove a coach and such removal shall be immediate unless a date is stated. Removal shall be at the unfettered discretion of the Board of Directors.

SECTION V – Each coach, assistant coach, trainers and all Board members shall at Club expense undergo an EPYSA background check. Every other volunteer who has contact with minors shall complete EPYSA risk management screening.

SECTION VI – Head coaches shall, in their sole discretion, select or dismiss assistants.

ARTICLE XVI – AFFILIATION

SECTION I – This Club shall participate in a league affiliated with Eastern Pennsylvania Soccer Association or affiliate directly with EPYSA.

ARTICLE XVII – AMENDMENTS OF THE BY-LAWS

SECTION I – Amendment of Article VII, Article IX, and Section I of this Article as well as any other provision hereafter adopted relating to the number of members of the Board of Directors or the selection or election of the members of the Board of Directors, shall not be effective unless approved by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors who are entitled to vote at the meetings of the Board of Directors at the time that such Amendment or provision is adopted.

SECTION II – Amendments to the By-Laws or other provision thereto hereafter adopted, except those Amendments and provisions set forth in Section I hereof, shall be effective if approved by an affirmative vote of a majority of the members of the Board of Directors at the time that such Amendment or provision is approved.

ARTICLE XVIII – DISSOLUTION

SECTION I – Upon dissolution, the net assets of the corporation shall be distributed as set forth in the Articles of Incorporation. These By-Laws are approved and adopted by the Board of Directors of FC York this__19th_ day of February, 2008.