

***THIRD AMENDED AND RESTATED
CONSTITUTION AND BY-LAWS
OF THE
COMMACK SOCCER LEAGUE, INC.***

DATE: FEBRUAY __, 2013

First Amended and Restated as of 05/05/04
Second Amend and Restated as of March 4, 2009

ARTICLE ONE.

ORGANIZATION

- 1). The name of this organization shall be **THE COMMACK SOCCER LEAGUE INC.**, (hereinafter, the “Club” or “CSL”).

- 2). The Club shall have a seal, which shall bear the name of the Club and the date of incorporation. The seal may be altered or modified by a majority of the Board of Directors.

- 3). The Club may at its pleasure by a vote of the membership body change its name.

- 4). All references in these By-Laws to the pronoun he shall be interpreted to be a person of either gender.

ARTICLE TWO

PURPOSE OF ORGANIZATION

The following are the purposes for which this Club has been organized:

1. It shall be the object of this Club to foster, promote and advance the cause of junior soccer and to guard the interests of its teams. Further it shall be the object of this Club to foster, promote and advance the cause of junior soccer within the territory defined as The Commack School District #10 and its surrounding areas.
2. To administer and organize the game of soccer for its members, to actively participate in or collaborate with other Clubs (organizations) that have similar objectives, and to promote, develop, and enhance the game of soccer within Commack, New York.
3. To provide an opportunity for advanced players who are interested in, and committed to, playing soccer at the highest level of completion, to benefit from

high level experienced coaching and to experience the benefits that come from competing and playing with other players with the same level of dedication to the game of soccer.

4. With a consistent message of the importance of individual development as well as teamwork and fair play, the Club will strive to build and develop the necessary skills in all Club players to enable them to effectively contribute to the success of their teams, present and future, both on and off the field.

ARTICLE THREE

MEMBERSHIP

1. Membership in this Club shall be open to all who are (i) parents of a participant (a player or players under the age of eighteen (18) who attend an educational school (public or private) in Commack or its surrounding area, (ii) a parent or guardian of a player or players who are non-residents of Commack or its surrounding area but attend an educational school (public or private) outside the town of Commack in the Commack Soccer League and (iii) any and all persons over the age of eighteen (18) who are residents of the Town of Commack, County of Suffolk.
2. It is the goal of the Club to provide opportunities to Commack residents above all other players. However, if not enough Commack players are available to form a travel, RPL or NPL team in such numbers as may be necessary to provide a playing opportunity for Commack residents, a Club travel, RPL and NPL team may include any number of players who do not reside in Commack, assuming a waiver is approved by the Board of Directors.
3. In addition, the membership shall include all officers, members of the Board of Directors, coaches, and all other persons approved by the Board of Directors.

At general meetings, each member shall have a vote (except as set forth in Articles Four< Five and Seven herein) except there shall be one vote per family regardless of the number of

children participating in the League. In the event an officer or member of the Board of Directors has a child who is participating in the League, said officer or member of the Board of Directors shall be entitled to a vote in addition to his or her family vote.

ARTICLE FOUR

ANNUAL MEETING

The annual membership meeting of the Club shall be held in January of each year on a date to be fixed by the Board of Directors. The secretary shall cause to be posted on the Club website the Notice of the time, place and purpose of said meeting not less than ten (10) nor more than thirty (30) calendar days prior to the annual meeting. The newly elected Board of Directors shall take office beginning with the next monthly meeting in February, or thereafter by approval of the Board.

Additional membership meetings must be held if:

1. A resolution calling for such a meeting passed by a majority of the Board of Directors at a duly constituted meeting of the Board or
2. Ten Percent (10%) of the membership or 20 voting members, whichever is the lesser, shall petition the league for such a meeting or
3. The president of the League calls such a meeting.

The date, time, and place of the meeting shall be fixed by the Board of Directors and shall be held no more than 30 calendar days after the meeting has been called by the President, Board of Directors or receipt of the Petition.

Petitions for the holding of such meetings shall be in writing and delivered to the Secretary of the Club by registered or certified mail, return receipt requested.

Notice of any such meeting shall be posted on the league website at least 10 days prior to the special meeting date and shall include the date, time, and location of said special meeting.

Said notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

The presence of not less than Ten (10%) percent of the membership or 20 voting members, whichever is less, shall constitute a quorum and shall be necessary to conduct the business of this Club at any meeting.

If a quorum is not present, the meeting may be adjourned by those present not less than two weeks or not more than four weeks from the originally scheduled meeting. A new notice of the meeting to all members is required as set forth above. A quorum as hereinbefore set shall be required at any adjourned meeting.

The meetings shall be governed by Roberts Rules of order.

ARTICLE FIVE

VOTING

Voting for election of officers and members of the Board of Directors shall be by closed ballot. All other voting shall be by a show of hands, unless a closed ballot is otherwise required herein or requested by a majority of the votes cast by the voting members present.

Where a closed ballot is required, a ballot shall be provided which shall not have any mark or marking that might tend to indicate or identify the person who cast such ballot.

The within voting requirements shall apply to all meetings.

At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of two (2), none of which shall be members of the Board of Directors who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

Furthermore, no member of the committee shall be a candidate for office or shall have a personal interest in or be the subject of the question voted upon.

ARTICLE SIX

MEETING AGENDA

The annual membership meeting shall have the following agenda and shall be conducted in the following order:

1. Roll Call
2. Reading the Minutes of the preceding meeting
3. Reports of Officers
4. Report of the Coordinators, as needed
5. Old Business
6. New Business including elections
7. Special reports
8. Other
9. Adjournments

All other meetings shall be conducted pursuant to the notice as required by Article Four herein.

ARTICLE SEVEN
BOARD OF DIRECTORS

The business of this Club shall be managed by a Board of Directors consisting of up to fifteen members). The Board of Directors shall have as members all duly elected officers of this Club, and, in addition, the immediate two past presidents who shall automatically become members of the Board of Directors. At least one (1) of the directors elected shall be a resident of the State of New York and a citizen of the United States. Each board member must be at least eighteen years of age.

The members of the Board of Directors shall be elected by ballot at the annual meeting of the League. They shall hold office for two years and may be eligible for re-election. Elections shall be held on a staggered basis so that no more than a majority of director's positions will be up for election at any one time and the election of officers shall comply with Article Five of the By-Laws. No person(s) shall be eligible for nomination nor be able to hold the position on the Executive Committee unless he or she shall have attended at least seventy (50%) of the general Board Meetings.

The Board of Directors shall have the control and management of the affairs and business of this Club. The Board of Directors may only act in the name of the League during regularly convened meetings upon due notice to all the directors of such meeting by the president of the League.

A majority of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held once a month except July and December. The President shall have the authority to set the date, time, and place of the meeting each month.

Each director shall have one vote and such voting may not be done by Proxy.

The Board of Directors meetings shall be governed by Roberts Rules of Order. The President,

upon motion and approval by a majority of the Board of Directors, may appoint up to three additional members to the Board of Directors to serve until the next election. Vacancies of the Board of Directors shall be filled by appointment by the President and approved by a vote of the majority of the remaining members of the Board of Directors.

The President of the Club by virtue of his office shall be chair of the Board of Directors.

A Director may be removed for cause. The Board of Directors upon a majority vote of its remaining members may entertain charges against one of its members and set a hearing on the charges. The accused director may have counsel at the hearing. The Board of Directors shall adopt such rules at its discretion consider to be necessary for the hearing. After completion of the hearing, a (2/3) two-thirds majority of the voting members present at the hearing, not including the accused member, is required to remove a director.

The Board of Directors shall transact all business of the League. It shall have the power to enforce the laws of the game, the By-Laws and rules of the Commack Soccer League. The Board of Directors shall have the power to settle all disputes or protests in accordance with league rules and regulations.

The Board of Directors shall have the power to set and enforce all policy regarding team uniforms and equipment and of the obtaining the same.

No outside venture, participation in a tournament and no individual team, participant or official may schedule any game or practice session outside of the League without the approval of the Board of Directors.

Any member or officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

If the office of any Board of Director, member of a committee or officer becomes vacant for any reason, the remaining directors in office, though less than a quorum, by a majority vote, may elect a successor who shall hold office for the unexpired term and until his successor shall be elected and qualified.

Any Officer or Director may be removed from the Board of directors with or without cause at any time by the affirmative vote of 2/3 majority of the members entitled to vote or two thirds of all directors or officers present at a special meeting of the Board of Directors called for that purpose, for one or more of the following reasons (i) conduct detrimental to the interest of the Club, (ii) lack of sympathy with Club's objectives, (iii) refusal to render reasonable assistance in carrying out the Club's purpose, or (iv) behavior antagonistic to the objectives of the Club. Any one or more directors may be removed for Cause (as hereinafter defined) by the Board of Directors. For purposes hereof, the term "Cause" means (a) felony conviction, (b) imprisonment, (c) embezzlement of funds, (d) improper use of corporate funds, (e) self dealing, (f) intentional misconduct which is harmful to the Club. Any such officer or Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE EIGHT

OFFICERS

The officers of the Club shall be as follows:

President

Vice President of Administration

Vice President of Operations

Secretary

Treasurer

President:

The President shall be the chief executive officer of the League shall have all such powers as may be reasonably construed to belong thereto. The President shall preside at all membership meetings and be chair of the Board of Directors.

The President shall have the power to appoint and remove all coordinators, chairpersons and members of each committee, temporary or permanent.

The President shall serve as ex-officio member of all committees or may assign such membership to one of the Vice Presidents.

The President may be one of the officers who shall countersign the checks or drafts of the League as drawn by the Treasurer.

The President shall present at each annual meeting of the Club an annual report of the work of the Club. The President shall be responsible for the maintenance of all books, reports, and certificates required by law and see to it that they are properly kept or filed.

The President shall pass upon and approve all bills or invoices to be paid by the League.

The President shall have the rights to cast the deciding vote where there had been a tie vote at all League meetings, committee meetings and Board of Director meetings. Nothing herein shall be construed to prevent the President from abstaining at such a vote.

The President shall appoint member(s) to the Board of Directors to fill vacancies, which occur during the term of office of a Director subject to Article Seven of the by-laws.

The President shall appoint all delegates to all soccer Clubs, Leagues, associations, meetings, conventions and/or conferences.

The President shall twice a year appoint an auditing committee to go over the Treasurer's book to certify the accuracy of the books and the Treasurer's reports. The Auditors committee must consist of auditor(s) or accountant(s) by profession, not a member of the Board of Directors or an officer of the League. In addition, the committee shall consist of a member of the Board of Directors who is also not an officer of the League.

The President shall appoint a finance committee, the chairman of which shall be a member of the Board of Directors and not an officer of the League.

Vice -President:

The Vice president shall in the event of the absence or inability of the president to exercise his office become acting president of the Club with all the rights, privileges and power as if he had been duly elected president. Where there shall be two Vice Presidents, the Vice president of Administration shall preside and if he shall not be present, then the Vice President of Operations shall preside.

Vice-President for Administration

The Vice President for Administration shall be responsible for the following:

- a. To recommend to the President, the appointment of Divisional Chairmen and Coaches.
- b. Shall act as Chairman of the Protest Committee.
- c. Shall supervise registration of all participants.
- d. He shall supervise and recommend with respect to all insurance matters.
- e. He shall be a member of the finance committee.
- f. He shall serve on such committees as appointed to by the president.

Vice-President For Operations:

The Vice-President for Operations shall be responsible for the following:

- a. Shall recommend and prepare the League playing schedule
- b. He shall recommend the Referee Coordinator and shall supervise the activities of the Referee Coordinator.
- c. He shall supervise the procurement and maintenance of all playing fields.

- d. He shall supervise the procurement, management and safekeeping of all equipment.
- e. He shall be a member of the finance committee.
- f. He shall serve on such committees as appointed to by the president.

Secretary:

The Secretary shall have the charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the corporate seal. He/She shall attend and keep the minutes of all meetings of the Board of Directors and members of the Club. He/She shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Club, showing their places of residence, and such books shall be open for inspection as prescribed by law. He/She may sign with President, and in the name and on behalf of the Club, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he/she may affix the seal of the Club. He/She shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such duties as may be assigned to him/her by the Board of Directors. The Secretary shall be a member of the Board of Directors and shall be responsible for filing with the State of New York, for updating public records as necessary, and shall maintain a current copy of the IRS 5013© form in the Club repository.

Treasurer:

The Treasure is responsible for all financial matters of the Club. Duties include managing all monies collected and disbursed, managing and reconciling Bank accounts, maintaining detailed financial records in accordance with recognized generally accepted accounting principles, conducting an annual financial audit, completing required tax and regulatory filings, preparing an annual budget, and reporting to the Board on a regular basis on financial matters. The Treasurer shall submit a semi-annual report of the finances to the finance committee. The Treasurer shall be one of the officers who shall sign checks or drafts of the Club. All check or drafts of the league must be counter-signed by the Treasurer. The Treasure is a member of the Finance Committee and the Club's Executive Committee.

The Treasurer shall render written accounting of the finances of the Club as required by the Board of Directors **at each monthly board meeting** (*but no less than every three months.*) The reports shall be physically affixed to the minutes of the Board of Directors of such meeting and shall become a part thereof.

INDEMNIFICATION OF DIRECTORS

The Club shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the league or served another league in any capacity at the request of the Commack Soccer League, to the fullest extent permitted by law. The league may purchase and maintain indemnity insurance to the extent permitted by law.

The indemnification of any person provided by this Article shall continue after such person ceases to be an officer or director of the league as the case may be, and shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

The league shall advance or promptly reimburse upon request any person entitled to indemnification hereunder all expenses, including reasonable attorneys' fees and disbursements, reasonably incurred by such person in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by such person to repay such amount if, and only to the extent, such person is ultimately found not to be entitled to indemnification.

ARTICLE NINE

COMPENSATION & FINANCES

No officer or member of the Board of Directors shall be entitled to receive any salary or compensation by reason of his or her office.

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion, may determine to be necessary in the conduct of the business of the Club. No member of the Board of Directors shall be permitted to receive any compensation from the League for their services, whether directly or indirectly, nor shall they be permitted to do any business with the League or be an employee of the company doing business with the League and receiving compensation. The Board of Directors may authorize the purchase of materials or services from any company that a board member owns, operates, or is employed by after a 2/3 vote of the board members present. It is expressly understood that such exceptions must be in the best interests of the Commack Soccer League to qualify for such an exemption.

Competitive bids are strongly recommended for all major purchases. The Treasurer shall be responsible for filing the appropriate tax returns each year.

ARTICLE TEN

COMMITTEES

All committees of this Club shall be appointed by the President and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the president.

The permanent committees shall be:

- A. Finance Committee
- B. Registration Committee
- C. Protest Committee
- D. Publicity Committee
- E. Membership Committee
- F. Nominating Committee

ARTICLE ELEVEN

DUE AND FEES

The dues and/or registration fees of the League shall be set by the Board of Directors.

ARTICLE TWEELEVE

AMENDMENTS

Amendments to the By-Laws shall be presented in writing and shall be proposed by the Board of Directors or by Ten (10%) percent of the membership or Twenty (20) members, whichever is less and be filed with the Secretary. Such amendments may be acted on at the annual meeting of the League or at any special meeting of the League called for that purpose. Copies of the proposed amendments shall be mailed to each member along with notice of the meeting at least Ten (10) days prior thereto. An affirmative vote of two-thirds of those eligible members present and voting shall be necessary to adopt any amendment.

ARTICLE THIRTEEN

EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the President, Vice President for Operations, Vice -President for Administration, Secretary and Treasurer, two immediate past Presidents, and Travel Registrar.

The Executive Committee shall be for the purpose of running the league on a day to day basis between meetings of the Board of Directors or where it impractical or impossible to call a meeting of the Board of Directors.

The Executive Committee shall act during emergencies and have the power to make decisions on behalf of the Board of Directors. All such decisions shall be reported to the Board of Directors and shall be binding on the League unless overruled by the Board of Directors.

The Executive Committee shall have the right to set agenda's for the Board of Directors meetings and propose new league policies at said meetings.

No persons shall be eligible for nomination nor be able to hold the position on the Executive Committee unless he or she shall *be a current member of the Board of Directors* and have (i) attended at least seventy (70%) of the general Board Meeting and (ii) if applicable attended at least seventy (70%) of the prior year Executive Board Meetings.

ARTICLE FOURTEEN

ELECTION OF OFFICERS

The officers shall be elected by ballot at the annual meeting of the League. They shall hold office for two years and may be eligible for re-election. Election shall be held on the staggering basis so that the President, Vice President for Administration and Treasurer shall be elected in odd years and Secretary and Vice President for Operations shall be elected in even years. No persons shall be eligible for nomination nor be able to hold the position of Officer unless he or she shall have (i) attended at least seventy (70%) of the general Board Meeting. Failure to attend the minimum number of meetings may constitute sufficient reason to consider exclusion of that Board Member from next year's slate of nominees for the Board.

Each Member shall be entitled to one vote, in person provided that that person or a member of his or her family at attended at least seventy (70%) of the general Board Meeting, except the Office of Secretary.

Election shall be held at the annual meeting and new officers shall officially take office January 1, immediately following their election. All elected officers for the fiscal year shall be members of the Board of Directors.

ARTICLE FIFTEEN

ROBERTS RULES

Roberts Rules of order shall govern all league meetings and the Board of Directors' meetings unless the within By-Laws provide otherwise.

ARTICLE SIXTEEN
RULES AND REGULATIONS

The Rules and Regulations of The Commack Soccer League are hereby adopted by the Board of Directors and are hereby incorporated by reference and shall be deemed a part of the By-Laws of The Commack Soccer League Inc. as same are amended from time to time.