

BYLAWS
OF
HULMEVILLE SOCCER CLUB

(a Pennsylvania nonprofit corporation)

ARTICLE I

OFFICES

Section 1.01. REGISTERED OFFICE. The Registered Office of the Corporation shall be as stated in the Corporation's Articles of Incorporation or at such other location to which the Registered Office shall be changed by action of the Board of Directors.

Section 1.02. PRINCIPAL BUSINESS ADDRESS AND OFFICES. The principal business address of the Corporation shall be P.O. Box 7050, Penndel, PA 19042, or such other address as may be changed from time to time. The Corporation may establish a principal place of business or have offices at such other places, within or outside of Pennsylvania, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or the business of the Corporation may require.

ARTICLE II

NOTICE - WAIVERS - MEETINGS GENERALLY

Section 2.01. MANNER OF GIVING NOTICE.

(a) General Rule. Whenever notice is required to be given to any person under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (the "NCL"), the Corporation's Articles of Incorporation (the "Articles") or these Bylaws (these "Bylaws"), it may be given to such person, either personally, by telephone or by sending a copy thereof by first class mail, postage prepaid, recognized courier services, by facsimile with transmittal confirmation, or by electronic mail ("e-mail") with transmittal confirmation, to his or her address (including his or her e-mail address) or telephone or facsimile number appearing on the books of the Corporation or, in the case of a member of the Corporation (each, a "Member" and collectively, the "Members") or a member of the Board of Directors (each, a "Director" and collectively, the "Directors"), supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by first class mail or recognized courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with such courier service. If the notice is sent by e-mail or facsimile transmission, it shall be deemed to have been given to the person entitled thereto upon transmittal confirmation.

(b) Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2.02. NOTICE OF MEETINGS OF MEMBERS.

(a) Notice of Informational Meetings. Notice of informational meetings of Members may be made, in any manner, at the discretion of the Board.

(b) Notice of Annual Meeting. Notice of the annual meeting of the Members shall be given not less than five (5) days before the date of the meeting to each Member entitled to vote at such meeting.

(c) Notice of Special Meetings.

(1) Except as otherwise provided in Section 2.02(b)(2) hereof, notice of a special meeting of the Members shall be given not less than five (5) days before the date of the meeting to each Member entitled to vote.

(2) Pursuant to Section 5704 of the NCL, notice of a special meeting of the Members shall be given not less than ten (10) days before the date of the meeting to each Member if the Members are to discuss and/or approve at such meeting any of the following:

- (i) any amendment to, or the repeal of, any provision of the Articles;
- (ii) the adoption of any plan for the merger or consolidation of the Corporation;
- (iii) the adoption of any plan for the division or conversion of the Corporation;
- (iv) the sale of all or substantially all of the assets of the Corporation; or
- (v) the adoption of any plan for the dissolution or liquidation of the Corporation.

(d) Content. Notice of a meeting of the Members shall specify the place, date and time of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by any other provision of the NCL, the Articles or these Bylaws.

Section 2.03. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

(a) Notice.

(1) Notice of a regular meeting of the Board of Directors need not be given, except by the adoption of a resolution by the Board of Directors establishing the places, dates, and times of regular meetings.

(2) Notice of a special meeting of the Board of Directors, unless waived, shall be given to each Director not less than one (1) day prior to the day on which such meeting is to be held if such notice is in person, by e-mail or facsimile, and not less than four (4) days prior to the day on which the meeting is to be held if such notice is by first class mail or recognized courier service.

(b) Content. Every required notice of a meeting of the Board of Directors shall state the place, date and time of the meeting. Unless otherwise provided by the NCL or these Bylaws, 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 a notice of such meeting.

Section 2.04. WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given pursuant to the provisions of the NCL, the Articles or these Bylaws, a 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. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

(b) Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.05. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not materially enlarge its original purpose.

Section 2.06. EXCEPTION TO REQUIREMENT OF NOTICE. Whenever any notice or communication is required to be given to any person under the provisions of the NCL, the Articles or these Bylaws, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required.

Section 2.07. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT.

One or more persons may participate in a meeting of the Members or a meeting of the Board of Directors, or any committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, including, without limitation, by audio and/or audio/visual communications equipment. Participation in a meeting pursuant to Section 2.07 hereof shall constitute presence in person at such meeting.

ARTICLE III

MEMBERSHIP

Section 3.01. MEMBERSHIP. The Corporation shall have one (1) class of membership.

Section 3.02. QUALIFICATION AND RETENTION OF MEMBERSHIP.

(a) Qualification. Except as otherwise provided herein, (i) any person who has registered a child with the Corporation and paid the related registration fee shall be a Member of the Corporation once the Board of Directors approves the Member's membership in accordance with Section 3.03 hereof, (ii) all acting coaches and assistant coaches shall automatically be a Member of the Corporation, and (iii) any Director elected by the Members shall automatically be a Member of the Corporation.

(b) Retention. In order to continue to be a Member, a Member must comply with all membership obligations on a timely basis, including but not limited to, paying any required registration fees as may be established by the Board of Directors.

Section 3.03. MEMBERSHIP REGISTRATION, FEES AND MEMBERSHIP RULES. The Board of Directors shall have the authority to set registration fees for the Members and to promulgate rules relating to eligibility and application for membership. Approval for membership may be denied for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated criteria for membership.

Section 3.04. RECORD OF MEMBERS. The Registrar of the Corporation (the "Registrar") shall maintain a current list of the Members, with the address of each, which list shall be kept on file at the registered office of the Corporation.

Section 3.05. MEMBERSHIP MEETINGS.

(a) Annual Meetings. An annual meeting of the Members for the election of Directors of the Corporation shall be held in each year, on such day and at such time and place as the Board of Directors shall designate.

(b) Special Meetings. Unless otherwise prescribed by the NCL or by the Articles, special meetings of the Members may be held for any purpose or purposes and at any time on the call of the President of the Corporation (the "President"), at the request in writing of a majority of the Board of Directors, or at the request in writing of at least thirty percent (30%) of the Members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. If the Secretary of the Corporation (the "Secretary") shall fail or refuse to give notice of such meeting, then the notice may be given by the officer making the call or the Directors or Members making the request.

(c) Place of Meetings. All meetings of the Members, whether annual or special, shall be held at such place as may be fixed from time to time by the Board of Directors and included in the notice of such meeting.

Section 3.06. QUORUM OF AND ACTION BY MEMBERS.

(a) General Rule. Members present at a duly called meeting of the Members shall constitute a quorum for the transaction of business and, except as otherwise provided herein, shall take such action on behalf of the members.

(b) Fundamental Transactions. All “Fundamental Transactions” as defined in Section 4.10(b) hereof, must be approved in accordance with Section 4.10(b) hereof.

Section 3.07. MEMBER VOTING RIGHTS.

(a) Voting. Except as otherwise provided herein, each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members. In addition to any voting rights provided in these Bylaws, Members shall be entitled to vote upon any matter with respect to which the NCL requires a vote of the Members. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes to the Articles or Bylaws, may be by voice vote or show of hands.

Section 3.08. TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferable or assignable.

Section 3.09. RESIGNATION OF MEMBERS.

(a) Resignation of Members. A Member may resign at any time by giving written notice to the Board of Directors, so long as any resigning Member who is a Director and/or officer also resigns as a Director and/or officer. The resignation shall take effect on the later of (i) the date the notice is received by the Board of Directors or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Member is a party. Any resigning Member who is a Director and/or an officer shall also resign as a Director and/or an officer.

Section 3.10. EXPULSION FROM MEMBERSHIP.

(a) A Member shall be automatically removed, without action by the Board of Directors, upon ceasing to meet the qualifications for Membership set by the Directors pursuant to Section 3.02 hereof.

(b) Any Member may be expelled as a Member of the Corporation, without the assignment of any cause, upon a majority vote of the Members or Directors present at a duly convened meeting of the Members or Directors, respectively, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting and to the Member being considered for expulsion.

(c) The Board of Directors may suspend or expel any Member who shall be in default in the payment in full of registration fees.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. POWERS; STANDARD OF CARE.

(a) General Rule. Unless otherwise provided by the NCL or these Bylaws, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) Standard of Care; Justifiable Reliance. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons or entities as to matters which the Director reasonably believes to be within the professional or expert competence of such person or entity; and

(3) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located or in which it conducts charitable work or other work, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 4.01(b) hereof.

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A Director who is present (in person, by telephone, by video or by other similar means) at a meeting of the Board of Directors, or of a committee of

the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in Section 4.01(e) hereof shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing of the asserted omission or inaccuracy.

Section 4.02. QUALIFICATION AND ELECTION OF DIRECTORS.

(a) Qualifications. Each Director shall be a natural person eighteen (18) years of age or older. A Director shall also be a Member of the Corporation.

(b) Election of Directors. Except as otherwise provided in the Articles or these Bylaws, the Directors shall be elected upon the affirmative vote of the Members. In elections for Directors, voting need not be by ballot, except upon demand made by a person entitled to vote at the election and before the voting begins. The candidates receiving the highest number of votes cast shall be elected.

Section 4.03. NUMBER AND TERM OF OFFICE.

(a) Number. The Board of Directors shall consist of not less than three (3) nor more than eighteen (18) Directors, the exact number of which may be fixed from time to time by the Board of Directors.

(b) Term of Office.

(1) Except as otherwise provided herein, the term of office for each Director shall be three (3) years. Directors shall serve their terms on a staggered basis, so that approximately one-third of all directors will have their terms as director expire every three years. The Board of Directors may, by resolution, declare that some Board of Directors seats will have one or more abbreviated terms, solely in order to institute and maintain a staggered Board of Directors. Except for any abbreviated terms required in order to institute and maintain a staggered Board of Directors, the term of a director shall be three (3) years. The Board of Directors may, but need not, designate the divided Board of Directors with Class 1, Class 2 and Class 3 distinctions. Each Director shall hold office until the expiration of the term for which he or she was appointed and until a successor shall be appointed or until his or her earlier death, resignation or removal.

(2) A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director.

(3) There shall be no limitation on the number of terms of office for the Directors.

(c) Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the later of: (i) the date the

notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Director is a party.

Section 4.04. VACANCIES. If a vacancy occurs in the office of a Director for any reason, including an increase in the number of Directors, the Board of Directors may select a Director to fill the vacant position, and such Director shall hold office for the unexpired term for which the vacancy occurred, if applicable, and until a successor shall be appointed or until his or her earlier death, resignation or removal.

Section 4.05. REMOVAL OF DIRECTORS. A Director may be removed from office at any time, with or without cause, in accordance with Section 4.10(b)(3) hereof, provided that written notice of the intention to consider the removal of such Director has been included in the notice of the meeting at which such removal will be considered and to the Director being considered for expulsion.

Section 4.06. PLACE OF MEETINGS. Meetings of the Board of Directors may be held at such place, within or outside of Pennsylvania, as the Board of Directors may from time to time designate, or as may be designated in the notice of the meeting.

Section 4.07. ORGANIZATION OF MEETINGS. The President shall preside over and act as Chair at all meetings of the Board of Directors. If the President is not able to attend a meeting, the Vice President, Secretary or Treasurer, in that order if attending, shall act as Chair of the meeting. If no officer is attending the meeting, then the members of the Board of Directors shall appoint a Director to serve as the Chair.

Section 4.08. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such places, dates and times as shall be designated from time to time by resolution of the Board of Directors. One such regular meeting shall be designated, in advance, as the annual meeting of the Board of Directors, at which time the officers of the Corporation shall be elected.

Section 4.09. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of at least two (2) Directors. Any such meeting may be held at such place as the Board of Directors may fix from time to time or as may be specified or fixed in such notice or waiver thereof. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the Directors shall be present thereat, and no notice of a meeting shall be required to be given to any Director who shall attend such meeting. If the Secretary shall fail or refuse to give such notice, then the notice may be given by the officer making the call or any one of the Directors making the request.

Section 4.10. QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. A majority of the Directors in office must be present (in person, by telephone, by video or by other similar means) at a duly called meeting of the Board of Directors in order for there to be a quorum for the transaction of business. Except as otherwise provided herein, the acts of a majority of the Directors eligible to vote and present at a duly called meeting of the Board of Directors where a quorum is present shall be the acts of the Board of

Directors.

(b) Fundamental Transactions. Any “Fundamental Transaction” (as defined herein) shall require (i) the affirmative vote of two-thirds (2/3) or more of the Directors then in office and eligible to vote *and* the affirmative vote of a majority or more of the Members eligible to vote and present at a duly called meeting of the Members where a quorum is present, or (ii) the affirmative vote of two-thirds (2/3) or more of the Members eligible to vote and present at a duly called meeting of the Members where a quorum is present.

A “Fundamental Transaction” shall include the following:

(1) any amendment to, or the repeal and subsequent adoption of, any provision of the Articles or Bylaws;

(2) the increase or decrease in the authorized number of members of the Board of Directors;

(3) the removal of a Director;

(4) the adoption of any plan for the merger, consolidation or reorganization of the Corporation;

(5) the adoption of any plan for the division or conversion of the Corporation;

(6) the sale of all or substantially all of the assets of the Corporation;

(7) the formation of a subsidiary of the Corporation; and

(8) the adoption of any plan for the dissolution or liquidation of the Corporation.

(c) Voting Rights. Each Director shall be entitled to one (1) vote.

(d) Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors then in office and shall be filed with the Secretary.

(e) Absence of Quorum. In the absence of a quorum, a majority of the Directors present (in person, by telephone, by video or by other similar means) may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except that notice shall be given to all Directors if the adjournment is for more than thirty (30) days.

Section 4.11. COMPENSATION. No Director shall receive compensation for services performed in his or her capacity as a member of the Board of Directors. A Director may be reimbursed by the Corporation, at the Board of Directors’ discretion, for reasonable expenses

incurred by such Director, including any expenses incurred by such Director in connection with such Director's attendance at regular or special meetings of the Board of Directors or committees thereof.

Section 4.12. INVITED GUESTS. The Board of Directors shall be permitted to invite individuals to observe any regular or special meetings of the Board of Directors or committees thereof; provided, however, that such individuals must leave any such meeting if and when directed by the Board of Directors or the members of the applicable committee thereof.

Section 4.13. ANNUAL DUES. The Board of Directors shall approve the registration fees to be paid by the Members.

ARTICLE V

COMMITTEES

Section 5.01. COMMITTEES.

(a) Establishment. The Board of Directors may establish one (1) or more committees to consist of one (1) or more Directors and/or such other individuals who may be interested in serving on such committee(s).

(b) Powers. Each committee shall have such authority as delegated by resolution of the Board of Directors. Notwithstanding any other provision herein to the contrary, no committee shall have any power or authority:

(1) to act on matters committed by resolution of the Board of Directors to another committee of the Board of Directors; or

(2) to approve Fundamental Transactions.

(c) Committee Quorum and Action. Except as otherwise provided in the resolution of the Board of Directors establishing any committee, a majority of the members of such committee shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of such committee.

(d) Alternate Committee Members. The Board of Directors may designate one or more individuals as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member or alternate member of a committee, the regular or alternate member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another individual to act at the meeting in the place of the absent or disqualified member or alternate member.

(e) Term. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

(f) Meetings. Regular and special meetings of a committee shall be held at such time and place, and in such manner as the members of such committee shall determine.

(g) Notice of Committee Meetings. Notice of a regular meeting of any committee under the Board of Directors need not be given, except by the adoption of a resolution by such committee establishing the places, dates, and times of regular meetings. Notice of a special meeting of any committee under the Board of Directors shall be given to each member of such committee by telephone or in writing (including, without limitation, by facsimile or email) at least twenty-four (24) hours before the time at which the meeting is to be held. Every required notice of a meeting shall state the place, date and time of the meeting. Unless otherwise provided by the NCL, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice of such meeting.

(h) Resignation. Any committee member may resign at any time by giving written notice to the chair of that particular committee. The resignation shall take effect on the later of (i) the date the notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the committee member is a party.

(i) Vacancies. If a vacancy occurs in the office of a committee member for any reason, including an increase in the number of committee members of a particular committee, such vacancy shall be filled pursuant to the rules of that particular committee, and the committee member shall hold office for the unexpired term for which the vacancy occurred, if applicable.

(j) Removal of Committee Members. A committee member may be removed from office at any time, with or without cause, (i) upon the affirmative vote of two-thirds (2/3) or more of the other committee members then in office and voting, or (ii) by the Board of Directors, provided that written notice of the intention to consider the removal of such committee member has been included in the notice of the meeting at which such removal will be considered.

(k) Voting Rights. Each committee member shall be entitled to one (1) vote.

(l) Action by Unanimous Written Consent. Any action which may be taken at a meeting of a committee may be taken without a meeting, without prior notice, if a consent or consents in writing setting forth the action so taken shall be signed by all of the committee members then in office and shall be filed with the Secretary.

(m) Compensation. No committee member shall receive compensation for services performed in his or her capacity as a member of any committee of the Board of Directors. A committee member may be reimbursed by the Corporation, at the Board of Directors' discretion, for reasonable expenses incurred by such committee member, including any expenses incurred by such committee member in connection with such committee member's attendance at regular or special meetings of the Board of Directors or committees thereof.

ARTICLE VI

OFFICERS

Section 6.01. OFFICERS GENERALLY.

(a) Number, Qualifications and Designation. The officers of the Corporation shall be a President, three Vice President's, a Secretary, a Treasurer, and a Registrar. The Corporation may also have such other officers or assistant officers as may be determined, from time to time, by the Board of Directors. The officers of the Corporation shall be referred to individually as, an "Officer" and collectively as, the "Officers". The Officers shall be natural persons eighteen (18) years of age or older. Any number of offices may be held by the same person.

(b) Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the later of (i) the date the notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

(c) Bonding. The Corporation may secure the fidelity of any or all of its Officers by bond or otherwise. Alternatively, or in addition thereto, the Corporation may obtain fiduciary insurance on behalf of its Officers.

(d) Standard of Care. An Officer shall perform his or her duties as an Officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

(e) Compensation. No Officer shall receive compensation for services performed in his or her capacity as an Officer. An Officer may be reimbursed by the Corporation, at the Board of Directors' discretion, for reasonable expenses incurred by such Officer, including any expenses incurred by such Officer in connection with such Officer's attendance at regular or special meetings of the Officers.

Section 6.02. ELECTION AND TERM OF OFFICE. The Officers, except those elected by delegated authority pursuant to Section 6.03, shall be elected by the Board of Directors, and each Officer shall hold office for a term of one (1) year and until a successor shall be selected and shall qualify, or until his or her earlier death, resignation or removal. There shall be no limitations on the number of terms of office for the Officers of the Corporation.

Section 6.03. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The Board of Directors may from time to time elect such other Officers and appoint such committees or other agents as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any Officer or committee the power to elect subordinate Officers and to retain or

appoint other agents or committees thereof, and to prescribe the authority and duties of such subordinate Officers, committees, or other agents.

Section 6.04. NO CONTRACT RIGHTS. Election or appointment of an Officer or agent shall not of itself create any contract rights in the Officer or agent.

Section 6.05. REMOVAL OF OFFICERS AND AGENTS. Any Officer or any agent of the Corporation may be removed from office at any time, with or without cause, by the Board of Directors or the Members, provided that written notice of the intention to consider the removal of such Officer or agent has been included in the notice of the meeting at which such removal will be considered. Any such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 6.06. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, may be filled by the Board of Directors, or by the Officer or committee to which the power to fill such office has been delegated pursuant to Section 6.03 hereof, as the case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term, and until a successor shall be appointed or until his or her earlier death, resignation or removal.

Section 6.07. AUTHORITY. All Officers, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as are provided in these Bylaws or may be provided by or pursuant to resolutions, consents or orders of the Board of Directors.

Section 6.08. THE PRESIDENT. The President shall have general supervision over the business and operations of the Corporation, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings of the Board of Directors and Members. The President shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Board of Directors.

Section 6.09. THE VICE PRESIDENT. At any time when the President is unable to act, the Vice President of the Corporation (the "Vice President"), if one has been elected/appointed, shall, subject to the limitations set forth in these Bylaws, (a) perform all duties of the President, and (b) have all authority given to the President pursuant to Section 6.08 of these Bylaws. The Vice President shall have such other duties and authority as from time to time may be assigned by the Board of Directors.

Section 6.10. THE SECRETARY. The Secretary shall attend all meetings of the Board of Directors (or committees of the Board of Directors) and shall record all votes of the Directors (or committees persons) and the minutes of the meetings of the Board of Directors (or committees) in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President. In addition, the Secretary shall annually present a report to the Board of Directors no later than March 31 of each year

summarizing all resolutions of the Board of Directors during the preceding fiscal year and certifying the accuracy of the resolutions of the Corporation for such year.

Section 6.11. THE TREASURER. The Treasurer of the Corporation (the “Treasurer”) shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Treasurer or the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as Treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 6.12. THE REGISTRAR. The Registrar of the Corporation (the “Registrar”) shall collect all registration fees for the spring and fall seasons, and keep a complete record of all players, teams, coaches and assistant coaches, for the purpose of player registration and team affiliation.

ARTICLE VII

LIMITATION OF DIRECTORS’ AND OFFICERS’ LIABILITIES AND INDEMNIFICATION

Section 7.01. LIMITATION OF LIABILITY. To the fullest extent permitted by the NCL, a Director or Officer shall not be personally liable to the Corporation, or others for monetary damages for any action taken or any failure to take any action, unless the Director or Officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of Section 7.01 hereof shall not apply with respect to the responsibility or liability of a Director or Officer under any criminal statute or the liability of a Director or Officer for the payment of taxes pursuant to local, state or federal law.

Section 7.02. INDEMNIFICATION.

(a) Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or Officer or an employee, seconded, contractor, representative or agent of the Corporation, or is or was serving, at the request of the Corporation, as Director or Officer or as an employee, seconded, contractor, representative or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

(b) Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, secondee, contractor, representative or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in Article VII hereof.

(c) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by Article VII hereof shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the Board of Directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, Officer, employee, secondee, contractor, representative or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

(d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under Article VII hereof or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Article VII hereof.

Section 7.03. EFFECT OF AMENDMENT. Any amendment, repeal or modification of Article VII hereof shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer or any right of any person to indemnification from the Corporation with respect to any action or failure to take any action occurring prior to the time of such amendment, repeal or modification.

ARTICLE VIII

MISCELLANEOUS

Section 8.01. FISCAL YEAR. The fiscal year of the Corporation shall end on December 31 each year.

Section 8.02. INTERESTED DIRECTORS, MEMBERS OR OFFICERS; QUORUM; SPECIAL RULE.

(a) General Rule. A contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and another corporation, partnership, association, or other organization in which one or more of its Directors or Officers are trustees, directors, or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors or the Members which authorizes the contract or transaction, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the disinterested members of the Board of Directors in good faith authorize the contract or transaction (in accordance with Section 4.10(a) or (b), as applicable), even though the disinterested Directors are less than a quorum; or

(2) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Members, and the contract or transaction is specifically approved in good faith upon the affirmative vote of Members representing not less than a majority of the total votes of disinterested members (even though the disinterested Members are less than a quorum); or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the Members.

(b) Quorum. Interested Directors or Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Members, as applicable, which authorizes a contract or transaction specified in Section 8.02(a) hereof.

Section 8.03. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer or the Board of Directors may approve or designate.

Section 8.04. SIGNATORY AND DISBURSEMENT AUTHORITY. Unless otherwise set forth in the Signatory and Disbursement Policy, a Director, an Officer and/or an employee or representative of the Corporation shall have no authority, on behalf of and/or in the name of the Corporation, to: (a) sign, execute, acknowledge, modify or terminate any tax document, deed, mortgage, contract, employment agreement, grant agreement, lease agreement, license agreement, plan of merger, agreement of sale, letter of intent or other agreement or instrument; (b) incur any debt, obligation, guaranty or lien; (c) sign, execute or approve any check, transfer, withdrawal, disbursement, note, bill of exchange, purchase, gift or other order in writing; and/or (d) sign, execute or file any government filing.

Section 8.05. CORPORATE RECORDS. The Corporation shall keep appropriate, complete and accurate books or records of account in accordance with generally accepted accounting principles consistently applied (except that the financial records of the Corporation may be kept on the cash receipts and disbursements method if permitted by law and deemed appropriate by the Board of Directors), minutes of the proceedings of the Directors, and a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary. All such records shall be kept at the registered office of the Corporation or at its principal place of business (if different). Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time. The books, accounts, and records of the Corporation shall be open to inspection by any Member and any Director at all times.

Section 8.06. ANNUAL REPORT.

(a) Contents. A written annual report, verified by the President and Treasurer, shall be presented at each annual meeting of the Members, showing in appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(5) The Members of the Corporation as of the date of the report, together with a statement of the increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

(b) Place of Filing. The annual report shall be filed with the minutes of the annual meeting of the Members.

Section 8.07. AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed in accordance with Section 4.10(b) hereof. Any change in these Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.