

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 City of Augusta, Kennebec 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 Amateur Soccer Association (USASA).
- Section 2. The USSF Articles of incorporation, bylaws, policies, and requirements take precedence over and supercede 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, bylaws, policies, and requirements of USSF. USFM will not join any organization that has requirements that conflict with USSF's articles, bylaws, policies, and requirements.
- Section 3. The Bylaws of the Corporation and other governing documents will be provided annually to USSF. The Corporation will submit changes to these documents to USSF for approval within 90 days of adoption. USFM will allow USSF to review the documents and procedures of USFM, on request of USSF not less than once every four years, to determine compliance with USSF bylaws.

Article III Purpose

- Section 1. The purpose of this Corporation shall be:
- a. to develop, promote, serve and administer the game 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 soccer players of all ages from youth to adults;
 - c. to encourage, support and assist in the growth and development of 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 game of soccer in Maine; and
 - f. to do any and all other acts necessary or desirable in the furtherance of the foregoing purposes and for the good 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 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 amateur 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 an amateur, Maine organization that sponsors one or more soccer teams to compete in one or more soccer leagues or tournaments but does not provide opportunities for "in-house" competition among its own teams.

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 the teams for its players and provides opportunities for its 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 five 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 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:

a. 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 written and 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.

b. 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 written and 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.

c. Clubs, 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 on a form 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 US Soccer 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 US Soccer 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. 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 competitive member players in good standing and one additional vote for every additional 200 recreational 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; 1-200 recreational players = 1 vote; 201-400 players = 2 votes; 175 recreational players and 85 competitive players = 1+1=2 votes.)
- Section 11. The Registrar shall certify the number of 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 Youth Division for member players from and including age 5 to and including age 19 and their member clubs and leagues. The Youth Division shall have two subdivisions as follows:
 1. The Competitive Youth Division for member players between the ages of 5 and 19 and their member clubs or leagues;
 2. The Recreation Youth Division for member players between the ages of 5 and 19 and their member leagues; and
 - b. The Amateur Division for member players 20 or older or any player who registers as an Amateur and their member clubs and member leagues.
- Section 14.2 The following districts shall be recognized:
- a. District I, the Northern Division
District II, the Southern Division
District III, the Metro Division
District IV, the Central Division
 - b. The boundaries of each district shall be defined according to School Administrative Units and the Counties of Maine. The Board of Directors shall review the boundaries annually after the conclusion of the fall playing season and the Board shall make such changes in the boundaries as appropriate so as to maintain relative parity in the number of competitive teams taking into account both historical data and projected growth in each district. Such boundary changes will be reported by the Board to the general membership at least 30 days before the annual general meeting and thereafter such new boundaries shall remain fixed for 12 months.
 - c. The Boundaries Committee shall consist of each District Director and Vice President of the Competitive Youth Division and the Vice President of the Recreation Youth Division. This Committee shall meet as soon after the conclusion of the fall playing season as practicable to review the existing boundaries and to recommend changes to the Board of Directors for the next playing year.
- Section 15. The number of votes any member club or league may cast in any division or district election shall be determined by the number of member players properly registered in the appropriate division or district seven days prior to the election. The Registrar shall certify the number of member players for each division or district in good standing for each member club or member league, and provide each club or league representative with a voting list containing the number of member players and votes as per Article V, Section 9 for each member club or 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 member players properly registered by the club seven days prior to said election. The registrar shall

certify the number of 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 member players and votes as per Article V, Section 9 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 March or April every year at such time and place within the State of Maine as may be determined by the Board of Directors. 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 fifteen (15) calendar days before the annual meeting, the secretary shall give written notice and agenda of the meeting to the member clubs and member leagues. The notice and agenda sent by ordinary mail to the appointed representative of a member club or member league 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 total number of votes which could be cast at a general meeting provided the number of member clubs and member leagues requesting such a meeting is not less than five (5).
- Section 7. Quorum and Voting. The quorum and voting procedures for the annual meeting shall also apply for all special meetings.
- Section 8. Notice and Agenda. At least fifteen (15) calendar days before the annual meeting, the secretary shall give written notice and agenda of the meeting to the member clubs and member leagues. The notice and agenda sent by ordinary mail to the appointed representative of a member club or member league 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.

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 eleven (11), and not more than twenty-five (25) and shall consist, at a minimum, of the following:
 - President
 - Past President
 - Vice President, Competitive Youth Division
 - Vice President, Recreational Youth Division
 - Vice President, Amateur Division
 - Treasurer
 - Secretary
 - Director of Risk Management
 - Director of District 1 (North)
 - Director of District 2 (South)
 - Director of District 3 (Metro)
 - Director of District 4 (Central)
 - Directors At-Large

The number of at-large directors may be fixed within these limits by majority vote of the member clubs and leagues present and voting at a general meeting of the Corporation (6 as of 1998).

- 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. Directors shall hold office for two years after their election or until their successors shall have been elected and qualified provided, however, that the first Directors elected shall be divided into two panels designated as panels A and B. Panel A shall serve an initial term of one year, and Panel B shall serve an initial term of two years. After the initial term, each panel shall be elected for a term of two years. 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. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the Corporation, and no notice, other than this by-law, shall be required for this annual meeting.
- Section 6. 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 7. 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 written notification delivered or mailed to him or her at his or her business or home address, by telegram 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 8. 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 9. Removal. Directors may be removed in the same manner as officers may be removed in accordance with the provisions of these by-laws.
- Section 10. 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 11. 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 12. 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 a 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 Past President; a President; a Vice President, Competitive Youth Division; a Vice President, Recreational Youth Division; a Vice President, Amateur Division; a Secretary; a Treasurer, a Director of Risk Management 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 ex officio members of the Board of Directors and shall constitute the executive committee of the Corporation.
- Section 2. Election and Term of Office. The President of the Corporation shall be elected by simple majority vote of the member clubs and member leagues in good standing represented and voting at the annual general meeting. The division Vice Presidents and the District Directors shall be elected by simple majority vote of the member clubs and leagues in good standing represented

and voting at the annual general meeting of the Division or the District. The other officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of the officers shall not be held at such annual 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. Any person so removed may appeal to the member clubs and member leagues by signed Notice of Appeal to the secretary within five (5) calendar days of the vote of the Board of Directors. A simple majority vote of the member clubs and member leagues in good standing represented and voting at a general meeting may sustain such an appeal and overrule the decision of the Board of Directors.
- 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 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. Past President. In the absence of the President, or in the event of the President's inability or refusal to act, the Past President shall perform the duties of the President, and when so acting, shall have all of the powers and duties of the President. The Past President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- Section 7. Vice President, Competitive Youth Division. The Vice President of the Competitive Youth Division shall be elected from and by the member clubs and member leagues of the Division at the annual meeting of the Division and shall preside as the chairperson of the Division Council. 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 Division at the annual meeting of the Division and shall preside as the chairperson of the Division Council. 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, Amateur Division. The Vice President of the Amateur Division shall be elected from and by the member clubs and member leagues of the Division at the annual meeting of the Division and shall preside as the chairperson of the Division Council. 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 post office 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 bylaws and its rules are forwarded to 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.

Section 12. 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 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 President or the Board.

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, enure to the benefit of his or her heirs, estate, executors, administrators, conservators or other legal representatives.

Article X Committees

Section 1. Executive Committee. The Officers shall comprise the Executive Committee. 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, one of whom shall also 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 affiliates at least fourteen (14) calendar days before the general meeting. At the general meeting after the first call for nominations, the committee shall present its slate of recommended candidates.

Before the period for nominations is closed, the presiding officer shall invite the member clubs and member leagues in good standing which are represented at the meeting to nominate any additional candidates for any positions. Such nominations from the floor shall require the concurrence of at least two (2) member clubs or member leagues in good standing which are present and represented at the meeting.

- Section 6. Division Councils. The Division Councils shall be responsible for developing and maintaining special programs to serve the needs and interests of the member players and member clubs and leagues in each division. The business of the division shall be managed by a council consisting of a vice president of the division and at least five and not more than nine councilors elected by a vote of the member clubs and member leagues in good standing in the division at a general meeting. Councilors shall hold office for two years after their election or until their successor shall have been elected and qualified provided, however, that the first councilors elected shall be divided into two panels designed as panels A and B. Panel A shall serve an initial term of one year; Panel B shall serve an initial term of two years. After the initial term, each panel shall be elected for a term of two years. The rules regarding annual and regular meetings, special meetings, notice of meetings, quorum, vacancies, removal, compensation, meetings by telecommunications and informal actions as enumerated in Article VII, Board of Directors shall apply similarly to the operation of the division councils except that any vacancy occurring in an unexpired term of a member of a council shall be filled by appointment of the Vice President of the division with the consent of a majority vote of the Board of Directors of the Corporation.
- Section 7. Officers of the Division Council. The officers of the division council shall be elected annually by the members of the council at the annual meeting of the council immediately following the annual meeting of the Division. If the election of officers shall not be held at such annual meeting, such election shall be held as soon thereafter as conveniently as possible. New officers may be created at any general meeting of the member clubs and member leagues of the division, and such positions shall be filled by a majority vote of the council at the annual meeting of the council.
- Section 8. Officers of the Competitive Youth Division Council. In addition to the Vice President of the Competitive Youth Division who shall be its chair, the officers of the Council shall include a director of the Olympic Development Program, a state cup tournament director, a budget officer, a director of communications and one or more district commissioners and such other officers as shall be established by the division membership.
- Section 9. Officers of the Recreational Youth Division Council. In addition to the Vice President of the Recreational Youth Division who shall be its chair, the officers of the Council shall include a budget officer, a director of communications, one or more district commissioners and such other officers as shall be established by the division membership.
- Section 10. Officers of the Amateur Division Council. In addition to the Vice President of the Amateur Division who shall be its chair, the officers of the Council shall include a budget officer, a director of communications, one or more district commissioners and such other officers as shall be established by the division membership.
- Section 11. District Representatives: Each division council should include one or more district representatives to represent the geographical districts of the Corporation. The district representatives shall be elected by the district councils in accordance with these by-laws and the rules of the district.
- Section 12.1 District Councils: The district council shall be responsible for developing and maintaining special programs to serve the needs and interests of the players, clubs and leagues in the district. The business of the district shall be managed by a council consisting of a district director who shall be the chairperson of the council and the presidents of each member club and league or the president's appointed representative. The rules regarding annual regular and special meetings, notice of meetings, quorum, compensation, meetings by telecommunications and informal actions as enumerated in Article VII of these by-laws shall apply similarly to the operation of the district council except that any vacancy occurring in any unexpired term of an officer of the district may be filled by appointment of the District Director with the consent of a majority vote of the district council.
- Section 12.2 Officers of the District: The officers of the district shall include the district director, a deputy registrar, a deputy treasurer, a secretary, and such other officers as may be established from time to time by the district membership. In addition, each district shall appoint one or more district representatives to serve on the standing committees of the U.S.F.M. Board of Directors.
- Section 12.3 The Terms of Office of the officers of the district shall be two years commencing from the date of the Annual General Meeting of the district except that any officer of the district may be removed by a two/ thirds majority vote of the district council whenever, in the judgment of the council, the best interests of the district will be served thereby.
- Section 12.4 Executive Committee: The officers of the district shall comprise the Executive Committee of the district. The Executive Committee of the district shall have the authority of the Council and the management of the district between meetings of the Council except as the authority of the committee is limited by these by-laws or by the operating rules of the district or by resolution of the Council.
- Section 12.5 Committees of the District: The District Council, by resolution adopted by a majority of the Council, may designate and appoint committees for such terms and purposes as the Council deems fit. Except as otherwise provided in such resolutions, the members of such committees shall be from a member club or member league from the district, and the District Director

shall appoint the members of the committee, and the District Director shall be an ex officio member of all committees. Any member of any such committee may be removed by the person authorized to appoint such member whenever, in their judgment, the best interests of the district shall be served by such removal. One member of the committee shall be appointed chair by the District Director unless the selection of the chair is otherwise provided for by resolution of the District Council or by the operating rules of the committee provided such rules have been approved by the Council.

- Section 12.6 Deputy Treasurer: The Deputy Treasurer shall have charge and custody of all, and be responsible for all, properties, funds and securities of the district, receive and give receipts for moneys due and payable to the district from any source whatsoever; deposit all such moneys and other valuable property in the name of the district at such banks, trust companies or other depositories as may be designated by the Board of Directors of the Corporation; disburse the funds of the district as may be ordered by any Board of Directors of the Corporation; render to the Board of Directors of the Corporation at regular intervals and whenever requested, an accounting of all of his or her transactions as Deputy Treasurer of the District and of the financial condition of the District. In addition, the Deputy Treasurer shall perform all of the duties incident to the office of Deputy Treasurer and such other duties as, from time to time, may be assigned to him or her by the Treasurer of the Corporation or by the Board of Directors of the Corporation.
- Section 12.7 Deputy Registrar: The Deputy Registrar shall be responsible for receiving and maintaining a record of all member players, coaches, trainers, managers, administrators, and officials and teams as directed by these by-laws and by the rules of the Corporation and the rules of the District; keep current and historical records of all the player registrations and certify those players who are eligible to participate in programs, tournaments, and other events sponsored by the District; serves as a liaison regarding all registration matters with the Registrar of the Corporation; and otherwise perform all such other duties incident to the office of Deputy Registrar and such other duties as may, from time to time, be assigned to him or her by the Registrar or the Board of Directors of the Corporation.
- Section 12.8 Secretary: The Secretary of the District shall keep the minutes of the meetings of the Council and of the Executive Committee; give all notices in accordance with the provisions of these by-laws or the operating rules of the District; be custodian of the District's records and keep a register of the mailing addresses of each member club and member league and the presidents and other officers of each club and league in the District; and in general, have such other powers and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the District Director or the District Council.
- Section 12.9 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 Council and of the Executive Committee of the District and shall perform such other duties as may be prescribed by the Board of Directors of the Corporation and by the District Council from time to time.

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. 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 Administrator 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 may, from time to time, be assigned by the Board of Directors. The director of coaching shall serve a term of one year and may be re-appointed by the Board of Directors.
 - b. State Referee Administrator. The State Referee Administrator shall be responsible for organizing and conducting referee courses for referee licensing within the State of Maine. In addition, the SRA shall be responsible for assigning referees to all matches of state cup tournaments 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. In addition, the SRA shall perform such other tasks and duties as may be assigned, from time to time, by the Board of Directors. The SRA shall serve a term of one year and may be re-appointed by the Board of Directors.
 - c. 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 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, the United States Soccer Federation, and Soccer Maine 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. The Executive Director shall serve a term of one year and may be re-appointed by the 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 for all clubs and leagues:

- a. The Organization must have 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.
- b. The officers of the organization must, at a minimum, include a President, treasurer and registrar.
- c. 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.
- d. The organization must pay to the Corporation the membership fee before its application for membership may be approved by the Board of Directors.
- e. The organization must identify the names, positions, telephone numbers and mailing addresses of its President, treasurer and registrar and the date each individual's term expires.
- f. 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.

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 Registrar subject to appeal to the Board of Directors.
3. The Registrar shall approve the name requested by the member unless it is substantially similar or duplicates the name of another member, 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 the 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. Conflicts which now exist 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 Registrar 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 Registrar. 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 Registrar 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 August 31, 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 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. The failure to file such a Notice of Appeal 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. The failure to file such a notice within ten (10) days shall be grounds for automatic dismissal of the appeal. Appeal beyond USFM is to 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. 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 by the Board of Directors of the Corporation, will be put before the member clubs and member leagues in good standing to be voted upon for approval at the Annual General Meeting or a Special Meeting as described in Article VI, Section 6.

EXHIBIT B
MEMBERSHIP FEES

The following registration/membership fees shall be established for all players, coaches, clubs and leagues for the 1998-99 season:

	<u>Youth</u>		<u>Adult</u> (Amateur)
Recreational Players	\$ 6/yr		
Competitive Players	\$ 13/yr	Players	\$ 8/yr
Coaches, trainers, managers, administrators, or officials	-0-	Coaches, trainers, managers, administrators, or officials	-0-
Clubs	\$ 100/yr	Clubs	\$ 50/yr
Leagues	\$ 50/yr + \$5/team	Leagues	\$ 50/yr + \$5/team
		Teams	\$ 50/yr

An adult is a player who has reached the age of nineteen (19) years prior to August 1 immediately preceding the start of any seasonal year, or a youth player who first registers with the youth division and then obtains permission from the Maine state organization to play in the Amateur division on a Youth pass.

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