

**BY-LAWS
OF THE
BRENTWOOD SOCCER CLUB**

ARTICLE I
Offices of the CLUB

The principal office of the Brentwood Soccer Club, hereinafter referred to as the "CLUB," in the state of Tennessee shall be located in the city of Brentwood, Tennessee. The CLUB may have such other offices, either within or without the state of Tennessee, as the business of the CLUB may require from time-to-time.

The registered office of the CLUB may be, but need not be, identical with the principle office in the State of Tennessee, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
Purpose of CLUB and By-Laws

The name of this corporation is BRENTWOOD SOCCER CLUB, INC., (hereinafter referred to as the "CLUB"). The name, location and logo of the CLUB may be changed by the Board of Directors as voted upon by the methods set out below.

The purpose of the CLUB is to develop, promote, and administer the game of soccer among youth boys and girls and encourage adult participation without regard to race, creed or sex, within the State of Tennessee. The CLUB shall be nonprofit and nonpartisan in its operation.

The CLUB shall be affiliated with Tennessee State Soccer Association (TSSA), US CLUB Soccer (USCS), United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), and the Federation International de Futbol Association (FIFA) and other similar youth or adult organization that promote soccer or are affiliated with soccer.

The CLUB is governed by its Charter, Bylaws, and the Policy and Procedures of the CLUB. The governing authority of the CLUB shall be its Board of Directors, whose powers and responsibilities are described in its Charter, Bylaws, and the Policy and Procedures. All members as defined below, which include players, coaches, parents, guardians, and the CLUB Board of Directors shall abide by these Bylaws, the Laws of the Game, and the regulations of the CLUB as set forth by the Board of Directors, and all applicable rules and regulations of the associations with which the CLUB is affiliated.

ARTICLE III
Membership and Voting

SECTION 1. MEMBERSHIP

Membership: Membership shall be open to each registered player's family if the player is under the age of majority and the player if over the age of majority shall be members of the CLUB. Coaches, Assistant Coaches, and the elected and appointed Board of Directors shall be members of the CLUB. Membership shall be for a period of one year, concurrent with the fiscal year beginning June 1 through May 31.

Rights: The rights of membership shall be to: 1) elect the Officers of the CLUB and to vote at its Annual, Special or General Meetings; 2) to present motions; 3) nullify an action of the Board of Directors by vote of two-thirds (2/3) majority of the total membership and 4) to attend general membership meetings of the Board of Directors.

SECTION 2 VOTES

Votes at General Meetings: Each player's family if under the age of majority or a player if over the age of majority shall be entitled to one vote, provided that a family having more than one member shall be entitled to the number of votes as it has registered players.

Voting by members must be in person, unless where deemed appropriate by the Board, that written or electronic voting is acceptable. There shall be no proxy votes.

General Meetings: There shall be a General Meeting held each year between approximately March 15 and June 15 in the Williamson County area at a time and place to be determined by the Board of Directors. The purpose of this meeting shall be for the election of officers and the transaction of business of the CLUB. Those eligible voters present at the General Meeting shall constitute a quorum. Any matter submitted to a vote shall pass if it receives an affirmative vote of the majority of eligible voters present. All General Meetings will be announced thirty (30) days prior to the Meeting. Electronic or printed notice of the General meeting shall be made to each member through the proscribed methods as stated in the CLUB'S Policies and Procedures.

Annual Meetings: There shall be an Annual Meeting held each year between approximately July 1 and October 15 in the Williamson County area at a time and place to be determined by the Board. The purpose of this meeting shall be for general information and the transaction of business of the CLUB. Those eligible voters present at the Annual Meeting shall constitute a quorum. Any matter submitted to a vote shall pass if it receives an affirmative vote of the majority of eligible voters present. All Annual Meetings will be announced thirty (30) days prior to the Meeting. Electronic or printed notice of the General meeting shall be made to each member through the proscribed methods as stated in the CLUB'S Policies and Procedures.

Special Meetings: A Special Meeting may be called by a majority vote of the legal votes cast of the Board of Directors for any needs of the CLUB. All Special Meetings will be announced fourteen (14) days prior to the Meeting. Electronic or printed notice of the

Special meeting shall be made to each member through the proscribed methods as stated in the CLUB'S Policies and Procedures.

A Special Meeting may be called by the membership upon presentation of a signed Petition consisting of twenty-five percent (25%) of the total membership to the persons or committee as designated by the CLUB's Policy and Procedures. The Petition shall state the specific reason the meeting is being called and it shall comply with the Policy and Procedures of the CLUB.

ARTICLE IV

Registration, Fiscal Year, Dues and Fees

Registration. All applications for player membership in the CLUB shall be submitted annually with the appropriate fees. Accompanying the appropriate fees shall be any items, forms, documents or requirements as set out by the CLUB.

Fiscal Year. The fiscal year of the CLUB shall be determined by the Board of Directors.

Dues and Fees. The CLUB shall charge such dues and other fees for participation in its program as shall be established by the Board of Directors. CLUB membership fees may be assessed for each registered player.

ARTICLE V

Selection of the Board of Directors

Elected Board of Directors. The elected Board of Directors (hereinafter "Board") shall consist of ten (10) members made up of the following: President, Vice President, Secretary, Treasurer and six (6) members at large. The six (6) at large members shall consist of two (2) Coaching Representatives namely, a Boys coaching representative and a Girls coaching representative. The Coaching Representatives shall be submitted by the coaching membership and not the general membership. The Coaching membership only will vote to approve the Coaching Representatives by majority vote. The other members at large shall be elected from the following groups; one (1) Member at Large shall be elected from the Boys under 12 and younger age groups. One (1) Member at Large shall be elected from the Boys under 13 and older age groups. One (1) Member at Large shall be elected from the Girl's under 12 and younger age groups. One (1) Member at Large shall be elected from the Girls under 13 and older age groups. In the event that there is no qualifying member then it shall be open to either genders age group or be filled by the Board. The Immediate Past President of the CLUB is automatically part of the Board of Directors as a non-voting member.

Term of Office. Each officer shall hold office for a two (2) year term beginning June 1 or until his successor shall have been duly elected and shall have qualified, or until his death, or until

he shall resign, or shall have been removed in the manner hereinafter provided. The officers of the CLUB shall be elected every two years by the general membership at the Annual General Membership meeting.

The officers of the CLUB shall be elected on staggered terms. The President, two (2) members at Large, Boy's Coaching Representative, and Treasurer, will be elected to serve terms beginning in even numbered years (2010, 2012, etc.) and two (2) Members at Large, Secretary, Vice President, and Girls' Coaching Representative will be elected to serve terms beginning in odd numbered years (2011, 2013, etc.).

Appointed Positions. The Board of Directors may choose to appoint additional members of the Board. Appointed positions include, but are not limited to: Executive Director, Director of Coaching, Assistant Directors' of Coaching, Registrar(s), Bookkeeper and any other position as deemed necessary by the Board of Directors.

Nominations. Shall occur as follows:

1. No person's name shall be submitted without first obtaining his/her consent.
2. No candidate may be nominated for President who has not served on the Board of Directors for at least one (1) year prior to his/her nomination for President. In the event that there are no members' meeting this requirement then it shall be opened to members of the Board of Directors regardless of time served. If no member can then fill the position it shall be opened to past members of the Board and then any parent that has been with the CLUB for over three (3) years.

Elections. The Board of Directors (other than the Immediate Past President) shall be elected at the General Meeting. Elections are subject to the following:

1. No candidate can be elected to office except by a majority vote of the total ballot cast at any General, Annual or Special Meeting, unless appointed by the Board to fill a vacancy.
2. In the event of a tie, the vote must be retaken until the tie is resolved by voting.
3. When candidates for more than one office are voted on at the same time, a majority of the legal votes cast for each particular office is required to elect a candidate to that office.

Tenure. Tenure of office shall begin effective fourteen (14) days after election or upon appointment and continue until fourteen (14) days after the next Annual General Meeting when elections are held. Those outgoing Board of Directors shall assist with the transition of their responsibilities to their successors.

Term Limits. No individual holding the position of President, and other positions passed by the Board may hold the same elected office for more than two (2) consecutive terms; but nothing shall prevent the mentioned individuals from holding the same elected office for more than two terms, provided that no more than two such terms are consecutive. Expiration dates for those holding the offices identified above should be staggered.

Vacancies. A vacancy occurring in any office shall be filled by a majority vote of the legal votes cast of the Board of Directors at a meeting called for that purpose or at a regularly scheduled monthly Board Meeting. However, the Board of Directors, at its discretion, may call for a Special General Membership Meeting for the purpose of filling that vacancy. In that event, the procedure for general election shall be followed with respect to nomination of candidates.

ARTICLE VI

Duties of Elected Officers

Elected Positions:

President: The President shall have such duties as determined by the Board of Directors including but not limited to: 1) preside over all meetings, unless otherwise delegated, of the CLUB and the Board of Directors; 2) be a member ex officio of all committees except the Nominating Committee and the Financial Review Committee; 3) appoint chairpersons of the Standing Committees; 4) be the CLUB representative at all meetings designated to be at by the Board, except when at his/her discretion, that responsibility is delegated to another; 5) provide supervision over compliance and performance of all contractors involved in all contracts authorized by the Board.

Vice President: The Vice President shall have such duties as determined by the Board of Directors including but not limited to: 1) act as an aide to the President and in the absence of the President, perform all duties of the President; 2) have responsibilities for overseeing and coordinating the administrative functions of the CLUB along with the Executive Director; and 3) be the alternate representative at all meetings. The Vice President shall not automatically succeed to the office of the President, but anyone elected to such position must be willing to consider a subsequent nomination for President when that office becomes vacant.

Secretary: The Secretary shall have such duties as determined by the Board of Directors including but not limited to: 1) make arrangements for meeting locations; 2) notify CLUB members in advance of all monthly scheduled meetings, the Annual General Meeting and any other Board meetings requiring attendance of the Board of Directors; 3) shall keep an accurate record of the proceedings of all scheduled CLUB meetings including monitor meeting attendance; 4) maintain the CLUB Corporate Charter, Constitution, Bylaws, Policy and Procedures; and 5) whatever additional policies and procedures as the CLUB may develop. Perform such other duties as may be required by the Board of Directors.

Treasurer: The Treasurer shall oversee the Bookkeeper and shall have such duties as determined by the Board of Directors as noted in their minutes or Policy and Procedures.

Members at Large:

Members at Large Coaches' Representatives. The Coaches' Representative will have regular communications with the CLUB's coaches and represent the views of the coaches at the Board of Directors meetings.

Other Members at Large: The other members at large shall be elected from the following groups; one (1) Member at Large shall be elected from the Boys under 12 and younger age groups. one (1) Member at Large shall be elected from the Boys under 13 and older age groups. one (1) Member at Large shall be elected from the Girl's under 12 age and younger age groups. One (1) Member at Large shall be elected from the Girls under 13 and older age groups. In the event that there is no qualifying member then it shall be open to either genders and age groups or be filled by the Board if no nomination is made.

Duties of the Members at Large: The Members at Large shall have such duties as determined by the Board of Directors including but not limited to: 1) act in good faith to represent the best interest of the CLUB; 2) Attend all meetings and serve on the appointed committees of the Board of Directors; 3) vote in accordance with the best interest of the CLUB; and 4) serve in such rolls and capacities as required by the needs of the CLUB and the Board of Directors.

Immediate Past President: The Immediate Past President shall serve in an advisory role to the Board. The Past-President shall assist the President, other officers, and the CLUB shall perform such duties as the President or Board may direct, and shall have such reasonable powers which the Board may vest in her/him. If the President is unable or unwilling to accede to the office of Past-President at the end of her/his term or to complete her/his term of office, a former CLUB President will be asked by the Board to fill the Past-President position. If no former president is available or willing to serve, the Board will appoint a CLUB member with the title of At-Large Board Member to fill the term of Past-President.

Appointed Positions:

The Board of Directors may choose to appoint additional members, re-name or remove Appointed members of the Board of Directors. Appointed positions may include, but are not limited to: Executive Director, Director of Coaching, Assistant Directors' of Coaching, Registrar(s), Bookkeeper and any other position as deemed necessary by the Board of Directors.

Executive Director: The Executive Director shall be the official spokesperson of the CLUB and an independent contractor of the CLUB whose responsibilities and relationship with the CLUB is delineated within their independent contractor's agreement. The Executive Director will be responsible for managing all day to day operations of the CLUB (outside of the responsibilities of the Board, DOC or ADOC's, unless and as required), including but not limited to accessibility during regular office hours, and timely, professional correspondence with all CLUB related matters. The Board of Directors will have final approval of the top candidates and their contractor's agreement.

Director of Coaching: The Director of Coaching (DOC) shall be an independent contractor of the CLUB whose responsibilities and relationship with the CLUB is delineated within their independent contractor's agreement. The Board of Directors will have final approval of the top candidates and their contractor's agreement.

Assistant Director (s) of Coaching: The Assistant Director (s) of Coaching (ADOC) shall be an independent contractor of the CLUB whose responsibilities and relationship with the CLUB is delineated within their independent contractor's agreement. The Board of Directors will have final approval of the top candidates and their contractor's agreement.

Registrar: The Registrar shall have such duties as determined by the Board of Directors as noted in their minutes or Policy and Procedures and whose responsibilities and relationship with the CLUB are delineated within their independent contractor's agreement.

Bookkeeper: The Bookkeeper shall be an independent contractor of the CLUB whose responsibilities and relationship with the CLUB is delineated within their independent contractor's agreement.

ARTICLE VII

Duties of the Board of Directors

President. The President shall be the Chair of the Board of Directors. In the absence of the President, the Chair shall be determined in order of Vice President, Secretary, and Treasurer.

Meetings, Notice, Quorum, and Voting. The Board of Directors shall meet monthly. The Board shall arrange an Annual General Meeting of the Membership. At the request of the President and two Board members, a special Board meeting may be held upon four (4) day's notice by U.S. mail or electronic mail (email), or 48 hours notice by telephone. A quorum for a special meeting shall consist of not less than seven (7) Board members. The Board may take action by a majority vote of the legal votes cast of the Board of Directors. At any Board meeting, a majority of the elected members of the Board shall constitute a quorum. All elected members of the Board have one (1) vote, except the President, who will only vote in case of a tie.

Action by Written Consent. Any action required by law or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the Board consents in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Email constitutes an acceptable form of writing.

Contracts. The Board of Directors shall have the authority to enter into contracts on behalf of the CLUB. On any issue in which there is a potential or actual conflict of interest, that member may not vote on the issue.

Removal of Board Members. Grounds for removal from office of a Board member shall be: (1) continued, gross, or willful neglect of the duties of the office; (2) failure or refusal to disclose necessary information on matters of in matters of CLUB business; (3) unauthorized expenditures, unauthorized signing of checks, or misuse of organization funds; (4) misrepresentation of the organization and its officers to outside persons; (5) by the Board of Directors whenever, in its judgment, the best interest of the CLUB would be served thereby; or (6) conviction of a felony.

A Board of Director member not attending any three (3) consecutive meetings, including General, Annual or Special meetings, of this CLUB, will have his or her office declared vacant, unless such absences are excused by the Board of Directors. His or her office shall then be filled in accordance with procedures under Vacancies.

A Board member shall face removal from office by a majority vote of the legal votes cast of the Board of Directors at a regularly scheduled Board Meeting.

Removal of Appointed Positions. Individuals serving in appointed or paid positions may be removed by the Board whenever, in its judgment, the best interest of the CLUB would be served thereby. Removing a person from an appointed or paid position requires a two-thirds (2/3) majority vote of the Board.

Conflict of Interest. If at any time a Board member or agent believes that he or she or another Board member may appear to be unable to maintain objectivity on any issue because of a personal situation, employment, or other reasons the officer or agent should recues himself (or herself) from any position on the subject. Board members and agents should not hesitate to disclose and discuss possible conflicts of interest. Board members will honor the request for recues, and no questions will be asked nor explanations requested. An individual may continue to work on all other functions of the activity to the extent he can do so without being in a conflict of interest. This policy covers all CLUB programs and activities.

ARTICLE VIII

Standing and Special Committees

Standing Committees Appointed by the President. The following Standing Committees shall be appointed annually by the President with the consent of the Board. The term of service of these Committees shall be the same as the term of the officers.

1. Budget Committee. The Budget Committee shall prepare in a timely manner a budget for approval by the Board of Directors. The Budget Committee shall have at least three Board members as part of the Committee. The Budget Committee shall be chaired by the Treasurer. Additional members of the committee may be the Director of Coaching, Assistant Director of Coaching, Executive Director and Registrar. The Treasurer or the Board shall add additional members at his/her discretion.

2. Disciplinary Committee. The Disciplinary Committee shall: 1) be responsible for hearing protests, ejections, appeals, and complaints; 2) administer discipline; and 3) present a written report of its findings and disciplinary decisions to the Board. The Disciplinary Committee shall hold fair and impartial hearings into all matters brought before it, and shall follow the CLUB guidelines to be used in determining what, if any, discipline is to be imposed. The Disciplinary Committee shall consist of such members as noted in the minutes of the Board of Directors or the Policy and Procedures of the CLUB. The Board shall add additional members at his/her discretion.
3. Financial Aid Committee. The Financial Aid Committee shall: 1) be responsible for screening and interviewing applicants; 2) grant scholarships; and 3) present a written report of granted scholarships to the Board. The Scholarships Committee shall consist of such members as noted in the minutes of the Board of Directors or the Policy and Procedures of the CLUB. The Board shall add additional members at his/her discretion.
4. Audit Review Committee. The Audit Review Committee shall provide an independent review of the financial or operational aspects of the CLUB at least once every 2 years or at such other times as required by the Board. A written report of the findings of the Audit Review Committee will be provided to the Board. The Audit Review Committee shall have such members as noted in the minutes of the Board of Directors or the Policy and Procedures of the CLUB. The Board shall add additional members at his/her discretion.

Standing Committees Appointed by the Board. The following Standing Committees shall be appointed annually by the Board of Directors. The term of service of these Committees shall be the same as the term of the officers.

1. Nominating Committee. Not less than two (2) months prior to the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) persons representing a cross-section of the CLUB membership. The members appointed by the Board shall be current or recent members of the Board who, by reason of their service, have a broad and up-to-date knowledge of the needs of the CLUB. This Committee shall prepare a slate of candidates for all elected offices. This Committee may prepare a slate of candidates for all appointed offices.
2. Election Committee. Not less than one (1) month prior to the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, the Board of Directors shall appoint an Election Committee consisting of at least two (2) persons. The Committee prepares and prints the ballots, distributes the ballots at the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, collects and counts the ballots, and compiles the results of the election. For other business which requires written votes at any General Meeting, the Committee prepares and prints the ballots, distributes the ballots, collects and counts the ballots, and compiles the results.

Special Committees. Special Committees shall be appointed by the President, Executive Director, Director of Coaching or the Board of Directors to assist them at any time, and to delegate investigative, planning, or routine administrative duties to them. The powers, rights, and duties of these Committees shall be provided for in the motion creating them or in the instructions provided to them. These Committees report only to the authority that appointed them and/or the Board. These Committees shall cease to exist when its final report is disposed of. These Committees may be dissolved by the authority that created them.

Removing Committee Members. A member of a Committee who is unable or fails to perform his/her duties shall be removed and notified of his/her removal by the appointing or electing authority.

Replacing Committee Members. The members of a Committee may be replaced by the appointing or electing authority.

ARTICLE IX

Protests and Appeals

Only violations of these Charter, Bylaws, Policy and Procedures of the CLUB violations of the Rules of Play or any of the Policies of the CLUB, or the improper application of the Laws of the Game shall be proper subjects for protests and appeals and or discipline by the CLUB. Protests, appeals and discipline shall follow the appropriate method as proscribed any the Policy and Procedures of the CLUB.

In the matter of protests and appeals, no person associated with youth soccer shall invoke the aid of the Courts of any state or the Federal Courts without first exhausting all available remedies within the appropriate soccer organizations, including a final appearance at the Annual General Meeting of the CLUB.

Decisions made by the Committee shall be honored by all CLUB members for the duration determined.

ARTICLE X

Loans and Checks

Loans. No loans shall be contracted on behalf of the CLUB, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CLUB shall be signed only by authorized individuals as noted in the minutes of the Board of Directors and on the signature card at the bank of the CLUB and in such manner as shall be determined from time to time by resolution of the Board of Directors. All withdrawals of corporate funds shall also be made by authorized individuals as noted in the minutes of the Board of Directors and on the signature

card at the bank of the CLUB and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Signature For Checks. Authorized CLUB Positions with check signing authority include the Executive Director, President, and Treasurer and other parties granted that authority by the Board.

ARTICLE XI

Rules of Order

Robert's Rules of Order shall be deemed as adopted at all CLUB meetings, unless otherwise agreed to in advance by the participants, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or regulations by which the CLUB is governed.

Unless specifically stated herein, any circumstance, rule, administration process, or any other matter or procedure not covered by or under the Bylaws, Rules and Regulations of this CLUB shall then follow the rules of the T.S.S.A., USCS, USYSA and the USSF.

ARTICLE XII

Changes to Bylaws

Individuals proposing amendments to these Bylaws must do so in writing to the CLUB Secretary forty-five (45) days prior to a General, Annual or Special Meeting.

Notification of proposed changes to the Bylaws shall be sent to the membership at least fourteen (14) days prior to a General Meeting.

These Bylaws may be amended only by a majority vote of the total ballot cast at any General, Annual or Special Meeting.

Bylaw changes voted upon at a General, Annual or Special Meeting are adopted immediately upon affirmative vote of the membership.

The CLUB other rules and regulations may be amended by a majority vote of the legal votes cast of the Board of Directors at a any scheduled Board Meeting.

ARTICLE XIII

Management of CLUB property

The Board of Directors shall have control and management of the property and finances of the organization. Funds of the organization shall be expended by the Treasurer as provided by the budget as authorized by the Board of Directors. Unbudgeted expenditures must receive prior approval consistent with delegation of authority limits established by the Board of Directors.

ARTICLE XIV

Formation of Teams

Competitive teams shall be formed within the age grouping as prescribed by the rules set forth by the CLUB, Tennessee State Soccer Association (TSSA), US Club Soccer (USCS), United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), and the Federation International de Futbol Association (FIFA).

ARTICLE XV

Sponsorships

1. The CLUB may from time to time request financial support or physical assets from outside Organizations in the form of CLUB or team sponsorship for the sole purpose of achieving the CLUB purpose.
2. All sponsorships in the form of financial support must meet the requirements of the Policies and Procedures of the CLUB. All distributions of sponsorship moneys must meet the requirements as listed in the Policies and Procedures or be approved by the Board.
3. All sponsorships in the form of physical assets must be transferred to the CLUB and recorded in the CLUB financial records. All distributions of physical assets must meet the requirements as listed in the Policies and Procedures or be approved by the Board.
4. CLUB members may provide financial support to the CLUB requesting that the Board utilized these funds for achieving a specific goal. All distributions of moneys must meet the requirements as listed in the Policies and Procedures or be approved by the Board.

ARTICLE XVI

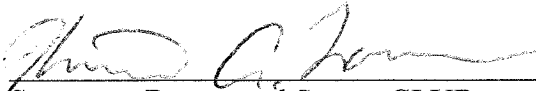
Indemnification of Officers, Directors and Employees

The CLUB may indemnify and may advance expenses to all Directors, officers, employees or agents of the CLUB who are, were, or are threatened to be made a defendant or respondent 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 CLUB, the fullest extent that is expressly permitted or required by the statutes of the State of Tennessee and all other applicable law.

ARTICLE XVII

Dissolution

In the event that the CLUB is dissolved, all of the assets remaining after payment of all debts, shall be distributed to a nonprofit fund, foundation or nonprofit organization established for the purpose of developing youth soccer.



Secretary, Brentwood Soccer CLUB

5/29/11

Date