

BY-LAWS OF THE BRENTWOOD SOCCER CLUB

ARTICLE I OFFICES

The principal office of the Brentwood Soccer Club, hereinafter referred to as the "Club," in the state of Tennessee shall be located at 1113 Navaho Drive, Brentwood, Tennessee 37027. 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 MEMBERS

SECTION 1. MEMBERSHIP

Membership shall be open to:

- 1) Registered BWSC Players
- 2) Parents or guardians of registered Club players
- 3) Registered Club Coaches
- 4) Administrators (Elected Officers, Appointed Positions, and Board of Directors)

SECTION 2. PLAYING SEASONS, ANNUAL BUSINESS CYCLE AND MEMBERSHIP FEES:

The Board of Directors will determine:

1. Playing seasons, which are sessions of specified length during which the Club conducts in youth soccer training education, and competition.
2. The annual business cycle of the Club should include a minimum of 4 Board of Directors meetings. The following is an example of the general sequence and the types of activities that would be part of the Club's business cycle:

- June - Team tryouts and selection process, committee meetings
- July - Registration with appropriate USSF affiliated organization(s) and BWSC each team elects their member of the Board of Directors, committee meetings
- August - Committee meetings
- September - Board of Directors meeting, committee meetings.
- October - Committee meetings
- November/December - Board of Directors meeting, committee meetings
- January - Committee meetings
- February - Committee meetings
- March - Board of Directors meeting, committee meetings
- April - Committee meetings
- May - Board of Directors meeting and election of Officers, committee meetings
- June - Team tryouts and selection process, committee meetings, new Officers assume offices.

- 3) Club membership fees may be assessed for each registered player. Each team may assess additional fees consistent with its financial needs.

SECTION 4. QUORUM

The members present at any annual meeting or a special meeting of the membership called in accordance with Section 6 shall constitute a quorum.

SECTION 5. ANNUAL MEETING

A meeting of the entire Club membership shall be held, if deemed necessary by the Board of Directors, for the transaction of any business as may come before the meeting. This meeting would include a presentation of financial statements and budgets, Committee reports, and a “State of the Club” presentation by the Officers.

SECTION 6. SPECIAL MEETINGS

Special meetings of the membership may be called by the President, by any seven (7) members of the Board of Directors, or by a member who delivers to the President or Secretary of the Board of Directors a petition signed by the lesser of 25% of the voting membership or seventy-five (75) or more voting members. The petition shall state the specific reason for the special meeting. Upon receiving a petition for a special meeting, the Secretary of the Club shall provide notice of the meeting to all members within two weeks of the date the petition was received. A special meeting shall be held within four weeks from the date a petition was received.

SECTION 7. PLACE OF MEETING

The Board of Directors may designate any place within the city of Brentwood, Tennessee, or Williamson County as the place of meeting for any meeting.

SECTION 8. TEAM MEETING

An annual team meeting for the purpose of electing the team's Director shall be held by each team prior to the first annual Board of Director's meeting of the Club. The Team Director becomes a member of the Club's Board of Directors. The team should also elect an Alternate Director(s) to represent the team in situations where the Director is unable to attend a Board of Directors meeting.

ARTICLE III DIRECTORS

SECTION 1.

All teams elect a Director and Alternate Director(s) each year after try-outs. The Director or Alternate Director(s) represent the team on the Board of Directors where each team has one vote. Parents or legal guardians, of players on each team, vote (one vote per player) to elect their Director and Alternate Director(s). Directors and Alternate Director(s) must be a parent or legal guardian of a child playing on the team or they may be the Head Coach of the team. No individual may serve as a Director or Alternate Director for more than one team.

SECTION 2. GENERAL POWERS

The business and affairs of the Club shall be managed by its Board of Directors and elected Officers. Only Team Directors or their Alternate Director can vote at Board of Directors meetings.

SECTION 3. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held throughout the business cycle for the purpose of transacting any business as may come before the meeting, including the election of officers, without other notice than this bylaw.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the city of Brentwood, Tennessee or Williamson County as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE

Notice of any special meeting shall be given at least five (5) days previous thereto by notices delivered personally, mailed, e-mailed, or telephoned to each Director at his address of record, or by facsimile. If mailed, such notice shall be deemed to be delivered two days from the date the mail is put into the post. If by facsimile, such notice shall be deemed to be delivered upon receipt by sender of confirmation of facsimile transmission. If by e-mail, such notice shall be deemed to be delivered if sender does not receive a "failure of delivery" message from the e-mail server. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM

Forty percent (40%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than forty percent (40%) of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING

The act(s) of the majority of the Directors present at a meeting at which a quorum is present shall be the act(s) of the Board of Directors; provided, however, the Board of Directors shall have the power to name committees to carry out its requests. The Board of Directors shall appoint Chairmen of standing committees and act upon committee reports. The committees shall not have the power to obligate the Club in any way except as specifically instructed by the Board of Directors.

SECTION 8. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by the team from which the departing Director was elected. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION

No Director shall receive compensation for his or her services as Director.

SECTION 10. INFORMAL ACTION

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

SECTION 11. 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.

SECTION 12. FORMATION OF YOUTH TEAMS

Competitive teams shall be formed within the age grouping as prescribed by the rules set forth by the 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 Asociacion (FIFA).

SECTION 13. NOTICE TO MEMBERSHIP

The Board of Directors shall report actions to the members following Club-related meetings.

ARTICLE IV OFFICERS

SECTION 1. CLASSES

- 1) The Officers of the Club shall be the President, Executive Vice President, Girls Vice President, Boys Vice President, Vice President of Marketing, Secretary, Treasurer, Boy's Coaching Representative, Girl's Coaching Representative. These Officers collectively make up the voting members of the Executive Board.

- 2) Appointed positions are created and filled at the discretion of the Executive Board. The appointed positions of the club will include, but are not limited to: the Outdoor Tournament Director(s), Indoor Tournament Director(s), Registrar, and Risk Manager. These appointed positions are invited to participate as non-voting members of the Executive Board.
- 3) The contracted positions will include the Executive Director and the Director of Coaching. These positions are invited to participate as non-voting members of the Executive Board.
- 4) All members (voting and non-voting) of the Club are eligible for the Club's elected and appointed offices on the Executive Board.
- 5) Elected officers or appointed positions shall not be deemed independent contractors and shall not be entitled to any right or privilege of their office unless specifically assigned by contract.

SECTION 2. ELECTION AND TERM OF OFFICE

- 1) 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 Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.
- 6) The officers of the Club shall be elected on staggered terms. The President, Executive Vice President, Girl's Vice President, Boy's Coaching Representative, and Treasurer, will be elected to serve terms beginning in even numbered years (2006, 2008, etc.) and the Boy's Vice President, Secretary, Vice President of Marketing, and Girls's Coaching Representative will be elected to serve terms beginning in odd numbered years (2007, 2009, etc.)

SECTION 3. REMOVAL

- 1) Any elected officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Club would be served thereby. The removal of an officer elected by the Board of Directors requires approval by two-thirds (66%) of the Directors voting on the removal.

- 2) Individuals serving in appointed positions may be removed by the Executive Board whenever, in its judgment, the best interest of the Club would be served thereby. Removing a person from an appointed position requires a simple majority vote of the Executive Board .

SECTION 4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5 PRESIDENT

The President shall preside at all meetings of the Club. The President shall execute the orders of the Board of Directors, and shall enforce the observance of the Articles of Incorporation, Bylaws, and Rules of the Club. Negotiate and sign all contracts for the Club in conjunction with the Executive Director. Appoint an auditing committee to examine books and records of the Treasurer and report to the Board of Directors of the Club. At the Conclusion of the term of office of the President, the then past president shall serve as ex-officio non-voting member of the Board of Directors at the conclusion of the term of office as President for one year.

SECTION 6 EXECUTIVE VICE PRESIDENT

In the absence of the President, the Executive VP is the next ranking officer and shall take Charge of all meetings of the Club and perform all other duties of the President. The Executive VP shall maintain and arrange for all field scheduling and field preparation for the Club. Maintain the City of Brentwood relationship in conjunction with the Executive Director.

SECTION 7 BOYS VICE PRESIDENT

The Boys Vice President will coordinate communications between the Club and the teams of the Boy's Division, oversee the operations of the teams in the Boy's Division to ensure they are in compliance with Club-affiliated organizations under USSF, and coordinate investigations of rule violations. Investigate any complaints pertaining to the boy's teams and review supporting evidence. Coordinate administrative duties of try-outs and market entry-level teams. Participate in team meetings as required or requested.

SECTION 8. GIRLS VICE PRESIDENT

The Girls Vice President will coordinate communications between the Club and the teams of the Girl's Division, oversee the operations of the teams in the Girl's Division to ensure they are in compliance with Club-affiliated organizations under USSF, and coordinate investigations of rule violations. Investigate any complaints pertaining to the girl's teams and review supporting evidence. Coordinate administrative duties of try-outs and market entry-level teams. Participate in team meetings as required or requested.

SECTION 9. BOYS COACHING REPRESENTATIVE

Assist Director of Coaching. Represent all Coaching Staff as voting member of the Executive Board. Communicate any issues that teams may bring forward. Work with age group coordinators to set up try-outs. Serve on grievance committee.

SECTION 10. GIRLS COACHING REPRESENTATIVE

Assist Director of Coaching. Represent all Coaching Staff as voting member of the Executive Board. Communicate any issues that teams may bring forward. Work with age group coordinators to set up try-outs. Serve on grievance committee

SECTION 11. SECRETARY

The Secretary shall make a record of the proceedings of all meetings, conduct the correspondence of the Club, keep or have access of an up-to-date register of the names and addresses of the members and Directors of the Club, make and present a report of the year's activities at the Annual Meeting of the Club, maintain copies of the Directors' election credentials, monitor meeting attendance, coordinate all formal Club voting to include certification of Directors Alternates and proxies. Maintain the Club Corporate Charter, Constitution, Bylaws, General Rules, and whatever additional policies and procedures as the Club may develop. Perform such other duties as may be required by the Board of Directors.

SECTION 12. TREASURER

The Treasurer with the assistance of the President and Executive Director shall prepare and present a budget annually for discussion at the annual meeting and perform such other duties as may be required by the Board. Other duties shall include but are not limited to preparation of the Clubs year end financials, coordinating with a CPA firm to ensure the filing of the Clubs tax return and audit report. Filing annual tax reports for employee wages and 1099 vendors. The Treasurer will work closely with the bookkeeper (an independent contractor of the club) to disperse funds from the Club operating account and will receive all such acceptable funds in accord with the purposes of the Club and deposit same in bank chosen by the Board. Funds shall be withdrawn from the depository and expenditures made within the

limits of the approved budget. Unbudgeted expenditures must receive prior approval consistent with delegation of authority limit established by the Board of Directors.

SECTION 13 VICE PRESIDENT OF MARKETING

The volunteer board position would primarily entail enhancing our club's corporate sponsorship strategy. This role should also help shape strategic vision for: club branding, tournament media guide AD sales, improving club spirit wear sales, club and tournament marketing, community public relations (with City, County, etc)

SECTION 14 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 Executive Board and/or a Search Committee will interview DOC candidates. The Board of Directors will have final approval of the top candidates and their contractor's agreement.

SECTION 15 EXECUTIVE DIRECTOR

The Executive Director shall be an independent contractor of the club whose responsibilities and relationship with the club is delineated within their independent contractor's agreement. The Executive Board and/or a Search Committee will interview Executive Director candidates. The Board of Directors will have final approval of the top candidates and their contractor's agreement.

SECTION 16. OTHER APPOINTED POSITIONS

Appointed positions may be created and filled at the discretion of the Executive Board as required to perform the functions of the Club. Examples of appointed positions include but shall not be limited to, Registrar and Referee Assignor. The persons in these appointed positions are agents of the Club and serve at the pleasure of the Executive Board.

16.1 REGISTRAR

The Registrar will preside over Manager meetings and provide necessary information for all teams of the Club to register with appropriate USSF affiliated organizations. The Registrar will obtain all information necessary from teams to register with the appropriate Club-affiliated USSF organizations. The Registrar will register all teams and maintain all other team registration and maintain a complete databank of teams of the Club including but not limited to: coach information, manager information, director information, etc.

16.2 RISK MANAGER

1. Shall assist the SRMC (State Risk Management Coordinator) in management and communication of the Risk Management Program at the local level.
2. To develop a network for communication and distribution of educational and instructional materials on risk management.
3. To require annually all coaches, trainers, volunteers, administrators and club/league officers to complete and submit to TS a Volunteer Disclosure Statement. Once the Volunteer Disclosure Statements have been collected within a club, the club president shall complete the Volunteer Disclosure Compliance Form and return it along with all Volunteer Disclosure Statements to the SRMC by the designated deadline.
4. To require annually all USSSF certified referees taking part in any TS affiliated matches to complete and submit a Volunteer Disclosure Statement to the SRMC.
5. To require all clubs to certify inspection and safety compliance of all soccer goals, playing fields and facilities.
6. To distribute and collect the Goal/Field Inspection Form annually and submit forms to the SRMC by the designated deadline.

SECTION 17 CONFLICT OF INTEREST

Officers and agents of the Executive Board expect high standards of integrity of themselves. If at any time an Executive Board Officer or agent believes that he or she 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 recuse himself (or herself) from any position on the subject. Executive Board members and agents should not hesitate to disclose and discuss possible conflicts of interest. Executive Board members will honor the request for recuse, 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 BWSC programs and activities.

ARTICLE V COMMITTEES

SECTION 1. GENERAL

The detailed planning, execution, and supervision of the Club's programs and responsibilities will be conducted by various committees. Committees are appointed by the Executive Board and derive their authority from the Club's Board of Directors. The Executive Board may vary the number of committees based on the need of the Club.

SECTION 2. EXECUTIVE BOARD

The Executive Board will be composed of the elected Officers and appointed positions of the Club as defined in Article IV. The Executive Board will appoint and oversee the

activities of all other Committees. The Executive Board will execute the resolutions of the Board of Directors under delegated authority. The Executive Board will be under the general supervision of the Board of Directors and will provide a report of its activities at any Board of Directors or Annual meeting.

SECTION 3. OTHER COMMITTEES

Examples of other Committees may include but shall not be limited to: Tournament Committee(s), Grounds Committee, Publicity Committee, Try-out Committee, New Teams Committee., and Coaches Committee. The responsibilities and authority of each committee will be defined by the Board of Directors. Committees will be under the general supervision of the Executive Board and may be called on to provided reports of their activities at any Executive Board or Board of Directors meeting.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instruments in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

SECTION 2. 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.

SECTION 3. CHECKS, DRAFTS, ORDERS, ETC.

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 by at least two authorized officers of the Club if the amount is over \$250.00 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 two authorized officers of the Club if the amount is over \$250.00 and in such manner as shall be determined from time to time by resolution of the Board of Directors.

AUTHORIZED SIGNATURES FOR CHECKS

1. Authorized Club Positions with check signing authority include the Executive Director, President, Executive VP, and Treasurer.

TOURNAMENT EXPENDITURES

1. A tournament budget will be prepared and approved by the Executive Board.
2. Expenditures covered by the Budget must still be approved by the Tournament Director before incurred and paid.
3. Expenditures not covered by the Budget must, before being incurred and paid, be approved by the following based on dollar amount:

\$1.00 - \$1000.00	Tournament Director and Two Authorized Club Positions
\$1001.00 or more	Tournament Director and (4) Executive Board members

OTHER EXPENDITURES

1. As outlined in the By-laws, an annual budget will be prepared and approved by the Board of Directors
2. Expenditures not covered by the Budget must, before being incurred and paid, be approved by the following based on dollar amount:

\$1.00 - \$250.00	One Authorized Club Position
\$251.00 - \$2000.00	Two Authorized Club Positions
\$2001.00 or more	Executive Board

SECTION 4. DEPOSITS

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII FISCAL YEAR

The fiscal year of the Club shall begin June 1st and end May31st, being the soccer year.

ARTICLE VIII WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of Club-affiliated organizations, or under the provision of the laws of the State of Tennessee, waiver thereof, in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 is or was a Director, officer, employee or agent of the Club, the fullest extent that is expressly permitted or required by the statues of the State of Tennessee and all other applicable law.

ARTICLE X PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the Parliamentary Authority for the Club.

ARTICLE XI AMENDMENTS AND ADOPTION OF BYLAWS

These Bylaws may be amended by two-thirds (2/3) vote of the Directors present at any meeting of the Directors, if at least ten (10) days notice of such amendment has been given in writing to each Director prior to the meeting. Article XII of these bylaws may be altered or amended by two-thirds (2/3) vote of the members present at the business session of any annual meeting of the Club, provided the proposed amendment has been submitted in writing to all members at least thirty (30) days prior to the annual meeting.

ARTICLE XII DISBANDMENT

The Club may be disbanded by a two-thirds (2/3) vote of the membership present at any annual or called meeting of the Club provided five (5) days written notice has been given to all voting members. Assets of the Club shall be distributed under terms of the Articles of Incorporation.

ARTICLE IIX CERTIFICATION

It is hereby certified that on this date I am the duly elected and qualified Secretary of the Brentwood Soccer Club, and that on this day of March 23, 1998, the foregoing bylaws were adopted by action of the Board of Directors.

Secretary, Brentwood Soccer Club

Date