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September 10, 2007 revision of

CODE OF BY-LAWS
OF
PIKE YOUTH SOCCER CLUB, INC.

ARTICLE I

Name and Offices

Section 1.01. Name. The name of this Corporation is PIKE YOUTH SOCCER CLUB, INC. (the "Club").

Section 1.02. Offices Business Records. The Club may maintain such offices and keep its books, documents and records at such places within and without the State of Indiana as from time to time may be designated by the Board of Directors or as the operations, or affairs of the Club may require.

ARTICLE II

Members

Section 2.01. Members and Terms of Membership. The following provisions shall apply with respect to the membership of the Club:

Section 2.011. Classes of Members. There shall be two (2) classes of membership in the Club, as follows:

- (a) **Voting Members.** Voting Members shall be those persons, from time to time, serving as members of the Board of Directors of the Club.
- (b) **Participating Members.** Participating Members shall be composed of and shall be identical to the membership of the participants of the Club. Such participants shall be selected by the Board of Directors of the Club, and when a Participating Member shall cease to be a participant, the person's membership shall thereupon terminate. A "participant" of the Club is anyone who is the parent or legal guardian of any current and active Club player and anyone who has been selected by the Club to serve in a regular capacity as, for example, a coach, assistant coach, volunteer, or manager.

Section 2.012. Number of Members. The number of Voting Members shall be limited by the number of members to the Board of Directors. There shall be no limit as to the number of Participating or other Members of the Club at any particular time.

Section 2.013. Term of Membership. The term of a Voting Member shall be continuous until such Member is no longer a member of the Board of

Directors. The term of a Participating Member shall be for the period between successive Annual Meetings of Members during which a Club player is registered.

Section 2.02. Rights and Privileges of Members. All Members of the Club shall have equal rights and privileges as the other Members of the class of Members of the Club to which they belong, and, except as otherwise provided herein, each Voting Member shall have one vote in meetings of the Club; except, in cases of a proposed amendment to the Articles of Incorporation, merger, consolidation, reorganization, special corporate transaction, voluntary dissolution or election or removal of, members of the Board of Directors, members entitled to vote in respect thereof shall include only those Voting Members that are otherwise entitled to vote with regard to such matter and who are present, in person or by proxy, at the meeting at which such vote is conducted, and whose presence at such meeting constitutes a quorum as defined in Section 3.04 hereof. Except as a member of the Nominating Committee of the Board of Directors, Participating Members shall have no right to vote in any meetings of the Voting Members. Participating Members shall be entitled to attend and participate in the discussion at any meeting of the Voting Members of the Club but shall not be entitled to receive notice of any such meeting.

Section 2.03. Membership Certificate. Each Member shall be furnished a membership certificate. (11/05: No longer issued, see Club's computer databases.)

Section 2.04. Resignation. Any Member may resign at any time by delivering a written resignation to the President or the Secretary of the Club. Any such resignation shall take effect upon such delivery or at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Section 2.05. Transferability of Membership. Membership in the Club is not transferable or assignable.

Section 2.06. Annual Membership Dues. There shall be no dues or assessments payable by any Voting Members in their capacities as such. Participating Members of the Club shall pay such membership dues as may be established from time to time by the Board of Directors of the Club.

Section 2.07. Nonpayment of Dues. *In the event any Participating Member of the Club fails to pay his or her membership dues on a timely basis, his or her Participating Membership shall be submitted to a vote of the Board of Directors in order to determine whether such membership shall automatically terminate or whether the Club shall pay such membership dues on behalf of said Member.*

ARTICLE III

Meetings of Members

Section 3.01. Annual and Regular Meetings. The annual meeting of the Voting Members of the Club shall be held on the second Monday of November of each year and, in the event the meeting is not so held, then within the first six (6) months of each fiscal year at such time as shall be designated by the President of the Club and specified in the notice of the meeting. The annual and all regular meetings shall be held at the registered office of the Club or at such other location designated in the notice of such meeting.

Section 3.02. Special Meetings. Special meetings of the Voting Members of the Club for any purpose or purposes may be called by the President of the Club or by a majority of the Board of Directors, or upon a written petition signed by twenty-five (25) or more Participating Members of the Club, stating the purpose of such meeting, and filed with the Secretary of the Club. A special meeting so called shall be held at the time and place designated by the President of the Club or by the Voting Members calling such meeting, and specified in the notice of such meeting or the waiver of notice thereof. The notice of each special meeting or waiver of notice thereof shall state the purpose or purposes of the meeting and the business transacted at any special meeting shall be limited to the purpose or purposes stated therein.

Section 3.03. Notice of Meetings. Written notice of the day, hour and place, and if a special meeting, the purpose(s) for which such meeting is called, of each annual or special meeting of the Voting Members of the Club shall be given or caused to be given to each Voting Member by the Secretary of the Club or other officer or person calling the meeting at least seven (7), but not more than thirty (30), calendar days prior to the date of such meeting, except that notice of any such meeting need not be given to any Voting Member who waives such notice pursuant to the provisions of Section 9.05 of these By-Laws. The notice also shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. Such notices shall be addressed to each Voting Member at his, her or its, addresses, according to the records of the Club at the close of business on the day prior to that of mailing. The Secretary shall attempt to provide to Participating Members a notification of the Annual Meeting day, hour, and place by posting a notice at the Club fields, website, or other general publication, but failure so to do will not affect the validity of any actions at the Annual Meeting.

Section 3.04. Quorum and Manner of Acting. The presence in person or by proxy of a majority of Voting Members shall be necessary to constitute a quorum for all purposes at any meeting of the Voting Members. Notwithstanding the provisions of the Act [Ind. Code 23-7-1.1-9(g) [1982)], the foregoing quorum requirements shall be applicable in the case of all meetings, whether for the purpose of voting on a proposed amendment to the Articles, merger, consolidation, reorganization, special corporate transaction, voluntary dissolution or otherwise. Except as otherwise expressly required by or by Section 4.05 of these By-Laws, the that are otherwise(which provides for removal of directors) act of a majority of these Voting Members that are entitled to vote with respect to a matter and who are present, in person or by proxy, at any such meeting at which a quorum is present, shall

constitute the act of the Voting Members. In the absence of a quorum, a majority of the Voting Members present in person may adjourn the meeting from time to time to another time or place until a quorum is present, at which time any business may be transacted which might have been transacted at the meeting as originally scheduled. Notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty (30) days, in which event a notice, as provided in Section 3.03 of these By-Laws, of the adjourned meeting shall be given to each Voting Member entitled to vote at the meeting.

Section 3.05. Voting. Each Voting Member shall be entitled to one vote as to all matters as to which such Voting Member has a right to vote. *Except as a member of the Nominating Committee, Participating Members shall have no voting rights. Voting may be in person or by written proxy.* No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided in the proxy. No cumulative voting is permissible or allowed.

Section 3.06. Voting List. The Secretary, or an Assistant Secretary of the Club, shall keep at all times, at the registered office of the Club, a complete and accurate list of all Members entitled to vote by the Articles of Incorporation, which list may be inspected by any Voting Member, for any proper purpose, at any reasonable time.

Section 3.07. Unanimous Consents. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

ARTICLE IV

Board of Directors

Section 4.01. Powers. The property, affairs, and activities of the Club shall be managed by its Board of Directors which may exercise all such powers of the Club and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the Members.

Section 4.02. Number of Directors. The authorized number of directors of the Club shall initially be five (5). At the first election of members to the Board of Directors following the organization of the Corporation, the number shall be thirteen (13). *The number of directors may be changed from time to time by amendment of these By-Laws as provided in Section 9.10; provided, however, that in the event the number of directors is increased by any such amendment to the By-Laws, the vacancy or vacancies shall be filled as provided in Section 4.04. See Section Ten for current number of Directors.*

Section 4.03. Qualifications of Directors. All directors shall be at least eighteen (18) years of age and a participant in the Club. A director need not be a resident of the State of Indiana.

Section 4.04. Classes; Term of Office.

Section 4.041. Classes. The Club shall have two (2) classes of directors whose terms shall expire at different times. The directors shall be divided into two (2) classes, designated Class I and Class II. Each class shall consist, as nearly as may be possible, of one-half of the total number of directors constituting the entire Board of Directors. No class shall include less than three (3) directors. At the first meeting for the election of directors held after the organization of the Corporation, the Class I directors shall be elected for a term to expire at the 1992 Annual Meeting and the Class II directors for a term to expire at the 1993 Annual Meeting. At each succeeding Annual Meeting of Voting Members beginning in 1992, successors to the class of directors whose term expires at that Annual Meeting shall be elected for a two-year term. If the number of directors is changed by amendment of these By-Laws, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of the class, but in no case shall a decrease in the number of directors remove or shorten the term of any incumbent director.

Section 4.042. Term. A director shall hold office until the Annual Meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the Annual Meeting of Voting Members at which the term of the class to which they have been elected expires. *(11/05: In the absence of record keeping of class, the beginning start of class for new directors elected between Annual Meetings reverts to the previous November Annual Meeting.)*

Section 4.043. Consecutive Term. Each director may serve for no more than three (3) consecutive terms and shall not serve as a director for at least one (1) year after the expiration of a term after which he or she is, or may not be, reelected, or his or her earlier resignation or removal from office. (Changed, on 10/18/99, to three two-year terms.) (There is a one time, one-year extension allowed for the November, 2001, sitting President: changed, on 10/30/02, to allow one additional year term from 11/01 Annual meeting to the 11/02 Annual meeting for the 11/01 sitting President.)

Section 4.05. Removal. Any member of the Board of Directors may be removed

from office at any time with or without cause, by the affirmative vote of a majority of the Voting Members of the Club at any meeting of the Voting Members called expressly to consider such action.

Section 4.06. Resignations. Any director of the Club may resign at any time by delivering written notice of intention to do so to the President or the Secretary of the Club. Any such resignation shall take effect upon such delivery or at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Section 4.07. Vacancies. Except as provided in Section 4.02 hereof in the event of an increase in the number of Directors by an amendment to the By-Laws, vacancies in the Board of Directors occurring between Annual Meetings of the Voting Members shall be filled for the unexpired term by majority vote of the remaining members of the Board of Directors at a special meeting called for such purpose. (See 4.042 note.)

Section 4.08. Annual Meetings. The Annual Meetings of the Board of Directors shall be held at the place at which the Annual Meeting of the Voting Members of the Club shall be held, and shall be held immediately following such meeting. No notice of such Annual Meeting of the Board of Directors need be given.

Section 4.09. Regular Meetings. The Board of Directors may provide for regular meetings at a location specifically established. No notice of such meeting is required but the Secretary shall attempt to give informal, personal, written, or telephone reminders to directors at least forty-eight (48) hours prior to the time of the meeting.

Section 4.10. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the club, by a majority of the directors of the Club, or by petition signed by twenty-five (25) or more Participating Members of the Club, stating the purpose of such meeting and filed with the Secretary of the Club. *At least six (6) regular and special meetings of the Board shall be held between the time of Annual Meetings in successive years.* A special meeting so called shall be held at the time and place specified in the notice of meeting or waiver of notice thereof. The notice of each special meeting or waiver of notice must state the purpose or purposes of the meeting and the business transacted at any special meeting shall be limited to the purpose or purposes stated therein.

Section 4.11. Notice of Special Meetings. Written notice of the time, place, and purpose(s) of each special or adjourned (if required) meeting of the Board of Directors shall be given or caused to be given to each director by the President or the Secretary of the Club at least five (5) but not more than thirty (30) days prior to such meeting, except that notice of any such meeting need not be given to any director who waives such notice pursuant to the provisions of Section 9.05 of these By-Laws.

Section 4.12. Quorum and Manner of Acting. Except as otherwise expressly required by law or by these By-Laws, *at all meetings of the Board of Directors the presence in person of a one-third (1/3) or more of the entire board, but in no case less than two (2) directors, shall constitute a quorum for the transaction of business.* However, when filling vacancies, a majority of the remaining existing directors shall be required for a quorum. Except as at the time otherwise expressly required by law, the Articles of Incorporation of the Club or these By-Laws, including Section 4.07 hereof, the act of a majority of the directors present in person at any such meeting who constitute a quorum shall constitute the act of the Board. In the absence of a quorum, a majority of those directors present may adjourn the meeting from time to time to another time or place until a quorum is present at which time any business may be transacted which might have been transacted at the meeting as originally scheduled. Notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty (30) days, in which event a notice, as provided in Section 4.11 of these By-Laws, of the adjourned meeting, shall be given to each director entitled to vote at the meeting.

Section 4.13. Voting. Each Voting Director shall be entitled to one vote as to all matters as to which such Voting Director has a right to vote. *Voting may be in person or by written proxy.*

Section 4.14. Unanimous Consents. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings

Section 4.15. Telephone Meetings. Any or all of the members of the Board of Directors or of a committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

Section 4.16. Compensation of Directors. The Directors as such, and as members of any standing or special committee, shall serve without compensation, but may be reimbursed for any reasonable expenses incurred in their capacities as directors or committee members. Nothing herein contained shall be construed, however, to preclude any director from serving the Club in any other capacity and receiving reasonable compensation therefor as fixed by the Board of Directors or Executive Committee.

ARTICLE V

Committees of the Board

Section 5.01. Executive Committee. The following provisions shall apply with respect to an Executive Committee of the Board of Directors:

Section 5.011. Composition. The Board of Directors shall have, from among its members, an Executive Committee which may exercise during the intervals between the meetings of the Board of Directors, all the powers vested in the Board of Directors, except such powers as, under the Articles of Incorporation and the By-Laws of the Club, are excepted or reserved-for exercise by the Board of Directors only and except such other powers as may, by the adoption of proper resolution, be reserved unto the Board of Directors; but the designation of the Executive Committee and the delegation of authority to it, shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it, him or her by the Indiana Not-For-Profit corporation Act of 1971, as amended. *Specifically, among its other duties, the Executive Committee shall be responsible for development of a reasonably detailed budget, and of a recommendation of appropriate player registration fees, for each soccer season to be submitted to the Board for approval, and shall coordinate the activities of the other committees to develop and institute such budget.*

Section 5.012. Number, qualifications, and Term of Executive Committee. The Executive committee of the Board of Directors shall consist of the President (who shall be Chairperson of the Committee), Vice President, Secretary, and Treasurer, *and any other Director specifically designated by the Board of Directors from time to time.* Members of the Executive Committee shall serve for a term of one (1) year, and thereafter until their successors are chosen or until such members' earlier death or other incapacity or resignation or removal from service.

Section 5.013. Vacancies on Executive Committee. Vacancies on the Executive Committee which shall occur upon the resignation, death, or other incapacity to serve as a member of the Committee shall be filled by the Board of Directors.

Section 5.014. Meetings. Regular and special meetings of the Executive Committee shall be held upon such notice, or absence of notice, as prescribed by the Board of Directors.

Section 5.015. Quorum. *A majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business,* and, subject to the provisions of Section 5.01 of this Article, no action shall be taken by the Executive Committee which is not supported by the affirmative votes of a majority of its members.

Section 5.016. Limits of Authority. As provided in Section 5.01 hereof, *the Executive Committee shall have and may exercise all the powers vested in the Board of Directors, except for the power to do the following acts which are*

powers specifically reserved for exercise by the Board of Directors:

- 1. Propose and submit to the Voting Members amendments to the Articles of Incorporation;**
- 2. Propose, submit to the Voting Members or abandon any special corporate transaction;**
- 3. Propose and submit to the Voting Members voluntary dissolution of the Club or revocation of such dissolution;**
- 4. Approve an agreement of merger of the Club, submit such agreement to the Voting Members and reapprove such agreements; or**
- 5. Approve an agreement of consolidation of the Club, submit such agreement to the Voting Members and reapprove such agreements.**

Section 5.02. Long-Range Planning Committee. The following provisions shall apply with respect to a Long Range Planning Committee of the Board of Directors:

Section 5.021. Composition. The Long-Range Planning Committee of the Board of Directors shall be composed of the President (who shall be Chairperson of the Committee), the Treasurer, and such other directors as the President may appoint.

Section 5.022. Authority. The Long-Range Planning Committee shall:

- 1. Be responsible for developing a written long-range plan to provide overall direction to the Board for player and physical facilities development;**
- 2. Analyze real estate requirements to accommodate Club activities for 3-to-5 years, and identify sites appropriate for such requirements;**
- 3. Identify equipment requirements and significant physical improvements which may be required to accommodate Club activities for 3-to-5 years;**
- 4. Develop an estimate of total financial costs to accomplish the long-range needs of the Club and plan specific programs (beyond but consistent with seasonal fundraising activities) to meet such financial requirements; and**
- 5. Prepare one or more reports for, and make one or more presentations to, the Indianapolis Department of Parks and Recreation in order to seek assistance, financial and otherwise, to develop and implement the long-range needs and goals identified by the Committee.**

Section 5.03. Rules and Regulations Committee. The following provisions shall

apply with respect to a Rules and Regulations Committee of the Board of Directors:

Section 5.031. Composition. The Rules and Regulations Committee shall be composed of the Vice President (who shall be Chairperson of the Committee) and the Chairperson of each of the Coaches Training, Recreation League, Travel League and Referees Committees.

Section 5.032. Authority. The Rules and Regulations Committee shall:

1. Develop rules of conduct for the players, coaches and referees in the Club, not inconsistent with the Articles or By-Laws of the Club or the rules and regulations of the IYSA; and
2. Develop and distribute discipline rules with respect to improper field conduct and render decisions on disciplinary matters.
3. Recommend to the Board the selection and removal of any coach, assistant coach or manager of a travel team of the Club, upon recommendation of the Travel League Coordinator. The Board of Directors shall have sole authority to make final determinations on such selection or removal.

Section 5.04. Board Committees and Operations Committees. The Executive Committee, Long-Range Planning Committee and Rules and Regulations Committee are comprised solely of directors. The Nominating Committee is comprised of directors and Participating Members as provided in Section 5.05. Additional committees shall be organized yearly to assist in the operations of the Club.

Section 5.041. Operations Committees. Committees are to be identified as Operations Committees and *may be comprised of directors and Participating Members chosen by the Chairperson of the Committee, subject to confirmation by the Board of Directors.* (See Section Ten for list of Committees).

Section 5.042. Chairpersons. The President shall designate a Chairperson of each Operations Committee from the directors elected at each Annual Meeting; no director shall be Chairperson of more than one Operations Committee.

Section 5.043. Ex Officio Status. The President of the Club shall serve as an **ex officio** member of all Committees of the Board and Operations Committees, without vote except as a member of the Executive Committee.

Section 5.05. Nominating Committee. The following provisions shall apply with respect to a Nominating Committee:

Section 5.051. Composition. Beginning in 1992, a Nominating Committee shall be appointed by the Board by August 10 of each year and shall be composed

of two (2) Voting Members and three (3) Participating Members who are not related to any Voting Member and agree to serve in such capacity. *The President shall designate the Chairperson of the Nominating Committee from among the five (5) persons so appointed.*

Section 5.052. rev 12/9/96 Authority. The Nominating Committee will be requested to solicit the names of potential nominees and, after due consideration, *submit to the Voting Members at the Annual Meeting a list of candidates equal to the number of Director positions to be filled.* The Nominating Committee shall by September 10 of each year post at the Club fields, publish or otherwise disseminate in an appropriate fashion to Participating Members a notice of the number of Director positions to be filled at the upcoming Annual Meeting and request the submission to the Committee of recommendations of candidates for such positions by October 10. A Notice of the Annual Meeting shall be posted at the Club fields, published or otherwise disseminated at least ten (10) days prior to the Annual Meeting and shall contain the list of director candidates to be submitted to the Annual Meeting.

Section 5.06. Sponsorship Committee. See Section 10.

Section 5.07. Equipment Committee. See Section 10.

Section 5.08. Fields Committee. See Section 10.

Section 5.09. Referees Committee. See Section 10.

Section 5.10. Recreation League Coordinating Committee. See Section 10.

Section 5.11. Travel League Coordinating Committee. See Section 10.

Section 5.12. Coaches Training Committee. See Section 10.

Section 5.13. Registration Committee. See Section 10.

Section 5.14. Indiana Youth Soccer Association ("IYSA") Liaison. See Section 10.

Section 5.15. Delegation and Additional Committees. The designation of Operations committees or other Board committees and the delegation of authority to them, shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it, him or her by the Indiana Not-For-Profit Corporation Act of 1971, as amended. Unless a member of any such Operations or director committee resigns, dies or is removed by the Board prior thereto, each member of any such Operations or director committee shall hold office until the Annual Meeting of the Board next following the member's appointment. The Board of Directors may appoint, by resolution adopted from time to time by a majority of the entire Board of Directors, such additional operations, standing or special committees from among

its members as it deems desirable to carry out other functions of the Board of Directors. The Board or the President also may appoint such special or ad hoc committees for such limited and temporary functions as it or the President may deem appropriate.

Section 5.16. Committee Procedures. Each additional operations or Board committee established pursuant to these By Laws shall establish its own rules of procedure and the time and place for its meetings, subject to the same requirements with respect to notice as are specified in these By-Laws for regular and special meetings of the Board. Special or ad hoc committees need not establish procedures or conduct meetings but shall carry out their duties in the manner directed by the Board or the President.

ARTICLE VI

Officers

Section 6.01. Principal Officers. The principal officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer. Only one office maybe held by the same person. Each principal officer shall be elected annually by the Board of Directors of the Club. Unless a principal officer resigns, dies or is removed by the Board of Directors prior thereto, *each such principal officer, whether elected annually or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the Annual Meeting of the Board of Directors next held after such principal officer's election and until such principal officer's successor is chosen and qualified.*

Section 6.02. Other Officers. The Board of Directors from time to time may appoint such other officers or agents as it deems advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors. Reference hereafter to "officers" shall include principal officers and all other officers appointed by the Board of Directors.

Section 6.03. Salaries and Loans. The Club shall make no advancement for services to be performed in the future nor shall make any loan of money or property to any officer or director of the Club.

Section 6.04. Resignations. Any officer may resign at any time by delivering written notice of intention to do so to the President or the Secretary of the Club. Any such resignation shall take effect upon such delivery or at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Section 6.05. Removal. Any officer of the Club may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present whenever, in the Board of Director's judgment, the best interests of the Club would be served by such

removal, but this removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 6.06. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term of such office by the affirmative vote of a majority of the Board of Directors at any meeting.

Section 6.07. President. The President shall be the chief executive, operating and administrative officer of the Club. The President shall preside at all meetings of the Board of Directors and of the Voting Members. The President shall have the overall responsibility of carrying out the policies of the Board in the administration and operation of the Club. In addition, the President shall implement the Club's programs; operate any office; prepare and promulgate its publicity; conduct its general correspondence; make arrangements for the meetings of the Members, Board of Directors, and the Executive Committee of the Club; serve as ex officio member of all Club committees and perform such other duties as may be necessary.

Section 6.08. Vice-President. The Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President from time to time delegates to them. At the request of the President, the Vice President may, in the case of the President's absence or inability to act, temporarily act in the President's place.

Section 6.09. Secretary. The Secretary shall attend all meetings of the Voting Members of the Club and of the Board of Directors and shall record or cause to be recorded all the proceedings of such meetings in a book to be kept for that purpose. The Secretary shall perform like duties for the Executive Committee and other committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Voting Members and of the Board of Directors and of the committees of the Board when notice is required by law or these By-Laws. The Secretary shall have custody of the seal of the Club, if any, and when any instrument requiring the corporate seal to be affixed shall first have been duly signed by a duly authorized officer, the Secretary shall affix the seal to such instrument and shall attest the same by signature. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 6.10. Treasurer. The Treasurer shall receive and take custody of the monies, securities and other valuable effects of the Club, shall maintain complete and accurate accounts of the receipts and disbursements of the Club in books belonging to the Club; and shall be responsible for the security and safe deposit of all monies, securities and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors, and all such securities may be registered in the name of the custodian thereof or the nominee of such custodian. The Treasurer may delegate his duty to keep such records of account and to perform such other duties to an employee of the Club designated by the Board of Directors by proper resolution. The Treasurer shall

render to the Board of Directors such interim financial reports as the Board of Directors may request. If directed by the Board of Directors, the Treasurer shall cause to be prepared any audit of the annual report by a certified public accountant approved by the Board. All checks and other commercial paper shall be signed of the Club by the Treasurer or by such other officers or agents as the Board of Directors from time to time shall designate. The Treasurer shall have such other authority and perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 6.11. Fidelity Bonds. If required by the Board of Directors and at the Club's expense, any officer shall give the Club a bond in a sum and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of the duties of such office, and for the restoration to the Club, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money, securities, and other property of whatever kind, in such officer's possession or under such officer's control belonging to the Club.

Section 6.12. Duties of Officers May Be Delegated. Except as otherwise provided by law, in case of the absence of any officer of the Club or for any reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties, or any of them, of such officer to any other officer, or to any director.

ARTICLE VII

Indemnification

Section 7.01. Definitions in this Article 7:

(a) "Club" includes any domestic or foreign predecessor entity of the Club in a merger or other transaction in which the predecessor's existence may cease upon consummation of the transaction.

(b) "Director" means an individual who is or was a director of the Club or an individual who, while a director of the Club, is or was serving at the Club's request as a director, officer, partner, trustee, employee, of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Club's request if the director's duties to the Club also impose duties on, or otherwise involve services by, the director to the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(C) "Expenses" include counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means: (i) when used with respect to a Director, the office of Director of this Club; and (ii) when used with respect to an individual other than a Director, as contemplated in section 7.07 of this Article 7, the office of this Club held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Club. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

(f) "Party" includes an individual who was, is, or is threatened to be, made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 7.02. Authority to Indemnify.

(a) Promptly after a determination under Section 7.06 that indemnification is permissible, the Club shall indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if:

(1) the individual's conduct was in good faith; and

(2) the individual reasonably believed:

(i) in the case of conduct in the individual's official capacity with the Club, that the individual's conduct was in its best interest; and

(ii) in all other cases, that the individual's conduct was at least not opposed to its best interest; and

(3) in the case of any criminal proceeding, the individual either:

(i) had reasonable cause to believe the individual's conduct was lawful; or

(ii) had no reasonable cause to believe the individual's conduct was unlawful.

(b) A Director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of section 7.02(a)(2)(ii).

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this Section 7.02.

Section 7.03. Mandatory Indemnification. Promptly upon demand, the Club shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because the Director is or was a Director of the Club against reasonable expenses incurred by the Director in connection with the proceeding. The term "wholly successful" shall include, but is not limited to (1) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, (2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (3) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 7.04. Advance for Expenses.

(a) The Club shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the Director furnishes the Club a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in Section 7.02;
- (2) the Director furnishes the Club a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct of Section 7.02; and
- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article 7.

(b) The undertaking required by Section 7.04(a)(2) must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 7.06.

Section 7.05. Court-Ordered Indemnification. A Director of the Club who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction, for a determination that the Director is entitled to mandatory indemnification.

Section 7.06. Determination and Authorization of Indemnification.

(a) The Club may not indemnify a Director under Section 7.02 unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth in Section 7.02.

(b) Upon demand for indemnification or advancement of expenses, as the case may be, the Club, in a reasonably prompt manner, diligently shall proceed as provided in Section 7.06(c), to determine whether such person is entitled thereto.

(c) The determination shall be made by any one (1) of the following procedures:

(1) by the Board of Directors or Executive Committee by majority vote of a quorum consisting of Directors or Executive Committee members not at the time parties to the proceeding;

(2) if a quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the Board of Directors or Executive Committee (in which designation Directors who are parties may participate), consisting solely of two (2) or more Directors not at the time parties to the proceeding;

(3) by special legal counsel:

(i) selected by the Board of Directors or its committee in the manner prescribed in subdivision (1) or (2); or

(ii) if a quorum of the Board of Directors or Executive Committee cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by majority vote of the full Board of Directors or Executive Committee (in which selection Directors who are parties may participate).

(4) by the Voting Members.

(d) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Section 7.06(c)(3) to select counsel.

Section 7.07. Indemnification of Officers and Employees.

(a) An officer of the Club who is not a Director is entitled to mandatory indemnification under Section 7.03, and is entitled to apply for court-ordered indemnification under Section 7.05, in each case to the same extent as a Director;

(b) The Club may indemnify and advance expenses under this Article 7 to an officer

or employee of the Club whether or not a Director to the same extent as to a Director; and

(c) The Club may also indemnify and advance expenses to an officer or employee who is not a Director to the extent, consistent with public policy, that may be provided by general or specific action of its Board of Directors, Executive Committee or contract.

Section 7.08. Other Rights to Indemnification. Nothing contained in this Article 7 shall limit or preclude the exercise of any right under the Law or otherwise relating to indemnification of or the advancement of expenses to any director, officer or employee of the Club, or the ability of the Club to otherwise indemnify or advance expenses to any director, officer or employee.

Section 7.09. Insurance. The Club shall purchase and maintain insurance on behalf of an individual who is or was a Director or officer of the Club, or who, while a Director or officer of the Club, is or was serving at the request of the Club as a director, officer, partner, trustee or employee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director or officer whether or not the Club would have power to indemnify the individual against the same liability under Section 7.02 or 7.03, provided that such insurance is available on acceptable terms, which determination shall be made by a vote of a majority of the entire Board of Directors or Executive Committee.

Section 7.10. Other Expenses. This Article 7 does not limit the Club's power to pay or reimburse expenses incurred by a Director in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been named defendant or respondent to the proceeding.

Section 7.11. Applicability The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article 7: (i) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof; and (ii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

ARTICLE VIII

Statement of Property and Estimate of the Value Thereof

Section 8.01. Property. At the time of the incorporation, the Club will be the owner of the following property whose total estimated value is provided following the listing:

Property Description Quantity

Goals (6 Reg.; 2 Jr.; 2 U-6; 2 Port.)	12
Storage Building	1
Goal Nets (Sets)	6
Soccer Balls	14
Corner Flags	25
Plastic Pylons (Cones)	14
Goalkeeper Shirts	6
Uniforms - Shirts	230
Uniforms - Shorts	46
Referee Flags	4
Field Liner (1) and other Equipment	*
Miscellaneous	<u> *</u>

The total estimated value of the foregoing equipment is approximately \$2900 and additionally the Club at the time of incorporation has \$921 in its checking account.

ARTICLE IX

Miscellany

Section 9.01. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Club; all deeds, mortgages, and other written contracts and agreements to which the Club shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Club, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any two (2) of the following officers: President, Vice President or Treasurer. The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the Club, without necessity of countersignature; and may designate officers or employees of the Club, other than those named above, who may, in the name of the Club, sign such instruments.

Section 9.02. Club Proxy. Any shares of stock issued by any other corporation and owned or controlled by the Club may be voted at any shareholders' meeting of such other corporation by the President of the Club, and, in his absence, then by such person as the President, and the Secretary or Treasurer, shall, by duly executed proxy, designate to represent the Club at such shareholders' meeting.

Section 9.03. Corporate Seal. The seal of the Club, if any, shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the periphery of the seal shall appear the words "PIKE YOUTH SOCCER CLUB, INC.," (or suitable abbreviation thereof). In the center of the seal shall appear the word "INDIANA," and the word "Seal" or the words "CORPORATE SEAL."

Section 9.04. Fiscal Year. The fiscal year of the Club shall be the calendar year.

Section 9.05. Meeting Notices. Whenever under the provisions of these By-Laws notice is required to be given to any person, it shall not be construed to mean notice given in person, but such notice may be given in writing and mailed by United States first class mail to such person at his address as it appears on the records of the Club, and shall be deemed given when deposited in the United States mail; and such notice may also be given by telegram and shall be deemed given when delivered to the telegraph company. Whenever any notice of a meeting is required to be given under these By-Laws, a waiver thereof in writing signed by the person entitled to receive such notice, and delivered to the Secretary either before or after the meeting of which the notice is to be given, shall be deemed equivalent to due notice thereof to such person. Also, attendance at any such meeting by such person unless such person attends such meeting for the express purpose of objecting because the meeting has not been lawfully called shall be deemed to be in attendance pursuant to due notice.

Section 9.06. Parliamentary Authority. Meetings of Voting Members and meetings of the Board of Directors or the Executive Committee shall be governed by the rules contained in the latest edition of Robert's Rules of Order, in all cases in which such rules are applicable and in which they are not inconsistent with these By-Laws or any special rules of order of the Club. Failure to conduct any meeting in accordance with this Section 9.06, however, shall not affect the validity of any action taken thereat.

Section 9.07. Exempt Activities. Notwithstanding any other provision of these By-Laws, no director, officer, employee, or representative of the Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken 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. The prohibitions contained in this Section 8.07 shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation of the Club and not in substitution therefor.

Section 9.08. Prohibitions Against Sharing In Corporate Earnings. No director, officer, employee, member of a committee or any other person connected with the Club or any other private individual shall receive any of the net earnings or pecuniary profit from the operation of the Club, provided, however, that this shall not prevent the payment to any person of such reasonable compensation for services rendered to or for the Club in effecting and of the purposes set forth herein; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Club. The prohibitions contained in this Section 8.08 shall be deemed cumulating with respect to any similar provision or provisions of the Articles of Incorporation and not in substitution therefor.

Section 9.09. Dissolution. In the event the Directors and Voting Members of this Club determine that the Club should be dissolved, then in such event, all of the

assets of the Club, over and above those needed to pay off any debts and liabilities of the Club, shall be distributed to corporations or organizations which are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, provided the distributees have purposes similar to those of the Club. After the property has been substantially disposed of in such manner, the Club shall then take such legal steps as may be necessary to dissolve and after the dissolution has been accomplished, any money or property remaining also shall be distributed in such manner.

Section 9.10. By-Law Amendment. The Board of Directors shall have the power to alter, amend or repeal these By-Laws in whole or in part by vote of a majority of the entire number of directors on the Board of Directors. Said amendment may be effected at any regular meeting of the Board of Directors or at any special meeting thereof, provided that the notice of said special meeting includes notice of the intention to amend said By-Laws.

Section Ten: PYSC NUMBER OF BOARD OF DIRECTORS AND COMMITTEE RESPONSIBILITIES

Revised by Board of Directors on 9/10/07

Section Ten of the By Laws may occasionally be revised by majority vote of the Board of Directors, changing the number of Voting Members and revising or shifting duties to other areas. Whenever the Board changes the number of voting members in Section Ten it does so under the authority of Section 4.02. Whenever the Board changes the number of standing Operations Committees it does so under the authority of Section 5.04.

Section 4.02 Number of Directors: "See Section Ten for current number of Directors and Voting Members." (Allows Board to only update Section Ten whenever it changes the number of voting members.)

Section 5.041 Operations Committee: "See Section Ten for current list of Operations Committees." (Allows Board to only update Section Ten whenever it changes the list of standing committees or reassigns responsibilities.)

Number of Voting Members: (10) Seven

- 1. President***
- 2. Vice President***
- 3. Treasurer***
- 4. Secretary***
- 5. Referees Committee***
- 6. PSC Recreation League Committee***
- 7. Travel Leagues Committee***
- 8. At large***
- 9. At large***
- 10. At large***

Additional (non voting) Committees include:

Ad Hoc Committees (5.15)
Coaching Education Committee
Communication Committee
Field Operations Committee
Registration Committee
Risk Management Committee
Sponsorship Committee
Tournament Committee
Uniforms and Equipment Committee
Volunteers Committee

Standing Committees:

Executive Committee (5.01)

Long Range Planning Committee (5.022)
Rules and Regulations Committee (5.03)
Nominating Committee (5.05)

Responsibilities

This is a brief list of responsibilities for each board position and its respective committee members. This Section Ten may be easily published on the web site and be used for recruiting volunteers (without sending the entire by laws document).

EXECUTIVE Committee

1 PRESIDENT

Is Chief Executive, Operating, and Administrative Officer. Presides at Board meetings. Is responsible to carry out policies of the Board, implement PYSC programs and mission.

2 VICE PRESIDENT

Duties as assigned by President and Board.

3 SECRETARY

Official record keeper; Records proceedings of PYSC Board and committee meetings. Duties as assigned by President and Board.

4 TREASURER

Responsibly manage PYSC finances. Duties as assigned by President and Board.

5. REFEREE Committee

PRIMARY COMMITTEE MEMBERS:

Travel (Indy Burn & Rec. Plus) Leagues assignor

Rec. League assignor

Junior Ref. assignor

The Referees Committee shall:

- 1. Be responsible for acquiring and assigning referees for approved games;**
- 2. Distribute appropriate rules to all referees;**
- 3. Attend all referee clinics;**
- 4. Be responsible for payment of referees fees and presentment of appropriate documentation to the Treasurer for payment (fees will be determined by the Board of Directors);**
- 5. Report to the Rules and Regulations Committee any action by a player, coach, assistant coach or parent that has resulted in a protest or possible disciplinary action;**
- 6. Stay in contact with state and local referee leaders and advise the Club of new items and changes;**
- 7. Provide opportunities for, and encourage attendance at, referees courses, conducted by the Club or as part of a licensed program; and**
- 8. Serve on the Rules and Regulations Committee.**
- 9. Create and implement a communication plan to reach teams, coaches, and parents.**

6. RECREATION LEAGUE Coordinator

PRIMARY COMMITTEE MEMBERS:

COMMISSIONERS Rec (u4, u5, u6, u7, u8, u10, u12, u14, u18)

Commissioner Uniforms, Awards, Equipment

Key Definitions and Roles:

Organize and coordinate a successful Recreation league season each Spring and Fall; including divisions Tots, u5-u18; Maintain database post registration; Compose teams; Forward registration data to IYSA LIAISON for the purpose of registration of players and teams with IYSA. Administer and present Scholarship eligible participants to Executive Committee.

A commissioner for each age group is responsible for:

Coordination of all aspects of age group leagues. Get information to each coach about rosters, schedules, registration, uniforms, trophies, picture taking and distribution, uniform orders and distribution, equipment orders, distribution and collection. Also to help Recreation Coordinator fill all open coaching positions, verify players counts and information, place any additional late registrants, Help with Game Scheduling and resolving conflicts.

PSC Recreation League Committee shall:

- 1. Be liaison between the coaches in the Recreation League and the Board of Directors**
- 2. Receive and distribute uniforms provided by the Club, game balls, and other Club material and shall keep a record of such distribution;**
- 3. Be responsible for collecting all equipment from coaches immediately after each soccer season is completed;**
- 4. Distribute printed material to coaches as directed by the Board;**
- 5. Prepare rosters for teams in the Recreation League and timely submit written rosters to the IYSA Liaison;**
- 6. Be responsible for securing a coach for every team in the Recreation League;**
- 7. Prepare the scheduling of all regular season games, and be responsible for the scheduling of make-up games;**
- 8. Prepare and distribute a schedule for each division which shall include the team names, and the time and location of each game;**
- 9. Serve on the Rules and Regulations Committee.**
- 10. Create and implement a communication plan to reach teams, coaches, and parents.**

7. TRAVEL Coordinator

PRIMARY COMMITTEE MEMBERS:

Team Managers

Commissioner Uniforms

Commissioner Player Cards & Rosters

Commissioner Travel League (registration)
Commissioner Rec Plus League
IYSA Liaison (may be Club Administrator)

Travel Committee shall:

- 1. Act as a liaison between travel teams and the Board of Directors through team manager meetings;**
- 2. Help Director of Coaching coordinate, market, and publicize tryouts.**
- 3. Supervise the timely submission of written rosters and other registration materials to IYSA.**
- 4. Coordinate uniform and coaching gear and insure sponsorship and Club logos are properly placed.**
- 5. Distribute printed material to teams as directed by the Board;**
- 6. Create and implement a communication plan to reach teams, coaches, and parents.**
- 7. Administer and present Scholarship eligible participants to Executive Committee.**

File all applications, reports, and fees required by the IYSA, Due diligence insuring all players are properly registered and reported for insurance purposes.

IYSA Liaison shall:

- 1. Attend District IYSA meetings**
- 2. Keep the Club informed of the activities of the IYSA board as it relates to tournaments, clinics, rule changes, and other matters of interest to the Club; and**
- 3. Serve as sole contact for registration activity between the Club and the IYSA and file all applications, reports and fees required by the IYSA.**
- 4. Responsible to register all players, all leagues, including travel tryouts and in person Rec registrations (winter gym and spring at fields)and online registration vendor relations**
- 5. Select one or more dates and locations for player registration for each season. Place notices at Pike Schools, at Club fields and at various businesses in Pike Township in coordination with the Communications Committee.**
- 6. Enlist volunteers to conduct registration, collect forms and fees, and otherwise help in the registration process;**
- 7. Create and implement a communication plan to reach teams, coaches, and parents.**

Additional, Non Voting Committee Chairs

1. Registration & Communications Committee

PRIMARY COMMITTEE MEMBERS:

Commissioner Rec Registration

Commissioner Rec Volunteer Coordinator

**Commissioner Hotline
Commissioner Hispanic Liaison**

Coordinate communication to PYSC including parents, players, and potential members. Execute communications plans of committees as needed. Work with volunteer coordinator to enlist volunteers to conduct registration, line fields, and staff concessions. Publish newsletter as needed. Review all forms, letterhead, and public documents to ensure consistencies and compliance with sponsorship agreements. Staff and operate Concessions.

Communications Committee shall:

- 1. Assist in publishing concession staff schedule and arrange for volunteers and scheduling of workers;**
- 2. Assist in publishing field lining schedule. Support volunteer coordinator in arranging for volunteers and scheduling of workers;**
- 3. Coordinate and implement a communication plan created by committees to reach teams, coaches, and parents and volunteers.**

2. FIELD OPERATIONS

PRIMARY COMMITTEE MEMBERS:

Travel Coordinator

Recreation Coordinator

Communications Committee Chair

Volunteer Coordinator

Fields Operations is responsible to:

Manage field issues; Act as liaison to Indy Parks Maintenance and MJGSC Soccer Complex staff.

The Fields Committee shall:

- 1. Locate sites for playing and practice fields;**
- 2. Direct volunteers in each field area to help in marking and maintaining fields;**
- 3. Supervise the initial layout and marking of fields within the dimensions established by the Rules and Regulations Committee, making sure fields are free of rocks, holes and debris;**
- 4. Prepare after each season a written inventory of goals, nets, flags, cones, lining equipment, building fixtures and related fields equipment, and submit such inventory to the Equipment Committee along with a written report of necessary and/or recommended replacements or acquisitions for the next season;**
- 5. Schedule all practice times and fields for all teams at designated fields;**
- 6. Coordinate game sites with various league schedulers.**
- 7. Approve use of fields and facilities by other groups.**
- 8. Create and implement a communication plan to reach teams, coaches, and parents.**

3 Sponsorship Committee Responsibilities

EXECUTIVE COMMITTEE OVERSIGHT

The Sponsorship Committee shall:

- 1. Solicit businesses and other organizations for sponsorships for the league, through donations of money, equipment, or services, and provide for appropriate recognition of such sponsors in Club materials and/or postings at the Club fields;**
- 2. Contact corporations and retail stores for donations and in kind services and goods.**
- 3. Consider arrangements of garments, soccer bags, or other equipment with Sponsor fulfillment logos for sale to be used on PSC apparel**
- 4. Solicit advertisements for placement in the Club's written materials and on website.**
- 5. Solicit vendors to promote services at key PSC annual functions.**
- 6. Develop policies and strategies for recommendation to the Executive Committee regarding the allocation of sponsorship or other donations between and among the recreation and travel leagues and the teams in each league, and the ability of, and means by which, teams may raise funds on their own behalf.**
- 7. Create and implement a communication plan to reach teams, coaches, and parents.**

4. Commissioner PSC HOSTED TOURNAMENTS BOARD & APPOINTED COMMITTEE CHAIR OVERSIGHT

Coordinates all aspects of PYSC tournaments, including Pike Fest, Rec. Plus, other travel, and Rec. tournaments.

**PRIMARY COMMITTEE MEMBERS: one for each tournament.
Create and implement a communication plan to reach teams, coaches, and parents.**

5. Commissioner RISK MANAGEMENT EXECUTIVE COMMITTEE OVERSIGHT

Coordinates all aspects of PYSC Risk Management; including annual background checks on all coaches, managers, board members, and primary committee members. Reviews PYSC operations and brings to the attention of the Board any potential risks and liability. Provides safety guidelines to each league for inclusion in coaching materials, including lightning, goal safety, first aid. Works with Treasurer to ensure PYSC assets are adequately insured and liability exposure is limited. Ensures PYSC satisfies all requirements imposed by Indy Parks.

Create and implement a communication plan to reach teams, coaches, and parents.

6. EQUIPMENT AND APPAREL Committees

BOARD & APPOINTED COMMITTEE CHAIR OVERSIGHT

Commissioner Recreation (member of Rec League Committee)

Commissioner Travel (member of Travel Committee)

Commissioner Spirit wear

Responsible for uniforms, coaching gear, and logo apparel.

EQUIPMENT AND APPAREL Committee shall:

- 1. Coordinate buying of uniforms, balls, nets, flags and all other equipment necessary to the soccer program planning one year in advance;**
- 2. Solicit at least two bids for any purchases over \$200.00, making those bids part of the purchase records and available for review.**
- 3. Be responsible for the distribution of Rec uniforms, practice balls and game balls to the Chairpersons of the Recreation and Indy Burn Travel Committees and shall keep a record of such distribution;**
- 4. Distribute field equipment (flags, nets, cones and related items) to the Chairperson of the Fields Committee;**
- 5. Collect, inventory and store uniforms and equipment belonging to the Club at the end of each season; and**
- 6. Create and implement a communication plan to reach teams, coaches, and parents.**

Commissioner Indy Burn Uniforms is responsible to:

Arrange purchase all uniforms and all equipment, including trophies/awards for the Club; Arrange for pictures to be taken and distributed; Ensure uniform fees are collected from teams/players; Order/manage playing equipment. Review Travel uniforms every two years.

Commissioner Recreation Uniforms is responsible to:

Arrange purchase all uniforms and all equipment, including trophies/awards for the Club; Arrange for pictures to be taken and distributed; Ensure uniform fees are collected from teams/players; Order/manage playing equipment.

7. COACHING EDUCATION Committee

PRIMARY COMMITTEE MEMBERS:

Directors of Coaching

Select Indy Burn coaches

Responsible to:

Coordinate educational clinics for PYSC coaches including Recreation and Indy Burn leagues; Investigate coaching concerns; Schedule State licensing classes.

The Coaches Education Committee shall:

- 1. Investigate coaching concerns;**

2. Provide opportunities for, and encourage attendance at, coaching courses, conducted by the Club or as part of a licensed program;
3. Serve on the Rules and Regulations Committee.
4. Research & Advise teams of training opportunities
5. Create and maintain coach database.
6. Create and implement a communication plan to reach teams, coaches, and parents.

Staff

Executive Director

Technical Director of Coaching

Director of Operations

Administrators

Travel Ref Assignor

Section Eleven: Pike Youth Soccer Club, Inc. Annual Meetings Information

Board approved and added to PYSC By Laws as Section Eleven on 10/23/03

This information is from a nationally recognized member of the National Association of Parliamentarians who, for a fee, reviewed PSC bylaws on October 17, 2003, and clarified several common questions surrounding the Annual Meetings. The author of the By Laws and another attorney were also consulted.

Who Votes

Board members are elected to two year terms by the current Board each November at the "Annual Meeting of Voting Members" (Board members) or during the year to fill vacancies. The terms are staggered, thus roughly half the Board members are elected each year, and the others are half way through a two-year term.

Officers (President, VP, Treasurer, Secretary) are elected to one-year office terms by the newly seated Board each November at the "Annual Meeting of Board of Directors" (which immediately follows the Voting Member meeting). The President then names the remaining Board members to chair a standing Committee.

The current Board members vote for the new Board members.

2.011 a Voting Members are current Board of Directors.

2.011 b Participating Members are current members of the Club.

2.012 Number of Voting Members is same as number of current Board members.

2.02 Participating Members do not vote in any meetings of the Voting Members. They may attend and participate in the discussion. They may not make motions.

For Whom: Annual Meeting of Voting Members (first meeting)

5.052 Nominating Committee solicits names of potential nominees to Board and, after due consideration, submits to the Voting members at the Annual Meeting a list of candidates equal to the number of Director positions to be filled. This means the Nominating Committee is to look to entire Club membership for the best candidates who will best benefit the Club as a Board member and then DECIDE on the candidates it wishes to present to Board for approval. The number of candidates is to exactly match the number of vacancies expected to be available. *Direction to the Nominating Committee includes suggesting to those not being nominated to accept Board Committee memberships.*

Robert's Rules page 419 states 'although it is NOT common for a Nominating Committee to nominate more than one candidate for a position', Robert states it is acceptable. *PYSC bylaws, 5.052, though, prohibit it and require the Nominating Committee to vote out the SAME number of candidates as openings on Board.* The idea of the Nominating Committee is to vet the candidates. Otherwise, it makes no sense to have a Nominating Committee (if they nominate every candidate reviewed).

Floor Nominations

In the spirit of democracy, Robert's Rules allow "nominations from the floor" and since PSC bylaws are silent on this subject, the PSC by laws do NOT prohibit floor nominations. Robert's Rules page 421 suggest after the Nominating Committee presents its report, the Chair could ask for further nominations from the floor. This is generally considered healthy for an organization as a balance to a select Nominating Committee making all the decisions. It makes it an election. PSC by laws allow only Voting members to make motions (2.02) since Participating Members are limited to attending and participating in the discussion (after a motion is made). Nominations motions made from the

floor (current Voting member to raise hand to be recognized) do NOT need to be seconded. "Yes, floor nominations must come from a voting member, but need no second. BTW a voting member has the right to nominate themselves, which we did not discuss but may be relevant to your proceedings since your board is so small."

When there are one or more additional candidates nominated from the floor, the Board holds an election. Each Voting (current Board) member votes for only the number of candidates for the number of positions available.

It was further suggested the Board set rules for this type election in case there are nominations from the floor. She suggested a candidates' forum, for example, each candidate may speak for up to two minutes. If questions are taken from Voting members (current Board members), they should be answered by EACH candidate, 1-minute limit. Then she suggested each candidate be allowed 1 minute to speak before vote is taken.

Annual Meeting of The Board of Directors (second meeting)

The newly elected Board members, the returning Board members, and the current President meet for a Board meeting. One of the first orders of business is to elect officers for the upcoming one-year term. Presiding at the beginning of the second meeting is the current Board member who is President. If not President, then VP. If not VP, then Secretary. If not Secretary, then Treasurer. (Order from by laws 6.01). An election is held for the four principal officers (President, VP, Secretary, Treasurer). Only the Board members may vote. Once the President is elected, the new President becomes the chairperson of the rest of the meeting. Elections can be held individually or by slate of candidates.

The bylaws 5.01 call for an Executive Committee. *Additional Directors, if any, named to Executive Committee are approved by the Board.* Board members in addition to President, VP, Secretary, and Treasurer must be selected and voted onto the Executive Committee by the Board.

Record of Adoption and Amendments

Original Adoption January 10, 1991
Section 6.01 October 10, 2005
Section 5.011 August 6, 1991
Section 5.02 August 6, 1991
Section 5.032 August 12, 1992
Section 3.01 December 9, 1996
Section 5.052 December 9, 1996
Section 4.043 October 18, 1999
Section 4.02 October 18, 1999
Section 10 November 19, 2000
Section 4.043 October 30, 2002
Section 4.02 October 13, 2003
Section 10 October 13, 2003, and many successive changes.
Section 11 October 23, 2003, October 10, 2005

Notes:

December 9, 1996 Board Meeting:

Moved Board elections from June to November. Current directors' terms extended by 5 months. Motion made, seconded, pass unanimously. Changed 3.01 and 5.052 (dates).

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October 18 1999 Board Meeting Minutes

The board discussed the pros and cons of various amendments to the existing PYSC By-laws. From these discussions, the following motions were made:

Motion was made to amend Section 4.043 (Consecutive Terms) from the current two (2) consecutive terms to three (3) consecutive terms for ALL positions on the board. Motion was seconded. Motion carried.

Motion was made to amend Section 4.05 (Removal) to include a percentage of mandatory meetings a board member must attend. Motion was not seconded.

Motion did not carry. Motion to keep Section 4.05 as is. Motion seconded. Motion carried.

Motion to Expand Board of Directors (Section 4.02) from the current 13 members to 15 members. Motion was seconded. Motion carried.

Motion to add the following positions to the Board (Operations) Committee: Tournament Committee and Risk Management Committee. Motion was seconded. Motion carried.

Amendment Section 4.043 October 30, 2002 (changed, on 10/18/99, to three); (changed, on 10/30/02, to allow one additional year from 11/01 Annual meeting to the 11/02 Annual meeting for the 11/01 sitting President.)

Section 4.02 October 13, 2003, changed to 13 voting members, removing voting status from Director of Fields Operations and Uniform Director.

October 11, 2004: Moved number of directors (voting members) and Committee responsibilities to Section ten, eliminating duplication.

*****END*****