

March 10, 2011 FINAL

MILLBURN SOCCER CLUB

BY-LAWS

**Amended and Restated
March 10, 2011**

Article I: Name

The name of the organization, which is a New Jersey Corporation, shall be the “Millburn Soccer Club”, sometimes referred to herein as the “Club” or “MSC”.

Article II: Purposes

(a) The purposes of the Club are: to develop, promote, teach and administer the game of soccer for dedicated and committed youth (boys and girls under the age of 19) through high-level soccer instruction and training and league and tournament competition; to promote and teach sportsmanship; and to promote the principals of the SAGE (Set A Good Example) program.

(b) The Club has been formed exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time. The Club has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Club is distributable to, or shall inure to the benefit of, its members, Directors or officers, except to the extent permitted under federal and New Jersey state law.

Article III: Board of Directors; Officers

(a) Number. The Club shall have at least thirteen (13) Directors (each a “Director” and collectively the “Board of Directors”).

(b) Officers. Four of the Directors shall also be Officers. The Officers shall be a President, a Vice President/League Liaison, a Treasurer and a Secretary. Upon a vote of two-thirds (2/3) of the Directors, the number of Offices may be increased or reduced and the duties in respect of each such Office may be changed. A list of the then-current Offices, together with a description of the duties of each such Office, shall be attached to these By-Laws as Schedule A and amended from time to time in accordance herewith. All Officers, in connection with their specific duties, shall seek to uphold and promote the purposes of the Club.

(c) Term.

(i) The term of office of each Director shall be two (2) calendar years, commencing upon the Annual Election (as defined below). If any Director shall resign, or be removed pursuant to Article III(i) prior to the expiration of such Director's term, the Board of Directors may appoint a replacement for the balance of such Director's term upon a majority vote of the remaining Directors.

(ii) The term of office for an Officer shall be one (1) calendar year.

(d) Annual Election. The Directors shall be elected by majority vote of such Members who cast their vote pursuant to Article IV(d) at the General Meeting (as defined below) held each spring (the "Annual Election"). The Directors shall then select the President, who shall then appoint the Officers.

(e) Meetings. The Board of Directors shall hold regular meetings, at least 2 times per year, at such dates, times and locations as are set by the President, upon at least five (5) days' notice to all Directors. A special meeting of the Board of Directors may be called by the Secretary upon at least three (3) days' notice to all Directors upon the written request of at least two (2) Directors, not including the Secretary (the foregoing notice provisions can be shorted by consent of all Directors).

(f) Quorum. A majority of the then-sitting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If at any meeting of the Board of Directors less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

(g) Voting. Any vote of the Board of Directors shall be conducted in accordance with this Article III(g). Each Director shall have one vote. A majority vote, or if these By-Laws otherwise require, a two-thirds (2/3) vote, of all the Directors present at a meeting at which a quorum is present shall be considered an act of the Board of Directors. The Board of Directors may vote or take action without a meeting, provided that such vote or action is consented to in writing by of all Directors. The Board of Directors shall formally ratify any such vote or action, and the Secretary shall record same in the minutes, at the next following meeting of the Board of Directors.

(h) Responsibilities. In addition to the individual responsibility of each Director and/or Officer to perform the specific duties of the Office to which such Director is elected and/or appointed, the Board of Directors collectively shall be responsible for (a) establishing, amending and enforcing these By-Laws and such policies and regulations that the Club may impose; (b) taking such action as permitted or required by these By-Laws, by law, or as otherwise necessary or desirable in order that the Club pursue its purposes; and (c) ratifying or rejecting Club policies, and the actions or proposals of any individual Director, Officer or Committee.

(i) Removal. Any Director may be removed from office by the affirmative two-thirds vote of the Board of Directors then sitting. Any Director may also be removed for cause by a majority vote of the members of the Club at its annual meeting or at a special meeting of the Club called in accordance with these By-Laws

(j) Committees.

(i) Formation. The Board of Directors may, from time to time, form committees to operate the Club and pursue its purposes (each, a "Committee"). The powers, membership and objectives of each Committee shall be specified by the Board of Directors at such time as the formation of such Committee is authorized by the affirmative two-thirds (2/3) vote of the Board of Directors. The members of the Committee shall function until further notice or the annual reorganization meeting of the MSC, which ever is sooner.

(ii) Limitations. All actions of any Committee shall be subject to the ratification or rejection of the Board of Directors, and at no time shall any Committee exceed the limitations of its powers as specifically vested therein by the Board of Directors at the time of formation. No Committee may incur any cost, obligation or liability which would attach to the Club without approval by the Board of Directors.

(iii) The Committees established by the Directors are identified on the attached Schedule B, which schedule may be amended from time to time in accordance with this Article III(j).

Article IV: Membership; Voting; Meetings

(a) Members. All players then currently registered with the Club, and who have paid the required fees and dues, shall be deemed “Members” of the Club. With respect to the voting of Members as set forth in these Bylaws, there shall be only one vote per Member household, which vote shall be cast by an adult representative of such Member household, regardless of how many Members may reside therein. Any reference to “vote of the Members” shall be deemed to mean “vote of the Member households”.

(b) Managers. Prior to the beginning of the fall season, the Board of Directors shall select and designate for each team one (1) or more adult Managers (each, a “Manager”) to serve for that year. Managers may be removed from a team upon a two-thirds (2/3) vote of the Board of Directors.

(c) Voting of the Members. The Annual Election of Directors shall be conducted by a vote of the Members, as well as any other matter designated as subject to a vote of the Members by the Board of Directors or these By-Laws. Such votes shall be taken during General Meetings (hereinafter defined). No quorum is required for a vote of the Members.

(d) General Meetings. The Club shall hold at least one (1) meeting each year (preferably in the February timeframe) which shall be open to all Members and Managers, on such date, and at such time and location as determined by the Board of Directors (each a “General Meeting”). The Board of Directors shall provide the Members and Managers with at least fourteen (14) days’ prior written notice of all General Meetings, and include in any such notice a description of all substantive actions to be taken at such General Meeting. The Annual Election of Directors shall occur during a General Meeting. General Meetings shall include reports by the Board of Directors, the taking of any required votes, and the transaction of any other business as determined by the Board of Directors. Any Critical Action being contemplated by the Board of Directors must be presented to a General Meeting for discussion and comment before such Critical Action may be adopted by the Board of Directors. As used herein, a “Critical Action” shall mean (a) any action requiring the expenditure of an amount in excess of 33% of the Club’s annual income for the previous year, (b) the discontinuance or significant reduction of any particular then-existing program of the Club, or (c) the addition of any proposed program which would significantly alter the character or membership of the Club.

Article V: Players, Managers, Teams

(a) Membership Qualification. Membership in the MSC is open to all who are interested in, and act consistently with, the purposes for which the MSC was established and who pay the required fees and/or dues, and are accepted through the tryout process onto a team.

(b) Out of Town Players. Although Members generally shall be residents of Millburn Township, non-residents may become Members. The Coaching Committee shall take into consideration (i) availability of township players, (ii) affect on other teams in the same age group and (iii) competitiveness of the team in question, and the Committee's decision shall be subject to approval or rejection by the Board of Directors.

(c) Player Registration; Conduct; Removal. All players must be properly registered for play, regularly attend practices, scrimmages and games and comply with all rules and regulations of the team, Club, league and any other applicable soccer governing body. Any player who fails to meet these requirements, or whose conduct does not comport with the purposes of the Club, SAGE or good sporting conduct in general, may be removed, suspended, or disciplined, upon the recommendation of a Board member and the approval by vote of the Board of Directors. Any such player may be reinstated by the Club upon the recommendation of a Board Member and approval by vote of the Board of Directors.

(d) All parents of players and their other household members and guests must conduct themselves in a manner that is considered good sporting conduct and in accordance with SAGE. All such persons shall refrain from coaching or giving instructions from the sidelines, and failure to do so, or engaging in any other inappropriate conduct may subject the player to sanctions pursuant to Article V(d).

(e) Trainers. All teams will be trained by professional trainers. All trainers must meet the minimum mandatory licensing requirements of the New Jersey State Youth Soccer Association and/or any other applicable league. No trainer assigned to a team for a particular year shall offer or provide "private training" to any player on such team; provided that this prohibition shall not apply to camps and clinics open to players generally.

(f) Tryouts. The Club shall have open tryouts that are mandatory for all players, including current players. The Club shall publicize the tryouts in advance and shall provide the criteria by which players will be evaluated.

Article VI: Miscellaneous

(a) Books and Records. The Treasurer, and any other individual Officer whose duties require it, shall maintain true, correct and complete records of the Club's transactions and accounts (the "Financial Records"). The Secretary shall take and maintain minutes of all meetings of the Board of Directors, General Meetings and Managers meetings (the "Minutes"). The Financial Records, Minutes, Members list, Managers list, Club policies and other relevant Club documents (collectively, the "Club Documents") shall be centrally stored by the Club, if the Club maintains an officer or equivalent location, or shall otherwise be maintained by the appropriate Officer and immediately delivered to any successor to such Officer.

(b) Fiscal Year. The fiscal year of the Club, for accounting purposes and the filing of all tax returns, shall be the calendar year.

(c) Gifts. The Club may accept any donation, contribution, gift or bequest from any individual or entity, except in violation of law. The Club shall not accept any such donation, contribution, gift or bequest that is restricted in nature, if such restriction is based upon or in any way related to the gender, ethnicity, religious or sexual preferences of the Members or Managers, or would otherwise be deemed reasonably discriminatory. If such restrictions are related to any particular program of the Club, the Club may accept same upon the vote of two thirds (2/3) of the Directors. No Director, Officer, or Manager shall receive any personal gift, payment or financial benefit, on behalf of the Club, unless same is made available to all Members. No team may contract with any entity for sponsorship of such team, or conduct any fundraising event which is not for the benefit of the Club as a whole, unless approved in writing by the Board of Directors.

(d) Indemnification. The Club shall indemnify, protect, defend and hold harmless all Directors and Officers from any claim, damage or cost arising out their service in such capacity to the Club, including the costs of any attorney's fees incurred by such Directors or Officers. This obligation shall survive the expiration of such Director's or Officer's term. All Members, parents, Managers, Officers and Directors agree to exhaust all administrative remedies within the Club prior to utilizing outside legal counsel.

(e) Notice. Any individual to whom notice is required to be given, of a meeting or otherwise, under these By-Laws or under applicable law, may waive such requirement in writing, either before or after the time such notice was required to be given.

Article VII: Amendments

Any proposed amendment to these By-Laws may be introduced by a current Member, parent, Manager or Director, which proposal shall be submitted to the Board of Directors for review. If approved by two-thirds (2/3) of the Directors, the proposed amendment shall be adopted.

SCHEDULE A --- OFFICERS

The duties of the Officers are set forth below.

President. The President shall be the principal executive officer of the MSC and shall preside at all meetings of the Board of Directors, General Meetings and Managers meetings, and represent the Club with respect to interactions with the Township of Millburn and other athletic clubs and organizations (unless such interaction directly falls under the duties of another Officer). The President may sign any instrument or document required for the conduct of the MSC. The President shall report on the affairs of the MSC to the Members at each General Meeting.

Vice President/League Liaison. The VP/League Liaison shall perform the duties of President in the absence of the President or the President's inability to act. The VP/League Liaison shall be responsible for the registration of all teams sponsored by the MSC with the applicable leagues and state associations and maintain all necessary records. The VP/League Liaison shall act as the liaison with the state and league associations and oversee and coordinate all of the administrative requirements under the rules and regulations. The VP/League Liaison shall also solicit input from and discuss team flighting with the team trainers and Managers.

Vice President/Coaching. The VP/Coaching shall be the Chair of the Coaching Committee and responsible for the oversight of team trainers.

Secretary. The Secretary shall (a) keep and maintain the Minutes, the Members list, the Managers list, and copies of all Club Policies; (b) correspond with the Members, parents, Managers and Officers as necessary or desirable to publish the dates and subject matter of all meetings and otherwise inform same of relevant Club information or news; (c) manage all general correspondence to and from the Club not specifically relating to any other Office

Treasurer. The Treasurer shall (a) be responsible for the collection of all Club fees and dues; (b) deposit and prudently manage same in an account or accounts in the name of the Club; (c) keep accurate accounts of all financial transactions; (d) render reports to the Board of Directors upon request, and an annual report to a General Meeting at least once per year; (e) file all required local, State and Federal tax returns and filings with the New Jersey Secretary of State; (f) pay all bills of the Club; and (g) coordinate with other Officers in the

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preparation of Club Policies regarding financial matters, and formation of any budget. The Treasurer is authorized to sign checks and instruments on behalf of the MSC. During the Spring the Treasurer shall prepare and distribute to the Directors an estimated proposed budget for the next year.

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SCHEDULE B -- COMMITTEES

Nominating/Election Committee. The President shall appoint a Nomination/Election Committee each year, sufficiently in advance of the Annual Election, whose task shall be to run such Annual Election. The Chair of the Committee shall be a Director of the MSC and the Committee shall include at least 2 non-Directors. The Committee shall seek input from the Board of Directors and the general membership to identify qualified nominees. The Committee shall timely submit a report containing its recommendations of persons to fill Director vacancies that occur and are not otherwise filled by appointment under the terms of the By-Laws. The report shall be submitted to the President and Board of Directors. The Board of Directors shall then submit its recommended slate of candidates of Directors to the Members of the MSC in advance of the Annual Election meeting. The Members may “write in” votes for a Member parent in good standing with the Club even if that person’s name was not recommended in the Committee’s report.

Coaching Committee. Comprised of the MSC President, VP of Coaching (Chair of the Committee) (who shall be appointed by the President) VP/League Liaison and 2 Directors appointed by the President. In addition, the MSC President shall appoint a non-voting member of the Coaching Committee.

(a) The Committee shall be responsible to act as the liaison between the Club and the trainers, to recruit, select and oversee the training and proper licensing of trainers.

(b) The Committee shall be responsible for developing guidelines and procedures for a tryout process for all players, and a list of the criteria that will be considered in evaluating players, which shall be submitted to the Board of Directors for approval. The Committee shall also be responsible for implementing and coordinating the approved tryout process and comprising a proposed list of players for each team, which shall be submitted to the Board of Directors for approval. The tryout process shall be explained, in advance, to all interested parties and shall be posted on the MSC’s internet website. The Committee shall identify to the Board instances in which the recommended placement of a player on a team is inconsistent with the player’s evaluation based upon the criteria set forth in Paragraph (b) above.

(c) The Committee shall be responsible for compiling a proposed list of trainer team assignments, which shall be submitted to the Board of Directors for approval.

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