

EXHIBIT A
By-Laws of the
United Soccer Federation of Maine

Article I **Name, Offices and Seal**

- Section 1. Name. The name of this Corporation is the United Soccer Federation of Maine, also doing business as "Soccer Maine."
- Section 2. Offices. The principal office of the Corporation shall be located in the Town of Windham, Cumberland County, Maine, or at such other office, either within or without the State of Maine, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.
- Section 3. Seal. The Corporation may adopt a circular seal containing the name of the Corporation, the year of its creation and the word "Maine". A Corporation seal may be adopted at any time by act of the Board of Directors in accordance with these By-Laws.

Article II **Affiliation**

- Section 1. This Corporation shall maintain affiliations with the United States Soccer Federation (USSF) and the United States Youth Soccer Association (USYSA), and may maintain affiliation with the United States Adult Soccer Association (USASA).
- Section 2. The USSF Articles of incorporation, By-Laws, policies, and requirements take precedence over and supersede the governing documents and decisions of the United Soccer Federation of Maine and its members to the extent applicable under Maine state law. USFM and its members will abide by those articles, By-Laws, policies, and requirements of the USSF. USFM will not join any organization that has requirements that conflict with USSF's articles, By-Laws, policies, and requirements.
- Section 3. The By-Laws of the Corporation and other governing documents will be provided annually to the USSF. The Corporation will submit changes to these documents to the USSF for approval within 90 days of adoption. USFM will allow the USSF to review the documents and procedures of USFM, on request of the USSF not less than once every four years, to determine compliance with USSF By-Laws.

Article III **Purpose**

- Section 1. The purpose of this Corporation shall be:
- a. to develop, promote, serve and administer the sport of soccer in Maine;
 - b. to encourage, support and assist in the growth and development of instructional and recreational soccer programs and leagues in Maine communities for youth soccer players of all ages;
 - c. to encourage, support and assist in the growth and development of or to create and operate leagues and tournaments for soccer competition for teams of all ages, sexes and playing abilities in Maine;
 - d. to encourage, support and assist the participation of member players and teams of member players in soccer tournaments and programs outside of Maine;
 - e. to provide education, training and licensing opportunities for players, coaches and referees participating in the sport of soccer in Maine;
 - f. to provide guidance and structure to Member Clubs in the creation and operation of their administrative organization and programs; and
 - g. to do any and all other acts necessary or desirable in the furtherance of the foregoing purposes and for the good of the sport of soccer.

- Section 2. To affect the foregoing purposes of this Corporation, the Corporation shall have such powers as are conferred upon non-profit Corporations by the Maine Non-Profit Corporations Act, provided that:
- a. no part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No member, Director, officer of the Corporation or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation;
 - b. no substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and
 - c. the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any 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. USFM shall maintain its tax-exempt status under the Internal Revenue Code.

Article IV **Colors**

- Section 1. The representative colors of the Corporation shall be green, blue, and white.

Article V **Membership**

- Section 1. Classes. The membership of the United Soccer Federation of Maine and the members of the United Soccer Federation of Maine shall be open to any soccer players, coaches, trainers, administrators and officials not subject to suspension under Section 4 of USSF Bylaw 241, and to any youth soccer organization in its territory. There shall be two classes of members; member players, coaches, trainers, managers, administrators, and officials who shall not vote; and member clubs and leagues who shall be entitled to vote at any general meeting of the Corporation in accordance with these By-Laws.
- a. A soccer club is a Maine organization that sponsors at least one soccer team to compete in one or more soccer leagues or tournaments.
 - b. A soccer league is an organization that provides opportunities for competition among four or more soccer teams.
 - c. A recreational soccer league is a league that admits individual players regardless of playing ability, organizes teams for the individual players, and provides opportunities for the teams to compete among themselves.
- Section 2. Member clubs and member leagues include any soccer organization admitted as such by the Board of Directors after completing the application and registration procedures of the Corporation.
- Section 3. A member player is a person two years of age or older who is a Maine resident and who is admitted by the Corporation after completing the application and registration procedures of the Corporation.
- Section 4. A member coach, trainer, manager, administrator, or other official is a person who is admitted by the Corporation after completing the application and registration procedures of the Corporation.
- Section 5. Requirements for Membership:
1. Players. Before an individual may be admitted as a member player, the individual, or the individual's parent or guardian in the case of a minor, must submit a signed registration/application on a form approved by the Corporation, pay to the Corporation the appropriate fee(s), submit proof of age and otherwise comply with any additional requirements as shall be established by the Corporation.
 2. Coaches, trainers, managers, administrators, or officials. Before an individual may be admitted as a member coach, trainer, manager, administrator, or official, the individual must submit a signed registration/application on a form approved by the Corporation, pay to the Corporation the appropriate fee(s), submit proof of age and otherwise comply with any additional requirements as shall be established by the Corporation.
 3. Clubs, Competitive Leagues and Recreational Leagues. Before a soccer organization may be admitted by the Board of Directors as a member club or member league, the organization must submit a written

and signed registration/application in a format and providing such information as approved for this purpose by the Corporation, pay to the Corporation the appropriate fee(s), and submit such other additional information as shall be required by the corporation. The club or league, as a condition of membership, shall affirm that its players, coaches and officers shall abide by the constitution and By-Laws of the Corporation and shall properly register and re-register each and every soccer player, coach, trainer, manager, administrator, and official in its organization in a timely manner and consistent with the procedures of the Corporation.

- Section 6. Renewals. Any member player, member club, member league, or member coach, trainer, manager, administrator, or official in good standing may renew membership in the Corporation by complying with the re-registration/renewal procedures as established by the Board of Directors and by paying to the Corporation the appropriate fee(s).
- Section 7. Non-Discrimination. Membership in this Corporation or into any of its member clubs and leagues shall not be denied to any individual or soccer organization because of race, color, age, religion, national origin, ethnic identity, parental or marital status, sex or sexual orientation. The United Soccer Federation of Maine shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the USSF.
- Section 8. Interplay with other USSF members. USFM and its members shall not discriminate against the participation of players or teams on the basis of that player or team's membership in, or affiliation with, another organization. Members are to allow teams of all other USSF members to participate in tournaments sponsored by USFM or any of its members when the teams otherwise comply with the tournament eligibility requirements. A tournament sponsor may charge each team of another USSF member an additional fee of not more than \$25 to participate in the tournament.
- Section 9. The rights and privileges of any member player, member coach, trainer, manager, administrator, or official, member club or member league may be suspended for cause by majority vote of the Board of Directors (see Article XVI, Member Discipline).
- Section 10. Voting Rights. Soccer Maine/USYSA Member players and member coaches may attend any general meeting of the Corporation, but they shall not vote. Each member club and member league shall have one vote, one additional vote for every additional 100 USYSA competitive or USYSA recreational member players in good standing to a maximum of 6 votes in total. (i.e. 1-100 competitive players = 1 vote; 101-200 competitive players = 2 votes; 501 or more competitive players = 6 votes; 1-100 recreational players = 1 vote; 175 recreational players and 85 competitive players = 2+1=2 votes.)
- Section 11. The Executive Director shall certify the number of USYSA member players in good standing for each member club or member league as of December 31 of the previous year or as of such other date as may be established by the Corporation.
- Section 12. Member clubs and member leagues shall vote through their duly appointed representatives who must be present at the general meeting. Proxy voting shall not be allowed.
- Section 13. Divisions and Districts. The Corporation may, from time to time, establish such divisions and geographical districts among the members as may be appropriate to segregate voting for the election of particular positions on the Board of Directors and of other officials and to provide self-governance on particular issues of concern unique to a particular subgroup of the members.
- Section 14.1 The following divisions shall be recognized:
- a. the Classic Division for member players between the ages of U9 and U18 and their member clubs and leagues;
 - b. the Recreation Youth Division for member players between the ages of 2 and 18 and their member clubs and leagues; and
 - c. the Premier Division for member players between the ages of U12 and U19 and their member clubs and member leagues.
- Section 14.2 The following districts shall be recognized:
- a. Northern District
 - Central District
 - Metro District
 - Southern District

b. The number of districts may be reduced or increased as proposed by the Classic Committee and approved by the Board of Directors.

c. The boundaries of each district shall be defined according to the boundaries of municipalities of Maine. The Board of Directors shall review the boundaries annually after the conclusion of the USYS seasonal year, and the Board shall make such changes in the boundaries as appropriate so as to maintain relative equality in the number of competitive players in each district. Such boundary changes will be reported by the Board to the general membership as soon as feasible and thereafter such new boundaries shall remain fixed for 12 months.

d. The District Directors, Vice President of the Classic Division, and the Vice President of the Recreation Youth Division shall meet as soon after the conclusion of the USYS seasonal year as practicable to review the existing boundaries and to recommend changes to the Board of Directors for the next seasonal year.

Section 15. The number of votes any member club may cast in any division or district election shall be one per member club or member league.

Section 16. The number of votes any member club or member league may cast in any USFM special election or AGM shall be determined by the total number of USYSA member players properly registered by the club fourteen days prior to said election. The Executive Director shall certify the number of USYSA member players in good standing for each member club or member league and provide each club representative with a voting list containing the number of USYSA member players and votes as per Article V, Section 10 for each member club or member league

Article VI General Meetings

Section 1. Annual Meetings. The annual meeting of the Corporation shall be held in January, February or March of every year at such time and place within the State of Maine as may be determined by the Board of Directors, or be held virtually as may be necessary due to outside factors such as, but not limited to, State orders that do not allow for in-person gatherings. Actions and policies adopted by the Board of Directors, the Executive Committee, or officers shall be reported to the membership at the Annual General Meeting.

Section 2. Notice and Agenda. At least thirty (30) calendar days before the annual meeting, the Secretary shall give public notice of the meeting to the member clubs and member leagues. The notice and agenda posted on the USFM website is sufficient to comply with this requirement. The notice and agenda requirement is waived by a member club or member league if its appointed representative attends the meeting and fails, while attending such meeting, to object to a lack of notice.

Section 3. Quorum. The presence at the meeting of not less than one appointed representative from not less than a total of five (5) member clubs and leagues in good standing shall constitute a quorum and shall be necessary at all times to conduct business. A lesser number may adjourn the meeting from time to time.

Section 4. Voting. All decisions may be accomplished by a simple majority vote of those member clubs and member leagues in good standing who are properly represented except where these By-Laws or the laws of the state of Maine require a greater majority. The method of voting shall be at the discretion of the presiding officer, or a simple majority may require a secret ballot vote. Proxy voting shall not be allowed. Any questions or disputes concerning the validity or results of any vote shall be submitted to the incumbent Board of Directors for a determination, and the decision of a majority of a quorum of them shall be conclusive, final and binding on all parties.

Section 5. Procedure. The proceedings of the Corporation shall be governed by Robert's Rules of Order except as modified by these By-Laws.

Section 6. Special Meetings. A special meeting of the Corporation shall be called at the discretion of the president or at the request of a majority of the Board of Directors or by petition of a number of member clubs and member leagues in good standing representing not less than one-fifth of the number of member clubs and member leagues.

Section 7. Quorum and Voting. The quorum and voting procedures for the annual meeting shall also apply for all special meetings.

Article VII Board of Directors

- Section 1.1 General Powers and Number of Directors. The affairs of the Corporation shall be managed by its Board of Directors.
- Section 1.2 The total number of Directors shall not be less than seven (7), and not more than eleven (11) and shall consist, at a minimum, of the following:
- President
 - Vice President, Classic Youth Division (oversees Fall and Spring Travel)
 - Vice President, Recreational Youth Division
 - Vice President, Premier Division (oversees State Cup & Presidents Cup competitions, & premier clubs)
 - Director of Northern District (to be elected by member clubs of Northern District)
 - Director of Central District (to be elected by member clubs of Central District)
 - Director of Metro District (to be elected by member clubs of Metro District)
 - Director of Southern District (to be elected by member clubs of Southern District)
 - Directors At-Large no more than three, from which officer positions of secretary and treasurer will be appointed.
- Section 2. Election and Term of Office. The member clubs and member leagues at the annual general meeting shall elect Directors to succeed those whose terms are expiring. Nominations for open positions by members of Soccer Maine clubs and leagues in good standing. Notice of openings and nominations procedures, along with timeline shall be provided to member clubs and league 45 days prior to the AGM. Directors shall hold office for two years after their election or until their successors shall have been elected and qualified. Each term shall begin immediately upon election.
- Section 3. Meetings. A majority of the Directors shall constitute a quorum for any meeting of the Board of Directors, provided that a lesser number, if present, may adjourn a meeting from time to time without further notice.
- Section 4. Decision Making. Each Director shall have one vote. The act of a simple majority of the Directors present and voting in the meeting at which a quorum is present shall be the act of the Board of Directors except where the By-Laws or the laws of Maine require a greater majority. The Board of Directors may also act by unanimous written consent. The Board of Directors may also make such rules and regulations concerning the conduct of its business as it may, in its discretion, determine appropriate.
- Section 5. Regular Meetings. A majority of the Directors may by resolution establish a time and place for regular meetings of the Board of Directors, and no notice other than this resolution shall be required before these meetings.
- Section 6. Special Meetings. A special meeting of the Board of Directors may be called by the President at the request of any three (3) Directors. Time and place for the meeting shall be established by the President or by the Directors who cause the meeting to be called. Each Director shall be given notice of the time, place and purpose of the meeting by notification delivered or mailed to him or her at his or her business or home address, by e-mail, or by telephone. Any Director may waive notice of any meeting, and the attendance of a Director at a meeting shall constitute a waiver of such notice unless the Director attends only for the purpose of objecting to a lack of notice. If notice is mailed, it shall be deemed to have been delivered three (3) days after it is deposited in the United States mail so addressed with postage prepaid. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law.
- Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors or, at their discretion; a special meeting of the Corporation may be convened to fill a vacancy. A person elected or appointed to fill a vacant position shall serve as a director in that position for the balance of the unexpired term of his or her predecessor in office. A directorship to be filled by reason of an increase in the number of Directors shall be filled by affirmative vote of the member clubs and member leagues at a general meeting of the Corporation.
- Section 8. Removal. Directors may be removed in the same manner as officers may be removed in accordance with the provisions of these By-Laws.

- Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
- Section 10. Meeting by Telecommunications. Regular or special meetings of the Board of Directors or any committees of the Directors may be held by means of a conference, telephone or similar communications equipment enabling all persons participating in such a meeting to hear each other. Participation at such a meeting shall constitute presence of that person at such meeting.
- Section 11. Informal Action by Board of Directors or Committees. Any action required or permitted by law to be taken at a meeting of Directors or any committee may be taken without a meeting if consent in writing setting forth the action so taken is signed by all members of the Board of Directors or committee, as the case may be.

Article VIII Officers

- Section 1. Officers. The officers of the Corporation shall consist of a President; a Vice President, Recreational Youth Division, Vice President Classic Division, Vice President Premier Division, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Officers shall serve until their successors are duly elected. No persons shall hold more than one (1) office at any time. The officers shall be members of the Board of Directors and shall constitute the Executive Committee of the Corporation.
- Section 2. Election and Term of Office:
1. The President of the Corporation shall be elected by simple majority vote of the member clubs of the member clubs and leagues in good standing represented and voting at the annual general meeting for a term of two years. The President shall be elected in even years.
 2. The Division Vice Presidents shall be elected by simple majority vote of the member clubs and leagues in good standing represented and voting at the annual general meeting for a term of two years. The member clubs and member leagues at the annual general meeting shall elect Vice Presidents of Recreation, Classic and Premier. Vice Presidents shall hold office for two years after their election or until their successors shall have been elected and qualified. Each term shall begin immediately upon election. Vice President of Recreation shall be elected in even years, and Vice President of Classic and Premier shall be elected in odd years.
 3. The District Directors shall be elected by simple majority vote of the member clubs and leagues in good standing represented at the annual meeting of the District Council for a term of two years.
- The other officers of the Corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors subsequent to the annual general meeting. If the election of the officers shall not be held at such first regular meeting, such election shall be held as soon thereafter as is conveniently possible. New offices may be created at the annual meeting of the Corporation and may be filled by a majority vote of the member clubs and member leagues at an annual general meeting or at a special general meeting of the Corporation called for that purpose.
- Section 3. Vacancies. Any vacancy in any office because of death, resignation, disqualification or otherwise may be filled, except as otherwise provided by these By-Laws, by the election of a member of the Board of Directors by a majority vote of the Board of Directors for the unexpired portion of the term.
- Section 4. Removal. Any officer elected by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby. The Board of Directors has the right to automatically remove any director from the board who is not in attendance at more than three meetings in a calendar year.
- Section 5. President. The president shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall serve as an ex officio member on all committees of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation. The President shall provide to the Secretary General of the US Soccer Federation an annual report on the activities of USFM and its most current

annual financial statements within 90 days after the start of the Federation's seasonal year. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In addition, the President or the President's designate shall represent this Corporation and its member clubs and member leagues in meetings with other soccer associations. The President shall have one vote on all matters except in the case of a tie when the President may cast an additional deciding vote.

- Section 6. Acting President. In the absence of the President, or in the event of the President's inability or refusal to act, an Acting President elected by a simple majority of the Board of Directors at a special meeting called for such purpose shall perform the duties of the President, and when so acting, shall have all of the powers and duties of the President. The Acting President shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.
- Section 7. Vice President, Classic Division. The Vice President of the Classic Division shall be elected from and by the member clubs and member leagues of the Corporation at the annual meeting of the Corporation and shall preside as the director of the classic level of the fall and spring leagues. The Vice President of Classic Division shall make recommendations regarding league rule changes and format on the basis that they are subject to board approval. The Vice President of the Division shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- Section 8. Vice President, Recreational Youth Division. The Vice President of the Recreational Youth Division shall be elected from and by the member clubs and member leagues of the Corporation at the annual meeting of the Corporation and shall be charged with the duties of overseeing and growing the recreational level of membership of the Corporation. The Vice President of the Division shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- Section 9. Vice President, Premier Division. The Vice President of the Premier Division shall be elected from and by the member clubs and member leagues of the Corporation at the annual meeting of the Corporation and shall preside as the director of the State Cup competition, Presidents Cup competition, and premier league. The Vice President of Premier Division shall make recommendations regarding competition rule changes and format on the basis that they are subject to board approval. The Vice President of the Division shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees of the Board of Directors, having any authority of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and, if adopted, of the seal of the Corporation; and keep a register of the mailing address, telephone number, and e-mail address of each member club and member league which shall be furnished to the Secretary by each member club and member league; and in general, have such other powers and perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Secretary shall ensure that a copy of the USFM By-Laws and its rules are available for inspection by each member club and member league each year.
- Section 11. Treasurer. The Treasurer shall have charge and custody of all, and be responsible for all, properties, funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys and other valuable property in the name of the Corporation at such banks, trust companies or other depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as may be ordered by the Board of Directors; render to the Board of Directors at the regular meetings, or whenever it may request, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. In addition, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.

Article IX **Indemnification**

- Section 1. The Corporation shall, in all cases, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and

reasonable incurred by him or her in connection with such action, suit or proceeding; except that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation or, with respect to any criminal action or proceeding who had no reasonable cause to believe that his or her conduct was lawful or, in fact, believed that such conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that his or her conduct was lawful or, in fact, believed such action to be unlawful. The foregoing rights of indemnification shall, in the case of the death or incapacity of any Director, Officer or other person, inure to the benefit of his or her heirs, estate, executors, administrators, conservators or other legal representatives.

Article X Committees and Councils

- Section 1. Executive Committee. The Officers shall comprise the Executive Committee of the Board of Directors. The Executive Committee shall have the authority of the Board of Directors and management of the Corporation between meetings of the Board of Directors except as their authority is limited by Section II of the Articles of Incorporation and Article III, Section 2 of these By-Laws and except as it may be limited by resolutions of the Board of Directors or by the member clubs and member leagues at a general meeting.
- Section 2. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among members one or more committees, other than the Executive Committee, each of which shall consist of two or more members, at least half of whom are Directors; the remainder need not be Directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors and the management of the Corporation. However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another Corporation; authorizing the sale, lease, exchange of mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or appealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or such Director by law.
- Section 3. Other Committees. Other committees not having the authority of the Board of Directors and the management of the Corporation may be designated by a resolution of the Board of Directors for such terms and purposes as the Board of Directors deems fit. Except as otherwise provided in such resolution, members of such committees shall be members of the Corporation, the President shall appoint the members thereof, and the President shall be an ex officio member of such committees. Any member of any such committee may be removed by the person(s) authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal.
- Section 4. Chair. One member of each committee shall be appointed chair by the President unless the selection of the chair is otherwise provided for by resolution of the Board of Directors or by these By-Laws.
- Section 5. Nominating Committee. The Nominating Committee of the Corporation shall consist of at least three (3) persons, of whom shall be a member of the Board of Directors. It shall be the responsibility of this committee to recruit persons to run for positions on the Board of Directors and for appointment on other committees of the Corporation. Prior to any general meeting at which the member clubs and member leagues will be electing persons to the Board of Directors, the committee shall submit to the Board of Directors a recommended slate of candidates for all positions to be elected. The Board of Directors shall publish such list to the member clubs and member leagues at least fourteen (14) calendar days before the general meeting. Members may submit a nomination for consideration to the nominating committee no later than 30 days prior to the AGM.

Section 6. District Director: The Director of the District shall be elected from and by the member clubs and leagues of the District at the annual meeting of the District and shall preside as the chairperson of the District and shall perform such other duties as may be prescribed by the Board of Directors of the Corporation Council from time to time. The District Director serves on the Board of Directors as the representatives of all of the Classic and Recreational Designated clubs within that particular district.

Article XI State Officers-Non Voting

Section 1. The Board of Directors of the Corporation shall appoint one or more state officers who shall serve at the pleasure of the Board and who shall be ex officio but non-voting members of the Board of Directors to include as follows:

- a. Executive Director - The Executive Director shall be responsible for the organization, administration, and all activities of the state office. This includes all activities of Soccer Maine that are conducted outside the office, including programs administered by volunteers, employees and Board members. The Executive Director shall attend Board meetings and work with the President to set the agenda for all meetings, including the Annual General Meeting. The Executive Director will advise the Board and member clubs on a variety of matters. The Executive Director shall serve as a liaison between Soccer Maine and the U.S. Youth Soccer Association, the United States Soccer Federation, and Soccer Maine member clubs and leagues. In addition, the Executive Director shall perform all such other duties incident to the State Office and such other duties as may, from time to time, be assigned to him or her by the President or by the Board of Directors.
- b. State Director of Coaching. The Director of Coaching shall be responsible for organizing, conducting and staffing coaches' training courses for licenses for soccer coaches of the teams of the member clubs and member leagues of the Corporation. The director of coaching shall also assist the Olympic Development Program Director in the recruitment and selection of state select team coaches and assistant coaches. The Director of Coaching shall perform such other duties and functions as detailed in the position description, and as may, from time to time, be assigned by the Executive Director and Board of Directors.
- c. Director of ODP. The Director of ODP shall be responsible for organizing, staffing and conducting the USYS Olympic Development Program for Soccer Maine, to include recruitment and selection of state team coaches and players. The Director of ODP shall perform such other duties and functions as detailed in the position description, and as may, from time to time, be assigned by the Executive Director and Board of Directors.
- d. Director of Risk Management- The Director of Risk Management shall be responsible for advising the Board and members clubs, associations, and leagues on risk management issues including, but not limited to, issues concerning health and safety of players, potential liability issues for the corporation, and insurance; the Director of Risk Management shall assist the Board in development and enforcement of sound risk management policies and practices, chair a risk management committee for this corporation, and shall perform such other duties as may be assigned by the Executive Director, President or the Board.

In addition to State Officers Non-Voting, listed above, the Board of Directors shall annually consider an appointment of a State Referee Administrator (SRA). The Proposed SRA will be appointed annually by the Maine State Referees Association, and the Board of Directors shall have the option of approving or denying the recommendation.

- e. State Referee Administrator. The State Referee Administrator shall be responsible for organizing and conducting referee courses for referee licensing and re-certification within the State of Maine. In addition, the SRA shall be responsible for assigning referees to all matches of State Cup games sponsored by the Corporation or divisions of the Corporation, matches of teams of the Olympic Development Program and such other special matches as may be sponsored by the Corporation with teams from other states and countries held in Maine or designating a certified referee assignor to do so under his or her authority. In addition, the SRA shall perform such other tasks and duties as may be assigned, from time to time, by the Executive Director or Board of Directors.

Article XII Fiscal Year of the Corporation

Section 1. The fiscal year of the Corporation shall begin on September 1, and end on August 31 of the following year.

Article XIII Waiver of Notice

Section 1. Whenever any notice (whatever) is required to be given under the provisions of the Articles of Incorporation or under the provisions of the Not-for-Profit Corporation Act of the State of Maine, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV Membership Applications and Renewals for Clubs and Leagues

Section 1. Membership Applications. The following requirements must be met as a condition of membership in Soccer Maine for all clubs and leagues:

- a. The organization must submit a written request to apply for membership and pay to the Corporation the membership fee before its application for membership may be approved by the Board of Directors.
- b. The organization must identify the names, positions, telephone numbers, e-mail addresses, and mailing addresses of its President, Treasurer, Registrar, Risk Manager, Referee Assignor, and Director of Coaching as part of its application.
- c. The Organization must provide a written constitution and By-Laws which shall provide for the election or appointment of its officers, describe the requirements for player membership, and provide for the discipline of players and teams. A model constitution and By-Laws shall be made available to assist prospective member clubs and leagues.
- d. The Organization must provide Articles of Incorporation and proof of being officially registered with the State of Maine as a legal entity, and be up to date on all State requirements (i.e. Annual Reports).
- e. The Organization must provide organizational policies, procedures, IRS Tax ID Number and proof of a business checking account as proof of its legal standing.
- f. The officers of the organization must, at a minimum, include a President, Treasurer and Registrar. The organization must also include on its Board of Directors a Risk Manager, Referee Assignor, and a Director of Coaching. One individual may hold more than one position with the exception that the President and Treasurer cannot be the same individual.
- g. The Organization must agree to register all of its individual players, coaches, trainers, managers, administrators, and officials in the Corporation according to the Corporation's procedures and otherwise agree to abide the Constitution, By-Laws and valid rulings of the Corporation.
- h. All players, coaches, trainers, managers, administrators, and officials will be registered annually with the US Soccer Federation. USFM will pay all dues and fees of the Federation on a timely basis.
- i. The Organization applying to be a Member Club or League of Soccer Maine must meet the criteria for a Club or League outlined in Article V, Section 1 of these By-Laws.

Section 1.1 Names:

1. The name of every member club or league must be approved by the Corporation.
2. The responsibility for approving or not approving a proposed name rests with the Executive Director subject to appeal to the Board of Directors.
3. The Executive Director shall approve the name requested by the Organization unless it is substantially similar or duplicates the name an existing member club or league except that such a name may be approved if all affected members consent in writing.
4. A name is substantially similar if it contains the same name of a place, location, city or town.
5. Member organizations who register players and administer in-house leagues for youth players within a defined geographical area, city or town are the only members who may use the name of a particular geographical area, city or town except that a club which is sponsored by or controlled by that same

member league may also use the name of the geographical area, city or town provided its recruitment area for players is limited strictly to that location.

6. A member which is a league as defined in Article V, Section 1 must use either the term "league" or the term "association" in its name. A member which is a club as defined in Article V, Section 1 must use the term "club" in its name.

7. Any conflicts shall be resolved in accordance with this rule at the time of the renewal application of existing members.

8. Disputes and Appeals: The decision of the Executive Director shall be final except that an appeal may be taken by any interested member by mailing a Notice of Appeal to the President within ten (10) days of the receipt of the decision of the Executive Director. The regular meeting giving all interested members notice and a fair opportunity to be heard on the matter. Such appeals shall be sustained only by a two-thirds majority of the Directors present and voting; in all other cases the decision of the Executive Director shall stand.

Section 2. Renewals. Any member club or member league in good standing may renew its membership by completing and submitting a renewal request providing current information as to the identity of its officers and paying the Corporation the renewal fee.

Section 3. Membership Applications- may be accepted throughout the year by the Board of Directors but shall remain effective only to the next June 1, when all membership renewals are due.

Article XV Membership Fees

Section 1. The membership fee for member players, member clubs and member leagues shall be set by the Board of Directors and approved by simple majority vote of the member clubs and member leagues in good standing, present and voting, at a general meeting of the Corporation. These fees and the annual renewal fees may thereafter be changed by simple majority vote of the member clubs and member leagues in good standing, present and voting at a general meeting upon recommendation of the Board of Directors of the Corporation, provided that the Board of Directors has served the member clubs and member leagues with a minimum of fifteen (15) days' notice in advance of the general meeting of the recommendation to change the fee (s). The vote on such issue shall be limited to a vote to accept or reject the recommendation of the Board of Directors. The amount of any change in the fee may not otherwise be altered by amendment at the general meeting.

Article XVI Member Discipline and Disputes

Section 1. The rights and privileges of a member player, member coach, trainer, manager, administrator, official, member club or member league may be suspended for cause by the President. Cause for the suspension of the rights and privileges of a member coach, trainer, manager, administrator, official, or a member player may include, but is not limited to, the failure of the person (or his or her parent or guardian) to complete the registration or re-registration procedures or to pay the appropriate registration or re-registration fee or such other fees as may be required or such other procedures as may be required to be followed by a member club or member league as a condition of membership and participation in the club or league. Cause to suspend the rights and privileges of a member club or member affiliate may consist of, but is not limited to, the failure of the organization to complete the registration or re-registration procedures, the failure to submit payment of the appropriate fee (s) for registration or re-registration and such other acts and conduct as may be determined just cause for disciplinary action by the President.

Section 2. Any member whose rights and privileges are suspended by the Board of Directors of the Corporation shall be entitled to written notice of such action to be mailed by ordinary mail to the residential address of record of the member coach, trainer, manager, administrator, official, or player or to the business address of record of the member club or league. Such notice shall include a statement to the member as to the right of appeal which shall be in the first instance to the Appeals Committee of the Board of Directors. Any member whose rights and privileges are suspended by the Board of Directors must file a Notice of Appeal to the Secretary of the Corporation within ten (10) days of receipt of a notice of the suspension of rights and privileges and pay the required fee. The failure to file such a Notice of Appeal and pay the required fee within ten (10) days shall be grounds for the automatic dismissal of the appeal.

Section 3. The responsibility for disciplining players, coaches, trainers, managers, administrators, officials, and teams rests in the first instance with the match referee, and then the President of the league or the director

of the tournament unless some other official has been specifically identified in advance of the match or tournament. Match referees and any other interested persons shall direct all reports or allegations of misconduct by players, coaches, trainers, managers, administrators, officials, teams or their supporting spectators to the local league President or to the tournament director who shall promptly investigate the matter and then act in summary manner to discipline those found to be responsible for the misconduct.

Section 4. A player, coach, trainer, manager, administrator, official, or team may appeal the decision to the Appeals Committee of the Corporation by filing a written Notice of Appeal with the Committee Chairperson within ten (10) days of a notice of disciplinary action and paying the required fee. The failure to file such a notice and pay the required fee within ten (10) days shall be grounds for automatic dismissal of the appeal. Appeal beyond USFM is to the USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 5. The Board of Directors shall establish an Appeals Committee and shall appoint such members to the Committee to provide any member whose rights and privileges have been suspended, and any player, coach, trainer, manager, administrator, official, or team subject to disciplinary action, with a reasonable and fair opportunity to present such information and to confront such allegations of misconduct as may be relevant to the issue at hand in accordance with the USFM Disciplinary Procedures. The committee shall communicate its decisions in writing to the member and the Board of Directors.

Section 6. It is the expressed and implied intention of the Corporation that all member clubs and member leagues retain the right of self-governance within their organization but that each member club and member league shall adhere to the Articles of Incorporation, By-Laws, rules and regulations of the Corporation in all matters pertaining to interstate, regional, national and international competitions or in other soccer competitions sponsored by this Corporation. It is contrary to the purpose of the Corporation and detrimental to soccer in Maine and the soccer players in Maine who are served by the Corporation to resort to court action or the threat of court action unless and until all other avenues of relief for a resolution of the dispute through the Procedures offered by the Corporation have been foreclosed. Accordingly, any recourse to the courts of any jurisdiction by any member player, member club or member league before all of the rights and remedies provided by the Rules and Regulations of the Corporation shall have been exhausted shall be "conduct detrimental to soccer" and shall be cause for the immediate suspension of the rights and privileges of the member responsible for seeking such recourse.

Article XVII Amendments

Section 1. The By-Laws of the Corporation may be amended, added to or repealed at any general meeting by a two-thirds majority vote of the member clubs and member leagues in good standing present and voting at a meeting provided that every proposed amendment is first submitted to the Board of Directors which shall vote to either recommend or not recommend the adoption of the proposed amendment by the membership. No amendment shall be in order at any general meeting unless the substance of it has first been published to the member clubs and member leagues at least fifteen (15) calendar days prior to the general meeting at which the amendment is to be considered.

Article XVIII Annual Budget

Section 1. The Annual Budget, as proposed and approved by the Board of Directors of the Corporation in May, June or July of a given year for the next budget year beginning in September, will be posted on our website for our member clubs and leagues.

EXHIBIT B

MEMBERSHIP FEES

The Board of Directors will annually review the membership fees in the categories listed below and retain or alter the fees at any regular meeting of the Board of Directors. The Board of Directors will also set the entry fees for any and all competitions created and organized by USFM and any additional fees that the Board of Directors sees fit to levy in order to maintain the fiscal health of the Corporation. All such fees will be incorporated into the Annual Budget subject to approval by Member Clubs and Leagues at the annual general meeting.

Recreational Players

Competitive (Classic & Premier) Players

Coaches, trainers, managers, administrators or officials

Clubs

Leagues

Registrations for players, coaches, trainers, managers, administrators, and officials may be accepted throughout the year by the Executive Director but shall remain effective to July 31 and must then be renewed.