

# **Brunswick Soccer Club**

## **BYLAWS**

### **ARTICLE I - NAME AND PURPOSES**

SECTION 1. NAME - The name of the organization shall be The Brunswick Soccer Club, Inc.

SECTION 2. PURPOSES - The organization has been established to further the purposes of the Club. Without limiting the generality of the foregoing, the Club has been organized for the following specific purposes:

- A. To promote the excellence of soccer ...
- B. To improve the methods and techniques of players, coaches, managers referees and parents...
- C. To promote a greater understanding and appreciation of soccer...
- D. To provide for an interchange between various segments of the community...
- E. To encourage and uphold sound, honest and ethical sporting practices.

SECTION 3. TAX-EXEMPT STATUS - The Club shall be operated as a not-for-profit corporation chartered by the State of New York and shall at all times act and operate in accordance with the provisions of Section 501(c)(3) of the United States Internal Revenue Code (or the successor provision of such Code providing tax-exempt status to not-for-profit educational organizations).

### **ARTICLE II - MEMBERSHIP**

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP - Any individual eighteen years of age or over may become a regular member of the corporation by either being a registered player, a parent or legal guardian of a registered player or a coach of a Brunswick Soccer Club to be determined on May 1 of the current operating year, including only the current operating year. Membership shall continue into the next operating year until the end of the Annual Meeting.

SECTION 2 NON-DISCRIMINATION - The club does not discriminate on the basis of color, creed, disability, marital status, national origin, race or sex.

SECTION 3. FEES DUE - All fees are payable to Brunswick Soccer Club upon acceptance of a child in the program. The amount of the Club's fees shall be determined by the Club's Board of Directors. Failure to pay any fees due shall result in membership being suspended until such fees are paid.

### **ARTICLE III - VOTING RIGHTS AND ANNUAL MEETING**

SECTION 1. VOTING RIGHTS - All members in good standing shall have one vote on all Club matters upon which they are entitled to vote. Proxies shall be permitted at the Annual Meeting

SECTION 2. ANNUAL MEETING - An annual meeting of the membership shall be scheduled for the third Monday of July of each year or at such other time as designated by the Executive Committee. The purpose of this meeting shall be the election of members of the Board of Directors and any other purpose as determined by the Board of Directors.

SECTION 3. QUORUM - Quorum at the annual meeting shall be ten percent of the membership of the Club, the combination of either in person or by proxy.

SECTION 4. QUORUM AND MEMBERSHIP DETERMINATION - The Secretary of the Club shall determine when quorum is present and whether persons meet membership requirements. Three-fifths of the non-disputed members present may overrule the determination of the Secretary.

### **ARTICLE IV - DIRECTORS & OFFICERS**

SECTION 1. OFFICERS AND BOARD MEMBERS - Officers and Board Members shall be members in good standing and nominated and elected as provided in the Bylaws.

SECTION 2. FUNCTION AND COMPOSITION OF BOARD OF DIRECTORS - The business and property of the Club shall be managed and controlled by the Board of Directors. The Board shall be the final determining body regarding qualifications and application, admission, termination, recourse for denial,

and arbitration procedures resulting thereof. The Board shall number no less than three (3) and no more than twenty-four (24).

**SECTION 3. TERMS OF DIRECTORS** - Each Director shall be elected for a term of no more than three years. Directors shall be divided into three classes. A class's term shall be for three years, staggered so that one class's term in any given year. Classes shall be approximately equal although each class may have five members before shorter terms in other classes must be filled. Once elected, a Director's class will not be changed. Directors may be elected to serve shorter terms if such positions are vacant. The length of term shall be declared at the time of election. In the event that due to vacancy, resignation or removal, multiple length of terms of office are open at the same time, candidates shall be placed in classes in the order of votes received, with those with the most votes placed in longer term classes.

**SECTION 4. MEETINGS** –

- a. The Board of Directors shall meet at such times and places as the President of the Club may determine, provided that each such meeting shall be in accordance with such proper notice as may be specified in and otherwise conducted in a manner consistent with the Club's Bylaws. The President may change the meeting time and location with 48 hours notice. The Board of Directors shall meet at least four times per organizational year.
- b. The Board of Directors may meet or conduct Board action by other means, including but not limited to mail, email, facsimile transmission, conference call or other generally accepted means of electronic or digital transmission, in lieu of and actual corporeal meeting. Such meetings shall comply with N-PCL §708(c) and policy as approved by the Board of Directors prior to such meeting.

**SECTION 5. SPECIAL MEETINGS** - The President may call Special Meetings of the Board of Directors upon written notice to all members posted in the mail at least seventy-two (72) hours prior to such a meeting. The Secretary shall call a meeting of the Board of Directors within seven (7) days of receipt of written petition of 50 percent of elected members of the Board of Directors. In the event that the President and Vice President are not able to serve, the Secretary shall call a meeting of the Board of Directors for the election of successors.

**SECTION 6. QUORUM** - Quorum for a meeting of the Board of Directors shall be Seven (7) members or two-thirds (2/3) of the membership of the Board of Directors, whichever is less.

**SECTION 7. ATTENDANCE** - Directors who fail to attend Board meetings for three consecutive regularly scheduled meetings may be removed at the discretion of the Board without other cause or notice.

**SECTION 8. REMOVAL FOR CAUSE** - An elected Director of the Board may be removed from the board for conduct detrimental to the best interest of the Club by affirmative vote of 75% or more of the Directors and constituting a quorum for the purposes of conducting business at such meeting, providing fourteen (14) days prior written notice of such meeting is delivered to each Board Member by registered or certified mail, return receipt requested, by any Director. Any such notice shall specify that such a meeting is for the purpose of voting on a resolution to remove a named Director and shall describe the conduct deemed by the person issuing the said notice to be detrimental to the best interest of the Club and grounds for such removal with sufficient specificity as to give reasonable notice of the alleged conduct. At any meeting held pursuant to this Section, the Director subject to removal shall have the right to appear with counsel of his or her choice, and shall have the right to present evidence on his or her behalf and to hear evidence in support of the charges made against him or her pursuant to reasonable rules established from time to time by the Club's Board of Directors. Removal from the Board of Directors may include removal from all other positions with the club with out additional votes.

**SECTION 9. EXECUTIVE COMMITTEE** - The Board of Directors shall be authorized to appoint an Executive Committee to have jurisdiction over questions of operation. The Executive Committee shall be comprised of the Officers of the Club and other persons elected by the Board.

**SECTION 10. ADVISORY BOARD** - The Board of Directors shall be authorized to appoint an Advisory Board to additional input from the community to the Board of Directors. The Advisory Board will report to the President. Members of the Advisory Board need not be members of the Club.

SECTION 11. VACANCIES - The Board of Directors shall fill by majority vote any vacancies that may occur on the Board of Directors or Officers.

SECTION 12. BONDING - The Secretary and Treasurer of the Club shall be bonded at all times, in amounts determined by the Club to be commercially reasonable.

**SECTION 13. CONTROL AND DISTRIBUTION OF ASSETS**

1. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise (including real estate) for any purpose of the Club;
2. Board Members shall not be responsible for any debts or obligations of the Club nor shall Board Members represent that the Club is responsible for any obligations of Board Members;
3. Termination of any Board member of the Club by removal, or death, or resignation, or dissolution of the Club, or otherwise, shall terminate all equity of that member in the property, assets, and funds of the Club;
4. The Board of Directors shall determine depositories of cash and other instruments.

SECTION 14. VOTING - Unless noted otherwise all votes shall be by a majority vote of those present. Voting by proxy shall not be permitted at meetings of the Board of Directors or Executive Committee.

SECTION 15. QUORUM AND MEMBERSHIP DETERMINATION - The Secretary of the Club shall determine when quorum is present and whether persons meet membership requirements. Three-fifths of the non-disputed members present may overrule the determination of the Secretary.

**ARTICLE V - OFFICERS**

SECTION 1. ELECTION SCHEDULE - Officers shall be elected at the first Board of Directors Meeting of each Organizational year. Officers may be elected at any Board Meeting to fill vacancies provided notice of election is provided in the Notice of the Meeting.

SECTION 2. OFFICERS - Organization officers which are subject to election are:

President. The President shall be the chief executive officer of the Club, performing all duties expected of the office and required by the Articles of Incorporation, Constitution and Bylaws, or if not specified, those approved by the Board of Directors. The President shall be a member, ex-officio, of all committees, sections, boards, councils, and task forces. The President may appoint and other members of the Executive Committee to serve ex-officio in his or her place.

Vice President. The Vice President shall

1. grant aid to the President in carrying out the duties and responsibilities of the Presidency in a mutually satisfactory coordinated effort designed to provide continuity to Club's administration;
2. act in the extended absence of the President or in the case of the President's disability, and in these cases shall have all the rights and responsibilities, authority and duties of the President;
3. notifying the President immediately upon his or her return of actions taken in his or her name;
4. chair the Long-term Strategic Planning Committee.

Secretary. The Secretary shall

1. prepare the minutes and historical records of the Club;
2. maintain contact with all activities of CDYSL, supply information to the officers, and perform other duties usual to the office of a Club's Secretary, under the advisory supervision of the President and Board;
3. conduct correspondence with Board members and others;
4. be responsible for adherence to the provisions of the Constitution and Bylaws of the Brunswick Soccer Club as they relate to the operation of Club's activities including:
  - a. Submit a list of Officers to the CDYSL within ten days of their election;
  - b. Submit all changes in the Club's Constitution and Bylaws within ten days after approval of such changes by the Club;
5. distribute Meeting Notices at least 48 hours before the meeting and Meetings Minutes to Board of Directors;
6. chair the Nominating Committee.

Treasurer. The Treasurer shall

1. receive seasonal dues, record fees and keep records of the fees status of each constituent;
2. see that all the disbursement are properly approved, maintain contact with all activities of the Club, supply information to the officers, and perform other duties usual to the office of a Club Treasurer, under the advisory supervision of the President and Board;
3. deposit all monies received in banks approved by the Board, make investments as authorized by the Board, supervise disbursements and payments;
4. prepare an annual P & L and Balance Sheet;
5. serve as financial counsel to the Board. Proper accounting records shall be kept by the Treasurer;
6. prepare reports of the financial condition of the Club whenever required by the Board or President. At least once quarterly a P & L and Balance Sheet report shall be submitted to the Board;
7. chair the Audit Committee;
8. be responsible for adherence to the provision of the Constitution and Bylaws of the Club as they relate to the operation of Club's activities including:
  - a. Submit recommendation for change in Club's fees;
  - b. Submit the annual audited Organization financial statement to the Board of Directors.

**SECTION 3. REMOVAL FOR CAUSE** - An elected Officer may be removed from office for conduct detrimental to the best interest of the Club by affirmative vote of 75% or more of the Directors and constituting a quorum for the purposes of conducting business at such meeting, providing fourteen (14) days prior written notice of such meeting is delivered to each Board Member by registered or certified mail, return receipt requested, by any Director. Any such notice shall specify that such a meeting is for the purpose of voting on a resolution to remove a named Officer and shall describe the conduct deemed by the person issuing the said notice to be detrimental to the best interest of the Club and grounds for such removal with sufficient specificity as to give reasonable notice of the alleged conduct. At any meeting held pursuant to this Section, the Officer subject to removal shall have the right to appear with counsel of his or her choice, and shall have the right to present evidence on his or her behalf and to hear evidence in support of the charges made against him or her pursuant to reasonable rules established from time to time by the Club's Board of Directors. Removal from office by this method shall also constitute removal from the Board of Directors without requiring an additional vote.

#### **ARTICLE VI – EXECUTIVE COMMITTEE**

**SECTION 1. EXECUTIVE COMMITTEE** - The principal function of the Executive Committee is to exercise the powers of the Board of Directors at any time between regularly scheduled meetings of the Board of Directors. The Executive Committee shall have all the power and authority of the Board in the management of the business and affairs of the Club, consistent with the Constitution, Bylaws, and directives and policies established from time to time by the Board of Directors. The Executive Committee, if constituted, shall meet as often as is deemed necessary by the President to give purpose and direction to the Club. The Actions taken shall be fully reported in minutes circulated to the Board of Directors

**SECTION 2. POWERS OF THE EXECUTIVE COMMITTEE** - The Executive Committee shall have and exercise, during the intervals between meetings of the Board of Directors, all of the powers vested in the Board of Directors except the following:

1. the power to change the membership of, create or fill vacancies in the Board of Directors or the Executive Committee;
2. the power to alter, amend or repeal the Constitution, Certificate of Incorporation, By-laws or any resolution or resolutions of the Board of Directors;
3. adopt an agreement of merger or consolidation;
4. sell, lease or exchange any of the property and assets of the Club;
5. dissolve the Club or a revocation of a dissolution;
6. such other powers as may not be exercised by a committee under the Federal or State Law or by the Constitution, Certificate of Incorporation or Bylaws of the Club;
7. take any other action which legally may be taken only by the full Board of Directors.
8. unless specifically authorized by a vote of the Board of Directors, the Executive Committee shall not have the power or authority to:
  - a. spend, in any one transaction, assets of the Club having a fair market value (as determined by the Committee) of more than \$500;

- b. purchase, in any one transaction, securities or assets having a fair market value (as determined by the Committee) of more than \$500;
- c. lease, in any one transaction, property or assets having an aggregate rental cost, on a present value basis, of more than \$500 at the time of lease;
- d. authorize, in any one transaction, the incurrence of indebtedness of more than \$500 principal amount.

**SECTION 3. DUTY OF THE EXECUTIVE COMMITTEE**

- 1. Executive Committee meetings shall be announced to the board of directors prior to the meeting on the day of the meeting or any day preceding.
- 2. Executive Committee meeting reports to the Board of Directors shall be made no more than ten (10) days after any Executive Committee meeting.

**SECTION 4. OVERSIGHT OF THE EXECUTIVE COMMITTEE**

- 1. Any member of the Board of Directors shall have the right to call for a review of any action or decision taken by the Executive Committee. Such review does not require a second from the Board of Directors.
  - a. The Director or Directors shall have twenty (20) days to call for such a review.
  - b. Such review will either affirm or rescind the reviewed action in whole or in part.
- 2. If an action is rescinded, the Board of Directors shall then discuss alternatives to the action should such be considered necessary and may choose to vote to implement such alternatives or to table any item for future study.
- 3. Votes shall be decided by simple majority provided a quorum of the Board of Directors is present
- 4. Reports submitted beyond the ten (10) day time period, or reports found to be inaccurate or to have omissions at any later date, shall have no time limit for review
- 5. The full Board of Directors shall have the right to decide appropriate action should a report be late, inaccurate or found to have omissions or should an Executive Committee meeting not be properly announced
- 6. The Board of Directors shall reserve the right to appoint one (1) to three (3) additional members to the Executive Committee

**SECTION 5. QUORUM** - shall consist of two-thirds of the members of the Executive Committee.

**ARTICLE VII - NON-ELECTED POSITIONS**

**SECTION 1. COMMITTEES AND COORDINATORS** - The Committees and Coordinators of the Club are appointed by the President. These positions may be, but are not required to be, members of the Board of Directors. The purpose, duties and role of Committees and Coordinators are determined by the President. The President or his representative shall be an ex-officio member of all committees. The President may name such other committees and designate the persons to serve thereon as may be considered desirable to promote the welfare of the Club. These appointments and charters of responsibilities, duties, and authorities, limitations, and termination and/or renewal or review dates of these groups must be filed for inclusion in the minutes of the Board or Executive Committee meeting. Every group so appointed shall be subject to Board or Executive Committee review once each year. Committee chairs can be non-voting members of the Board of Directors at the discretion of the President.

**ARTICLE VIII DESIGNATED CONTRIBUTIONS**

**SECTION 1.** From time to time the corporation, in the exercise of its charitable and educational purposes, may establish designated funds to assist in the accomplishing specific goals in furtherance of one or more organizational purposes. Contributors may earmark application of particular contributions amongst designated funds but all such earmarked contributions, without specific express donor restrictions attached to it, shall be deemed suggestions and advisory rather than mandatory in nature. All such contributions made to such designated funds or otherwise bearing a generalized designation shall remain subject to the exclusive control and discretion of the Board of Directors to be used for the general furtherance of any exempt purposes with no fiduciary obligation otherwise attaching to such contributions or created thereby. The corporation may also receive donations earmarked by a donor to be applied and devoted to certain projects or particular purposes. In the absence of an “express condition” placed upon an earmarked gift (donation) to the corporation that the gift revert back to a donor to enforce an identified contribution restriction, the corporation shall not be obliged to return such a contribution to

a donor nor shall it be precluded from diversion of designated funds to other proper organizational purposes when authorized in the sound business judgment of the Board of Directors.

## **ARTICLE IX MISCONDUCT AND GRIEVANCE PROCEDURE**

SECTION 1. The following actions shall constitute misconduct by members or players of the club:

- a. Violation of the Code of Conduct of Brunswick Soccer Club or CDYSL.
- b. Other actions which violate board policy where expulsion is specifically proscribed.
- c. Any other action which shall be considered detrimental to or jeopardize the stated purposes of the Club.

SECTION 2. The President, upon probable cause of misconduct being presented, may suspend any player or member from participation in Club activities, including games.

SECTION 3. The player or member may appeal the President's decision to the Board of Directors or a designated Committee as the Board so directs. Decisions of the Board of Directors or its designated Committee shall be final.

## **ARTICLE X – ARBITRATION**

SECTION 1. SUBMISSION TO ARBITRATION – Any controversy, claim or dispute that may arise out of or relate to these By-Laws or pertain to the administration or governing of this corporation, shall be submitted and settled by arbitration administered under the rules and regulations of the American Arbitration Association and all parties to be hereafter governed by these By-laws including but not limited to, Directors, officers, members, agents, and employees of this organization agree to submit to binding arbitration any matters which are not settled by the parties themselves or cannot otherwise be resolved by resort to mediation. The parties hereby waive a right to file a lawsuit in any civil court action against one another for such disputes in the first instance, except to enforce an arbitration decision or as otherwise herein provided. Any judgment or award rendered by the arbitration process may be entered in any court having jurisdiction thereof.

SECTION 2. NOTICE OF ARBITRATION – In the event of any dispute, claim, question, or disagreement arising out of relating to these By-laws or pertaining to the administration or governing of this corporation or any other organizational or corporate matter, the parties shall use the best efforts to settle such disputes, claims, questions or disagreement. To this effect, they shall consult and negotiate with each other in good faith and recognizing their mutual interests not to harm the corporation, seek to reach a just and equitable solution by mediation and, if necessary, legally binding arbitration. If they do not reach such solution within a period of thirty (30) days of such voluntary efforts, then upon written notice by either party to the other(s), any unresolved disputes, claims, questions, or differences shall be submitted for settlement in arbitration, as described in Section 1 above, and in compliance with such Procedures for Arbitration as are adopted pursuant to the guidelines set forth below, or such others that may from time to time be adapted and promulgated by the Board of Directors.

### **SECTION 3 LIMITS OF ARBITRATION DECISIONS**

- a. Notwithstanding the foregoing, the arbitration process outlined herein is not a substitute for, nor does it prohibit any disciplinary proceeding or process set forth in these By-laws, and shall in no way restrict or effect the inherent authority of the Board of Directors to investigate reports of misconduct, conduct fact finding hearings, administer organizational discipline, including discharge, or preclude the suspension or termination of any individual's corporate capacity or participation in any aspect of corporate activities and programs.
- b. Should any dispute involve matters of internal disciplinary actions affecting member participation in any aspect of corporate activities and programs, the arbitrator(s) shall be limited to determining whether the procedures for exercising disciplinary actions outlined under these By-laws were followed.
- c. Should any dispute involve removal from office of a director, officer or corporate agent, the arbitrator(s) shall be limited to determining whether the procedures for such action set forth in these By-laws were followed.
- d. Nothing herein shall be construed to exclude, restrict or waive any duty of requirement imposed by a contract of insurance, indemnity or bond or financial security agreement, or where an insurance

company is the real party in interest, nor prohibit a civil lawsuit to procure compensation or indemnity under any such contract of insurance indemnity or bond or financial security agreement.

#### **SECTION 4 – ARBITRATION PROCEDURES**

- a. Additional procedures or guidelines for arbitration may be promulgated by the Board of Directors by its adoption of distinct or cumulative regulations, protocols, or guidelines, by means of corporation resolution of specific By-laws amendments.
- b. All initial costs of arbitration shall be divided equally between the parties including any requisite filing fee, administrative fee, service charges and the expense of arbitrator(s) compensation. In the event an initiating party must advance costs and expenses to initiate the arbitration process, one-half (1/2) of such costs shall be recouped as an additional award and part of any recovery made to such party as a prevailing party or surcharged against and deducted from a prevailing party's award as a set-off.
- c. Parties reserve the right to retain and represented by legal counsel throughout any phase of the arbitration process at that party's own expense, which expense shall not be recoverable as part of any arbitration award except as may be specifically mandated by law.
- d. In the event it become necessary for a prevailing part to commence legal proceedings to protect, defend or enforce an arbitration decision, the non-prevailing party must bear the expenses incurred in connection therewith, including but not limited to court costs, statutory disbursements, collection charges and reasonable attorney's fees, together with interest at the highest rate the prescribed by law.

#### **ARTICLE XI - ADMINISTRATION**

**SECTION 1. PAID ADMINISTRATION** - The Board of Directors may employ a qualified person or persons, who may or may not be a member of the Club, to provide staff for the Club and to exercise such powers and authority as may be delegated by the Board.

**SECTION 2. VOLUNTEER OFFICERS** – In the performance of its exempt corporate purposes and functions, the Board of Directors expresses its intention to secure immunity from liability pursuant to Not-for-Profit Corporation Law §720-a for all qualifying directors, officers of any title or nature, coach or other eligible individuals. In the absence or failure to adopt any resolution or other official appointment setting forth an individual's eligible immunity as a designated officer, it is hereby appointed that any qualifying volunteer, agent or staff worker shall be considered an Officer in the designated capacity as "Soccer Club Officer."

**SECTION 3. ORGANIZATION & FISCAL YEAR** - The Organizational year of the Club shall coincide with the fiscal year of the Club, and be July 1 to June 30.

**SECTION 4. ORGANIZATION MEETINGS** - All Meetings of the Club shall be open to all members of the community. Executive Sessions, limited to the Board Members only and invited guests, shall be used for discussion of personnel, litigation and player placement matters only.

**SECTION 5. VOTING BY OTHER MEANS** - If permitted by state law, any action that may be taken at a meeting of the Board of Directors or Executive Committee may be taken by mail ballot, phone ballot, email or other communication system in the manner approved by the Board of Directors

#### **ARTICLE XII - AMENDMENTS**

The Bylaws may be amended by an affirmative vote of two-thirds of the entire membership of the Board of Directors, provided notice of the amendment has been given to each director. Notice shall be given to each member of the Board of Directors by mail at least thirty days prior to the meeting; by inclusion in previously mailed agenda; by signature of waiver of notice from all Officers and Directors; or by a balloting by mail subsequent to the Board meeting. Changes in the Bylaws must be communicated promptly. All amendments are subject to ratification by the Club's Board of Directors.

Proposed changes in the Club's fee structure must be submitted to the Board and approved by a majority of those voting. Notice of such action and the results shall be promptly communicated. The change will take effect at the start of the next season.

### **ARTICLE XIII - DISSOLUTION OF THE CLUB**

In the event of the dissolution of the Corporation, the residual assets shall be turned over to an organization which is itself exempt under Section 501(c)3 of the Internal Revenue Code, and whose goals are compatible with those of the Corporation. None of the assets shall be distributed to the benefit of any private individual.

### **ARTICLE XIV - PROHIBITED ACTIVITIES.**

SECTION 1. COMPLIANCE WITH INTERNAL REVENUE CODE - The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the New York Not-for-Profit Corporation Law.

SECTION 2. COMPLIANCE WITH STATE LAW - No provision of this section shall be interpreted or applied so as to be inconsistent with the provisions of Article 7 of the New York Not-for-Profit Corporation Law, or any statute of like effect.

### **ARTICLE XV – ADOPTION**

These Bylaws shall be adopted upon a majority affirmative vote of the whole membership at a regularly scheduled meeting of the Membership.

### **ARTICLE XVI PREVIOUS BYLAWS OR CONSTITUTION**

All previous bylaws or constitutions of the Club, and any amendments thereto, are superseded by the adoption of these bylaws.

END OF BYLAWS

### **Certificate of Adoption of Bylaws**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Brunswick Soccer Club, Inc., a New York not-for-profit corporation.
2. That the foregoing bylaws, comprising these seven pages, constitute the bylaws of said corporation duly amended at the meeting of the members thereof, duly held on XXXX.

In witness whereof, I have hereunto subscribed my name this XXXX day XXXX.

Mark Besse, Secretary