



LENAPE VALLEY SOCCER CLUB, INC.

A nonprofit corporation of the State of New Jersey

Amended and Restated BY-LAWS

ADOPTED on February 2, 2017

LENAPE VALLEY SOCCER CLUB, INC.

BY-LAWS

ARTICLE I - GENERAL

Section 1.01 – Name - The legal name of this corporation is “Lenape Valley Soccer Club, Inc.” The organization shall be known as the “Lenape Valley Soccer Club,” hereinafter referred to as “LVSC.”

Section 1.02 – Affiliations - The LVSC shall be affiliated with the United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA), and the New Jersey Youth Soccer Association (NJYSA). The LVSC may also be affiliated with any league, including but not limited to the Morris County Youth Soccer Association (MCYSA), the Rockaway Valley Soccer League (RVSL) and the Sussex County Recreation League (SCRL), whose purpose is to provide soccer competition.

Section 1.03 – Purpose - The LVSC has been established for the purpose of:

(1). The Corporation is organized and shall be operated consistent with Section 509(a)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or any corresponding provision of any future federal tax law, as long as such organization shall qualify as an organization described in Code Section 501(c)(3) or an entity to which contributions may be deductible under Code Section 170(c)(2). Consistent with the foregoing, the Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of Code Section 501(c)(3) or corresponding provision of any future federal tax laws. More specifically, in furtherance but not in limitation thereof, the purposes for which the Corporation is organized include the following:

(a) Providing the youth of the Byram, Stanhope and Netcong area an opportunity to promote the appreciation of soccer by the teaching and developing of players’ skills necessary for team play and good sportsmanship as well as providing an equal opportunity for the development of individual players. These opportunities are to be made available to any youth who wants to play, regardless of their ability. Prime consideration shall always be for the development and ongoing advancement of the youth.

(b) Providing qualified coaching, and at the discretion of the Board of Directors, professional training to develop and enhance every youth’s soccer skills to his or her maximum potential, not only individually but as part of a team. Coaches are expected to foster an atmosphere, which contributes to the positive self-esteem of each player; respect for teammates, opponents and coaches; good sportsmanship; self-discipline and pursuit of team goals.

(c) Providing qualified training and any other necessary support to further develop and enhance skills and abilities of the LVSC coaches.

(d) Providing a unified community environment to further the education, participation and enjoyment of soccer for the youth of the Byram, Stanhope and Netcong area.

(e) Nothing in this Article shall contradict any provision of the Certificate of Incorporation of LVSC.

Section 1.04 – Fiscal Year – The fiscal year of the LVSC shall begin on the first day of July and end of the last day of June in the following calendar year.

Section 1.05 – Seasonal Year – The seasonal year will be the same as the fiscal year. During the seasonal year, LVSC may have four (4) different playing seasons. The three (4) playing seasons will be the Fall, Winter, Spring and Summer.

Section 1.06 – Robert’s Rules of Order – Except as otherwise specifically provided in this bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert’s Rules of Order. The Board of Directors shall be responsible for adhering to said rules.

Section 1.07 – Definitions – Except as otherwise specifically provided, the following definitions shall apply to these bylaw and all policies of the LVSC.

- (1). USYSA – means the United States Youth Soccer Association.
- (2). NJSYSA – means the New Jersey State Youth Soccer Association.
- (3). MCYSA – means the Morris County Youth Soccer Association

ARTICLE II - MEMBERSHIP

Section 2.01 - Eligibility – Membership in the LVSC shall be by invitation of the Board. Membership shall be extended to youth players and their parents or guardians via the invitation to play on one of the league teams. The Board may extend membership to other individuals at its discretion. Extension of membership shall not be influenced by an individual’s race, sex, creed or national origin. The ability of a youth player to safely play the game is a factor for consideration.

SECTION 2.02: Voting - General LVSC members do not have voting privileges other than appointing Board of Directors and/or voting to amend these By-Laws at the Annual General Meeting. Only current members of the Board of Directors may vote on all other issues.

Section 2.02 – Terms of Membership – All members agree to abide by all the terms and provisions of these bylaws. Any member may opt to play only one (1) season during the seasonal year, as defined in Section 1.05, and still be considered a member in good standing. All members shall abide by the NJSYSA KidSafe Program. Ignorance is not a sufficient defense and violators may expect appropriate action by the Board of Directors or the Executive Board.

Section 2.03 – SAGE Program – All members agree to abide by the Set A Good Example (SAGE) Program. The purpose of the SAGE program is to instill good sporting behavior in all who participate in LVSC soccer activities. SAGE requires all players, coaches

and parents to pledge to agree to display proper conduct at all times before, during and after a soccer game. Failure to abide by these rules will result in suspension and or termination of membership.

Section 2.04 – Termination of Membership – Any member must be terminated for the following reasons:

- (1). Failure to abide by the terms and provisions of these bylaws;
- (2). Failure to pay any fees set forth in Section 3.01;
- (3). Upon recommendation of the Discipline Committee

Section 2.05 – Appeals – All adverse decisions by the LVSC Board of Directors against a member are subject to appeal, unless otherwise set forth in these by-laws, to a higher authority. However, the LVSC Board of Directors decision will stand unless a higher authority reverses the LVSC Board of Directors action. If you wish to appeal a LVSC Board of Directors decision, you should contact your District Commissioner. All appeals must be in writing and you must send a copy of your appeal, by certified mail, to the LVSC Board of Directors.

No LVSC member, referee or their representative may invoke the aid of the Courts of any State or of the United States without first exhausting all available remedies, as set forth in the bylaws of the USYSA. For violation of this rule, the offending party shall be subject to the sanctions of suspension and fines, and shall be liable to LVSC and other appropriate soccer organizations for all expenses incurred by the LVSC and its Officers, or any state and national association and their officers, as appropriate, in defending any court action, brought by said member, referee or their representative, including but not limited to the following:

- (1). Any and all court costs;
- (2). Any and all attorneys fees;
- (3). Any and all expenses imposed by the NJYSA or USYSA;
- (4). Reasonable compensation for time spent by LVSC, NJYSA and USYSA officer and employee in responding to and defending against any allegations set forth in the action, including responses to discovery and court appearances.
- (5). Any and all reasonable travel expenses.

Section 2.06. Non-Discrimination - Membership in the LVSC shall be open to all regardless of race, color, creed, sex, age, national origin, ethnicity, religion, income status, disability, marital status, affectional or sexual orientation.

ARTICLE III – FEES & REGISTRATION

Section 3.01 – Amount of Fees – The Board of Directors have the sole authority to set the amount of fees to be charged for any player’s participation in the LVSC program. Said fees shall be reviewed on an annual basis.

Section 3.02 – Maximum Fees for Family of Three (3) or more – any family who has three (3) or more players registered in any one (1) season shall pay a maximum fee as set by the Board of Directors. Said fee shall be determined by adding the lowest and the highest fee charged during a season and then multiplying it by 1.5 times. For example, if the lowest fee is \$50 and the highest fee is \$100, then the maximum fee paid by the family shall be \$225. Said maximum fee shall be adjusted every time the Board of Directors increases the amount of fees set forth in Section 3.01 above.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01. General Powers - The activities of LVSC shall be managed by its Board of Directors. The Board of Directors shall have full authority and legal responsibility for the management, operation and financial viability of LVSC, including, but not limited to, the authorities set forth below. Additionally, the Board of Directors shall have those powers as are more fully set forth in Section 15A:3-1 of the New Jersey Nonprofit Corporation Act, as that section may be amended from time-to-time. Specifically, the Board shall have responsibility for:

- A. Taking all necessary steps to assure the achievement of the purposes and objectives of LVSC;
- B. Approving the annual budget of LVSC;
- C. Evaluating LVSC’s activities, including fundraising, grants, productivity, and achievement of objectives;
- D. Assuring that LVSC’s activities are conducted in compliance with applicable federal, state, and local laws; and
- E. Any action as may be provided in these bylaws or as may be determined by resolution of the Board of Directors not inconsistent with the bylaws.

No individual Director shall act for the Board of Directors, except as may be specifically authorized by the Board.

Section 4.02 – Number on Board – The Board of Directors shall consist of at least nine (9) but no more than seventeen (17) and shall always be an odd number. Only members in good standing can be nominated for a Board position. Any increase or decrease in the range specified in this Section 4.02 shall be made by amendment to these Bylaws by the Board of Directors.

Section 4.04 – Officers – The Officers of the LVSC shall be elected by the Board of Directors and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and if deemed advisable, additional Vice-Presidents and such other Officers as may be prescribed by these bylaws. Any Officer may also hold one or more Board positions, except that no Officer shall execute, acknowledge or verify any instrument in more than one capacity, if the instrument is required by law or these bylaws.

Any Officer elected, as herein provided, shall hold the office until expiration of his or her term which he or she is elected to until he or she resigns, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever comes first.

Section 4.04.1 – President – The President shall be the Chief Executive Officer and Chairman of the Board of Directors of the Corporation and, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board of Directors. Unless otherwise directed by the Board of Directors, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a corporation. The President may delegate from time to time to any other officer, any or all of such duties and authority.

In the absence or disability of the President, or in case of an unfilled vacancy in that office, the Vice President or, if the Vice President shall be unable to serve, such other officer of the Corporation as the Board of Directors shall designate, shall assume and fulfill the duties, and exercise the powers, of the President.

Section 4.04.2 – Immediate Past President – The Immediate Past President shall serve as a non-voting member of the Executive board, and shall assist the President whenever requested and fulfill any other function as the executive board may direct.

Section 4.04.3 – Executive Vice President – The Executive Vice President shall assist the President as requested, preside over all meetings in the absence of the President and perform such other functions as directed by the executive board. Should the President be unable to complete the current term, the Executive Vice President automatically becomes President.

Section 4.04.4 – Vice President of Recreation – The Vice President of Recreation shall be chair of the Recreation Committee. The Vice President of Recreation shall assist the President whenever requested with all issues regarding the recreational soccer program.

Section 4.04.5 – Vice President of Travel – The Vice President of Travel shall be the chair of the Travel Committee. The Vice President of Travel shall assist the President whenever requested with all issues regarding the travel soccer program.

Section 4.04.6 – Secretary – The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall have charge of the books and records of the LVSC and shall perform all other duties incident to the office of Secretary, including, but not limited to, the giving of notices of meetings of the Board of Directors, may prescribed by law or these bylaws.

Section 4.04.7 – Treasurer – The Treasurer shall be the Chief Financial Officer of the LVSC. The Treasurer shall have charge of all bank accounts and shall have the responsibility for keeping or causing to be kept, full and accurate accounts of all transactions of the LVSC. The Treasurer shall disburse all funds of the LVSC as may be ordered by the Executive Board or as voted by a majority of the Board of Directors and shall also perform such other duties as shall be placed upon the Treasurer from time to time by the Board of Directors or these bylaws.

Section 4.04.8 – Term of Officers – The President, Executive Vice President, Vice President of Recreation, Vice President of Travel, Secretary and Treasurer shall serve terms of two years. The President and Treasurer shall be elected on even years and the Executive Vice President, Vice President of Recreation, the Vice President of Travel and Secretary shall be elected on odd years.

Section 4.04.9 – Restriction on Officers – No individual shall be able to serve as President or Executive Vice President until he or she has served at least one (1) full year on the Board of Directors.

Section 4.04.10 – Resignation of Officer – the Board of Directors shall at the next duly called meeting shall by a vote of the majority present replace any Officer who resigns during his term. Said replacement Officer shall complete the resigning Officer's term.

Section 4.05 – Other Board Positions – All other Board positions shall be elected by a majority the members of LVSC at its annual meeting in June. The term for said positions shall be one (1) year. Each member of the Board of Directors shall serve as the Chair of at least one standing committee as defined in Section 5, infra.

Section 4.05.1 – Child Safety Coordinator – The Child Safety Coordinator shall be responsible for collecting and maintaining all Child Safety documents of each coach and volunteer actively participating in the LVSC. These documents, include by way of example but not limitation, KidSafe Forms, R.U.T.G.E.R.S. Certificates, Coaching Licenses, Concussion Training Certificates and Fingerprinting forms. The Child Safety Coordinator shall also be responsible for communicating the KIDSafe guidelines for the purpose of fostering a safe environment for the youth of the LVSC, as well as any other duties and responsibilities as assigned by the Board of Directors.

Section 4.05.2 – Registrar – The Registrar will be responsible for player registration sessions as well as recording and storage of all permanent records as required by the Board of Directors, together with any other duties and responsibilities as assigned by the Board of Directors.

Section 4.06 – Removal of Board Member(s) – Failure to attend two (2) consecutive meetings of the Board without explanation is grounds for removal from the Board. Failure of any Board Member to carry out the duties and responsibilities of their position is grounds for removal. A majority vote of the full Board is necessary for removal of any Board member.

Section 4.07 – Leave of Absence – any Board member may request and be automatically granted a six (6) month leave of absence, upon written notice. At the end of six (6) months, the Board shall inquire into and may grant at its discretion an additional six (6) month leave of absence. At the end of one (1) year, the Board shall ask that the Board member resign. During the leave of absence, the Board of Director, by a majority vote, may replace the member on a temporary basis.

Section 4.08 – Compensation – no member of the Board of Directors shall receive any salary or stipend for their services to the LVSC. Upon Board approval, Board Members may be reimbursed for out-of-pocket expenses incurred in carrying out his or her duties as a Board Member. Directors may also be given nominal gifts or tokens of appreciation by LVSC for recognition of services performed.

Section 4.09 – Vacancies – a vacancy in any office may be filled by the Executive Board, by a majority vote, for a time set forth by the Executive Board, but cannot exceed the unexpired portion of the term.

Section 4.10 – Director Conflict of Interest – Nothing herein shall prohibit a Board Member from entering into a contract and being compensated for services or supplies furnished to the LVSC, in a capacity other than as a Board Member, provided that the Board Member's interest is disclosed to the Board of Directors at which a quorum is present, excluding the Board Member with whom the contract is made. The interested Board Member shall be entitled to be present at the meeting, but must leave the room during the discussion of said contract.

Section 4.11 - Indemnification and Insurance The Corporation shall indemnify any trustee, officer, employee or agent of the Corporation to the full extent permitted by, and in accordance with the procedures prescribed in, Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, against all expenses for which such indemnification may be provided. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its trustees, officers, employees and agents to the full extent such indemnification is permitted by law. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended. Further, if at any time the Corporation is deemed to be a Private Foundation within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then, during such time, no payment shall be made under this Section 6.06 if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Internal Revenue Code of 1986, as amended. If any part of this Section 6.06 shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE V - COMMITTEES

SECTION 5.01 - Specific Committees

The following committees shall be designated at the first Regular meeting of each fiscal year.

Section 5.01.1 - Executive Committee

The Executive Committee shall be a standing committee of the Board and shall have as its members the President, Executive Vice President, Vice President of Recreation, Vice President of Travel, Secretary and Treasurer. The functions and powers of the Executive Committee shall be to perform and implement (but not to make) policies of the Board of Directors and to execute and direct administrative matters or to take action on other matters as may be prescribed by the Board of Directors from time to time.

Section 5.01.2 - Finance Committee

The Finance Committee shall be a standing committee of the Board and shall have as its members Directors appointed by the President. The functions and powers of the Finance Committee shall be to take such action with respect to the financial affairs of the LVSC as the Board of Directors may prescribe from time to time.

Section 5.01.3 - Nominating Committee

The Nominating Committee shall consist of the Executive Vice-President together with two (2) other active Board Members and two (2) members in good standing. The Nominating Committee shall be organized during the February Board Meeting and shall present a slate of candidates at the April Board Meeting. The Nominating Committee shall solicit nominations from every member in good standing. Said solicitation shall be made in a manner determined by the Committee. All nominees for elected office must be approved by the Nominating Committee. Any other policies and procedures necessary for the approval of the nominations shall be established by the Board of Directors.

Section 5.01.4 - Fundraising Committee

1. Monitor progress and effectiveness of fundraising efforts.
2. Assist with the identification, cultivation and solicitation of donors.
3. Participate in donor relations and stewardship activities.
4. Plan, attend, and/or host donor cultivation events and other significant organization events.
5. Recommend development policies, i.e. relating to gift acceptance policies such as bequests, planned gifts, or naming opportunities, to the board for approval.
6. Review and make recommendations on special fundraising Initiatives.
7. Create and oversee special subcommittees, as needed.
8. Actively promote the organization in the community.

Section 5.01.5 - Equipment & Uniform Committee

1. Conduct all purchasing of equipment that uses the LVSC Soccer Club funds with the approval of the Board of Directors.
2. Issue all equipment to coaches and maintain records of equipment issued.
3. Conduct a complete and accurate physical inventory of all equipment annually by the last day of the fiscal year.
4. Conduct all purchasing of uniforms that uses the LVSC Soccer Club funds with the approval of the Board of Directors.
5. Determine uniform needs based on the information supplied on the registration form.
6. Order uniforms by such date that uniforms can be issued for the beginning of each season.

Section 5.01.6 - Registration Committee

1. The chairperson of the Registration Committee shall be officially designated as the Registrar of the LVSC Soccer Club.
2. Follow all registration rules and regulations of the LVSC Soccer Club
3. Attend any and all registration meetings required by the LVSC Soccer Club.
4. File all registration information required by the LVSC Soccer Club.
5. Provide a list of registered youths to the Chairperson of the Coaches committee.

Section 5.01.7 - Travel Coaches Committee

1. Secure a list of all registered youths and registered coaches from the Chairperson of the Registration Committee.
2. Notify all coaches of all special coaches' meetings held by the LVSC Soccer Club, and preside at these meetings.
3. Notify all coaches of any required league coaches' meetings.
4. Ensure that all coaches are aware of and understand their responsibilities as coaches of the LVSC Soccer Club including any written or implied rules and regulations, code of conduct or guidelines adopted by the LVSC Soccer Club or any other organization that governs the LVSC Soccer Club.
5. Report all instances of coach, player, parental or other misconduct, as reported to them, to the Board of Directors.

Section 5.01.8 - Recreation Committee

1. Secure a list of all registered youths and registered coaches from the Chairperson of the Registration Committee.
2. Notify all coaches of all special coaches' meetings held by the LVSC Soccer Club, and preside at these meetings.
3. Arrange for training of all recreation coaches.
4. Notify all coaches of any required club meetings.
5. Ensure that all coaches are aware of and understand their responsibilities as coaches of the LVSC Soccer Club including any written or implied rules and regulations, code of conduct or guidelines adopted by the LVSC Soccer Club or any other organization that governs the LVSC Soccer Club.
6. Report all instances of coach, player, parental or other misconduct, as reported to them, to the Board of Directors.

Section 5.01.9 - Audit Committee

The chairperson or any member of this committee shall not include the President, the Executive Vice President or Treasurer.

1. Conduct an annual audit of the books and records of the LVSC Soccer Club by the end of the Fiscal year.
2. Report results of it's audit at the next Regular Meeting

Section 5.01.10 - Publicity Committee

1. Review and approve any game summary, tournament summary, article, interview or any other item that is directly related to the LVSC Soccer Club before publication of said item in any newspaper, magazine or any form of publication.
2. Actively seek opportunities to promote the LVSC Soccer Club.

Section 5.02 - Other Committees

Any other committee may be designated by a resolution adopted by an affirmative vote of the voting members at any Regular meeting.

Section 5.03 - Chairperson

The President shall appoint the chairperson(s) of any and all committees. The appointed chairperson may be a member of the Board of Directors, a coach or any supporting member of the LVSC Soccer Club.

Section 5.04 - Committee Members

Each committee must have at least one member, the Chairperson. Any other members deemed necessary shall be appointed by the President . Each committee member may be a member of the Board of Directors, a coach or any supporting member of the LVSC Soccer Club.

Section 5.05 - Committee Responsibilities

The designation of any committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual officer, of any responsibility imposed on it or him/her by law.

Section 5.06 - Term

Each member of a committee shall continue as such for a one year term, beginning the date the member was appointed to the committee, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5.07 - Succession of Terms

Any member of any committee can serve successive terms, if so appointed to the committee by the President.

Section 5.08 - Removal

Any member of any committee may be removed by a three-fourths (3/4) vote of the Board of Directors.

Section 5.09 - Vacancies

Vacancies in the membership of any committee my be filled by appointment of the President.

ARTICLE VI – MEETINGS

Section 6.01 – Meetings – Meetings of the Board of Directors shall be held at such place as may be determined by the Board of Directors.

Section 6.02 – Annual Meeting – The Annual meeting of the Members of the LVSC for the election of the Directors and such other business as may be brought before the meeting, shall be held, with notice to the club’s members, at a mutually agreeable time and place in June each year.

Section 6.03 – Monthly Meetings – Monthly meetings of the Board of Directors shall be held at a mutually agreeable time and place each month as may be designated by the President.

Section 6.04 – Special Meetings – Special meetings may be called by the President, any member of the Executive Board, or by not less than twenty percent (20%) of the current voting Members..

Section 6.05 – Directors Voting, Quorum – A Quorum shall consist of at least three (3) but no less than sixty percent (60%) of the current number of Directors, or any Committee thereof, for the purpose of transacting business. Except as provided by law, no business shall be considered by the Board of Directors at any meeting for which a quorum is not present. Furthermore, the only motion, which the Chair shall entertain, where a quorum is not present, is a motion to adjourn. When a meeting is adjourned for a lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or the business to be transacted at such meeting.

The Directors present at a duly called and held meeting, at which a quorum is initially present, may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of one or more Directors from the meeting, provided that any action thereafter taken must be approved by a majority of the required quorum for the meeting or such greater percentage as may be required by law.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present of the Board of Directors, or of any committee thereof, shall be the act of the Board of Directors or any Committee. Any action, required to be authorized by a vote of the Board of Directors, shall be rescinded or modified only by a like vote.

Section 6.06 – No Proxies – No member is allowed to attend any meeting or participate in any vote by proxy.

Section 6.07 - Telephonic or Electronic Meeting - Directors may be considered in attendance at and may participate in any meeting of the Board, or of a committee thereof, by telephonic or other electronic means, and will constitute part of the quorum with all rights and privileges as if in attendance in person, so long as all Directors who are participating in the meeting can hear all other Directors.

Section 6.08 - Action Without A Meeting - Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or of a committee thereof may be taken without a meeting if, prior or subsequent to the action, all members of the Board

of Directors consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board of Directors (or the applicable committee).

ARTICLE VII – ELECTIONS

Section 7.01 – Annual General Meeting to Select Directors. An annual meeting of the members of the Corporation and the parents or legal guardians of each current LVSC player shall be held on such date and at such time as may be fixed by the Board of Directors, for the sole purpose of selecting the Directors of the Corporation for the ensuing year (the “Annual General Meeting”). A “current LVSC player” shall mean a player who played on an LVSC team during one of the four possible seasons during the current fiscal year.

Section 7.02. Nominations. Any person desiring to be selected as a Director must be nominated prior to commencement of the selection vote. The Board of Directors may set, by resolution prior to the General Meeting, the eligibility and nomination requirements for persons who desire to become a Director.

Section 7.03. Place of Meeting. The Board of Directors may designate any place, within the Towns of Byram, Stanhope and/or Netcong, County of Sussex, State of New Jersey, as the place of meeting for the Annual General Meeting.

Section 7.04. Notice of Meetings. Reasonable notice of the Annual General Meeting shall be given to each member and each parent and legal guardian entitled to participate in such meeting, not less than seven (7) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. Such notice shall be sufficient if given by any one or more of the following methods: (a) personally, (b) by U.S. first class mail, (c) by electronic means (including email), or (d) by telephone (including voice mail). If mailed, the notice of Annual General Meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member, parent or legal guardian at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 7.05. Quorum. Ten (10) persons entitled to participate in the selection of Directors shall constitute a quorum at the Annual General Meeting. If a quorum is not present at any Annual General Meeting, a majority of those present and voting thereon may adjourn the meeting from time to time without further notice.

Section 7.06. Manner of Acting. The act of a majority of those members, parents and legal guardians entitled to participate in the selection of Directors present at a meeting at which a quorum is present and voting on such selection shall be necessary for the selection of Directors.

Section 7.07 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by action of (i) the members and parents or legal guardians then entitled to participate in the selection of Directors, or (ii) the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office until the expiration of the term of his/her predecessor and until his/her successor is duly elected and qualified, or until the next Annual General Meeting, whichever shall first occur.

ARTICLE VIII – CONTRACTS, GIFTS, BOOKS & RECORDS

Section 8.01 – Contracts – The Executive Board may authorize any Officer, Agent of the LVSC, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LVSC.

Section 8.02 – Gifts – The Executive Board or any Member of the Board of Directors may accept, on behalf of the LVSC, any contribution, gift, bequest or devise to the LVSC for any general or specific purpose of the LVSC.

Section 8.03 – Lobbying and Political Campaign Activities – No part of the activities of the LVSC shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the LVSC shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 8.04 - Checks, Notes, Contracts - The President, Vice President and Treasurer shall be authorized on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments. All check's shall require two signatures. Additionally, no credit cards or debit cards will be issued to the Corporation. To the extent such cards are issued, no person is authorized to use same.

Section 8.05 - Books and Records - The Corporation shall keep (1) correct and complete books and records of accounts, (2) minutes of the proceedings of its Board, including any committee of the Board, and any committee of the Corporation, and (3) a current list or record containing the names and addresses of all trustees and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.06 – No Private Inurement – No part of the net income or net assets of the LVSC shall inure to the benefit of, or be distributable to, its Directors, Officers, Members or other private persons.

Section 8.07 - Exempt Activities - No Director, member, officer, employee, consultant, or agent of the Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on by an organization: (i) exempt from federal income taxation under Internal Revenue Code Section 501(c)(3); and (ii) contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

Section 8.08 - Sharing in Corporate Earnings - No Director, member, officer, or employee of, or any other person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation, consistent with these Bylaws.

Section 8.09 - Earnings at Dissolution - No Director, officer, or employee of, or any other person connected with, the Corporation, or any other private individual, shall be entitled to

share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, consistent with the Corporation's Certificate of Incorporation.

ARTICLE IX – AMENDMENTS

Any amendments or alterations of the By-Laws shall be presented to the Board at a regular meeting of the Board and will be voted on at the next regular Board meeting. Ratification of any amendment or alteration shall be by two-thirds (2/3) of the Board members present.

ARTICLE X – LOCAL RULES

The Executive Board is authorized to create any Local Rule which they determine is needed to help the LVSC in overseeing the running of the Lenape Valley Soccer Program.

ARTICLE XI – DISSOLUTION

Upon dissolution of the LVSC, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the LVSC, dispose of all the assets of the LVSC to such organization or organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor thereto, as the Board of Directors shall determine in their sole discretion.