

**BY-LAWS OF THE
NIAGARA PIONEER SOCCER LEAGUE, INC.**

ARTICLE I

Name, Status and Address

Section 1. - Name. This organization shall be called the Niagara Pioneer Soccer League, Inc., (hereinafter "NPSL" or "Corporation").

Section 2. - Not for Profit. This organization is incorporated as a not-for-profit corporation under Section 402 of the New York Not-for-Profit Corporation Law.

Section 3. - Tax Exempt. The Corporation is formed for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any federal tax code.

Section 4. - Use of Name. The Board of Directors shall have the power and responsibility to authorize or prevent the use of the NPSL name, NPSL logo, NPSL material or any reference to NPSL in connection with any activity.

Section 5. - Address. The Corporation shall be located in the Town of Porter, Niagara County, and its principal address shall be P.O. Box 203, Youngstown, NY 14174. NPSL may change the address, from time to time, as the purposes of NPSL may require.

ARTICLE II

Purpose

Section 1. - Organization's Purpose. The purpose of NPSL is:

- a) to train the young persons of primary and secondary school age in the Lewiston-Porter and surrounding communities in physical and athletic skills, with particular emphasis on the sport of soccer;
- b) to educate the youth of the community through athletic competition;
- c) to instill in the youth of the community a proper sense of values and an appreciation of the necessity for justice and fair play in every day life; and
- d) to promote generally the well-being of our young people through supervised athletic activity.

Section 2. - Non-Discrimination. NPSL shall not discriminate nor condone discrimination on the basis of race, color, age, religion, national origin, ethnic identity, parental or marital status, gender or sexual orientation.

ARTICLE III

Membership

Section 1. - Qualifications for Membership. Membership in NPSL shall be open to any soccer players, parents of soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under Section 4 of By-Law 241 of the United States Soccer Federation (USSF) By-Laws.

Section 2. - Member Voting Rights:

- a) Player Member: Any player registered with NPSL. Player Members shall have no voting rights of any kind.
- b) General Member: A parent or legal guardian of any player under the age of 18. General Members shall have no voting rights of any kind.
- c) Voting Member: Any person designated to function in a title connoting a position requiring year-long responsibility, such as director, officer, committee member, coach, or manager shall be considered Voting Members. The Board of Directors shall determine, in their discretion, whether a title carries with it a voting membership, and shall compile and maintain a list of such titles. Each person succeeding to a voting title shall thereafter be allowed to vote, unless a resolution is adopted at any annual meeting by a majority of the voting members, deleting the title from the list.

Section 3. - Suspension or Termination of Membership. NPSL reserves the right to suspend or terminate the membership of any member for cause, including but not limited to, the nonpayment of fees, violation of the NPSL Code of Conduct, endangering the safety of any other individual, or any other conduct negatively reflecting or impacting upon NPSL. In the event of suspension or termination, NPSL shall not refund any part of any fee(s) paid.

ARTICLE IV

Government

Section 1. - Board of Directors. The general management of the affairs of NPSL shall be vested in the Board of Directors, which shall be elected as provided in Section 1 of Article VI of these By-Laws. The number of directors shall be determined from time to time by the Board of Directors and shall not be fewer than six (6) nor more than fifteen (15).

Section 2. - Officers. The officers of NPSL shall consist of a President, President-Elect, Treasurer and Secretary. There is no requirement that all positions be filled at any given time.

Section 3. - Committees:

- a) Purpose. Committees will be responsible to discuss issues within their purview and bring a majority recommendation to the Board of Directors. This will allow time for discussion of a particular issues without involving all Board members.

b) Committee membership/meetings/reports. Each Committee will be comprised of at least three (3) Board members, who shall be appointed to the committee by the President with the majority approval of the Board of Directors for a term of one year, and as many other members as the respective committees shall determine to be appropriate. The President shall be an ex officio member of every committee, and will have no voting rights on that committee. Each committee shall have Chair and a Co-Chair appointed by the President. The Chair and the Co-Chair must be Board members. Committees shall meet as may be required by their duties. Each Committee shall make a report to the Board of Directors at each monthly Board meeting.

c) Committees: The Board of Directors may establish any of the following committees, with the indicated responsibilities:

(1) Executive Committee: Responsible for strategic planning, policies, compliance, discipline, governance and recommendation to the Board of Directors of the Annual Budget, Business Plan and Capital Plan. This committee provides direction to the Board of Directors based on the Mission Statement and the Objectives that are updated each year.

(2) Planning/Finance Committee: Responsibilities include developing short-term (1 year) and long term (multiple years) plans for capital improvements, the Annual Budget and a fund raising plan as needed by the capital plan, This Committee should provide the association with the needs of the club based on the strategic direction and a plan for achieving it.

(3) House League Committee: Responsible for all aspects of administration of the NPSL House League, including but not limited to, organization, scheduling, equipment, photographs, awards, and end-of-year picnic. This Committee shall be responsible for drafting and maintaining written Policies and Procedures for the House League.

(4) Travel League Committee: Responsible for all aspects of administration of the NPSL Travel League Program, including but not limited to, organization, equipment, photographs, selection of coaches, securing practice facilities, rostering players, setting try-out dates and determining number and ages of NPSL teams that will compete. NPSL Travel Teams shall compete in the Buffalo & Western New York Junior Soccer League ("BWNYSJSL"). The Committee Chair shall serve as the Point of Contact for BWNYSJSL. At least one (1) committee representative shall attend the monthly meeting of the BWNYSJSL and report back to the Board of Directors at the monthly Board meeting. This Committee shall be responsible for drafting and maintaining written Policies and Procedures for the NPSL Travel League Program, including a "playing-up" policy.

(5) Tournament Committee: Responsible for all aspects of the administration of the NPSL Annual International Soccer Tournament. This Committee shall be responsible for drafting and maintaining written Policies and Procedures for the Annual International Soccer Tournament.

(6) Merit Awards Committee. Responsible for all aspects of the administration of the NPSL Merit Awards Program. This Committee shall be responsible for drafting and maintaining written Policies and Procedures for the NPSL Merit Awards Program.

(7) The Board of Directors may, in its discretion, form other committees for other purposes.

d) Authority of Committees. All committees shall be subject to the direction of the Board of

Directors. No committee shall contract any debt on behalf of, or in the name of, either NPSL or the members or the officers or the Board of Directors without the express consent and approval of the Board of Directors. No action taken by any committee shall, or shall be deemed to be, the action of NPSL or the Board of Directors, or shall be binding upon NPSL or upon the members or the officers or Board of Directors unless and until such action shall have been ratified by the Board of Directors.

e) Committee Policies and Procedures. All committee Policies and Procedures and any amendments thereto must be in writing and must be approved by the Board of Directors.

ARTICLE V

Meetings

Section 1. - Annual Meeting of Members. The Annual Meeting of Voting Members of NPSL shall be held on the third Sunday in September. Written notice of the date, time and place of holding the Annual Meeting shall be given, either personally or by first class mail, to each Voting Member at least ten (10) days, but no more than fifty (50) days, prior thereto.

Section 2. - Special Meetings of the Members. A special meeting of the Voting Members may be called by the President at any time on his own initiative or by the President upon written demand of 10% of the Voting Members. The written demand for a special meeting shall contain the date, time and place for such meeting, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. Notice of a special meeting shall be given by the NPSL Secretary, either personally or by first class mail, to each Voting Member at least ten (10) days, but no more than fifty (50) days, prior thereto. The notice shall indicate the person or persons calling the meeting, and shall state the purpose or purposes for which the meeting is called. At such special meeting there shall only be considered such business as is specified in the notice of the meeting.

Section 3. - Quorum for Members' Meetings. At all members' meetings, either Annual or special, it will be required that at least 10% of the Voting Members be present to constitute a quorum.

Section 4. - Lack of Quorum: If a quorum is not present at any members' meeting, either Annual or special, the meeting may be adjourned to another time and place by a majority vote of the Voting Members present.

Section 5. - Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held monthly on a day of the week convenient to the Board as constituted.

Section 6. - Special Meeting of the Board. A special meeting of the Board of Directors may be called at any time by the President or the Board.

Section 7. - Quorum for Board Meeting. A majority of the Board of Directors shall constitute a quorum.

Section 8. - Order of Business. At all NPSL meetings, the order of business shall be as follows:

- a) Reading of minutes of immediate prior meeting for information and approval;
- b) Reports of officers;
- c) Reports of committees;
- d) Election of directors (annual members' meeting only);
- e) Unfinished business; and
- f) New business.

Section 9. - Meeting Procedures. Meetings shall be governed by and proceed according to Robert's Rules of Order.

Section 10. - Public Meetings. All NPSL meetings shall be open to the public, except at the discretion of the President, the meeting or any part of the meeting may be closed in order for the Board of Directors to discuss confidential information. Any member of the public attending a meeting may be allowed to speak at the discretion of the President.

ARTICLE VI

Election/Removal of Directors and Officers

Section 1. - Election of Directors. The directors of NPSL shall be elected at the Annual Meeting. Each Voting Member shall be entitled to one vote for each director to be elected and the candidate(s) receiving a plurality of the votes shall be declared elected. Any person age 18 or over shall be eligible for election as a director. Elected candidates shall take office immediately.

Section 2. - Classes of Directors. The directors shall be divided into classes such that at each annual meeting one-third of the positions on the board shall be elected to serve a three-year term.

Section 3. - Election of Officers.

- a) The officers of NPSL shall be a President, President Elect, Treasurer and Secretary.
- b) Candidates for any officer position must first be elected as a director.
- c) All of the officers except the President shall be elected by the Board of Directors at a meeting which shall be held within one (1) month following the Annual Meeting of members.
- d) Except as hereinafter provided, the President Elect shall, at the Annual Meeting next following his or her election to such office, automatically ascend to the office of the President.
- e) Each of the officers shall hold office until a successor shall be duly elected, or ascend in the

case of the President Elect, and take office.

f) In the event that the Board of Directors shall find, after a hearing duly held at which the President Elect is afforded an opportunity to be heard, that the best interest of NPSL will not be served by the automatic ascendancy to the presidency of the individual then holding the office of President Elect, then, notwithstanding the provisions of Subdivision c above, such automatic ascendancy shall not become effective and the Board shall declare that the office of President Elect is vacant. Such declaration shall be made and such action taken only upon the vote of two-thirds (2/3) of the entire Board of Directors at a meeting of such Board, notice of which shall state the consideration and taking of such action to be one of the purposes of the meeting. Such meeting shall be held and such declaration made and action taken not less than sixty (60) days prior to the annual meeting of members.

Section 4. - Nominating Committee. The President shall appoint from the Board of Directors a committee of three, which shall propose nominees for vacancies on the Board. Directors shall not serve on the nominating committee if their term is expiring at the next annual meeting. Nominations may also be made from the floor at the annual meeting.

Section 5. - Filling Director Vacancy. If a vacancy among the Board of Directors remains unfilled for six (6) months, the vacancy shall be filled by appointment by majority vote of the Board of Directors for the unexpired term.

Section 6. - Filling Officer Vacancy. If a vacancy exists among the officers, the vacancy shall be filled by appointment by majority vote of the Board of Directors for the unexpired term.

Section 7. - Removal of Director. A director may be removed either by a majority vote of the Board of Directors, with cause; or by a majority vote of the Voting Members, with or without cause. A director's absence from three (3) consecutive regular board meetings or four (4) board meetings in any calendar year, without notifying the President before each meeting, shall constitute cause.

Section 8. - Removal of Officer. Except as provided in Section 3, Subdivision f above, an officer may be removed by a majority vote of the Board of Directors, with or without cause.

ARTICLE VII

Duties of Officers

Section 1. - President. The President shall preside at all NPSL meetings, shall suggest to the Board of Directors the appointment of such committees as he or she may consider expedient or necessary, and shall perform such other duties as are necessarily incident to the office of President.

Section 2. - President Elect. In the absence of the President, the President Elect shall perform his or her duties.

Section 3. - Treasurer. The Treasurer shall have charge of all receipts and moneys of the Corporation, use a bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors. The Treasurer shall keep regular accounts of the receipts and disbursements, submit his or her records when requested, and give an itemized statement at regular meetings of the Board. The Treasurer, along with another authorized signatory approved by the Board of Directors, shall sign checks and withdrawal slips on behalf of the Corporation upon any and all of its bank accounts. The Treasurer shall keep records to reflect the calendar year as the fiscal year of the Corporation. The Treasurer may authorize the expenditure of funds up to \$300.00 without Board approval. The Treasurer is the Chief Financial Officer of NPSL.

Section 4. - Secretary. The Secretary shall take and maintain true and accurate minutes of all NPSL meetings and report such minutes when required. The Secretary shall maintain the corporate book of NPSL, which shall include all meeting minutes and the Articles of Incorporation, these By-Laws, all Policies and Procedures and any amendments thereto. The Secretary shall receive and read all correspondence at NPSL meetings. The Secretary shall be responsible for sending all notices required by these By-Laws.

ARTICLE VIII

Duties and Powers of the Board of Directors

Section 1. - Management of NPSL. The Board of Directors shall have general charge and management of the affairs, funds and property of NPSL. The Board shall have full power and duty to carry out the purposes of NPSL according to its Articles of Incorporation; to devise and carry out the purposes of NPSL according to these By-Laws; to devise and carry into execution such measures as they deem proper to promote the purposes of NPSL; to determine whether the conduct of any member is detrimental to the welfare of NPSL; and to fix the penalty for such misconduct or any violation of these By-Laws or other NPSL rules.

Section 2. - Rule Making. The Board of Directors may make rules for the conduct of NPSL and its activities.

Section 3. - Appointment of Committees. The Board of Directors may appoint such committees as it deems necessary, subject to the provisions of Article IV Section 3 above; it may vote the expenditure of moneys as it deems necessary or advisable; and it may contract for the lease or

purchase in the name of NPSL of equipment or facilities for the use of members.

Section 4. - No Authority to Impose Liability Upon Members. The Board of Directors shall not impose any liability or levy any direct treasury assessment upon members.

Section 5. - Voting Rights. All members of the Board of Directors shall have the right to vote. In the case of a tie vote, the President shall cast an additional vote.

Section 6. - Unless stated otherwise in these By-Laws, any action by the Board of Directors must be approved by majority vote of a quorum of the Board.

ARTICLE IX

Complaints and Grievances

Any complaint or grievance about any action taken or not taken by NPSL or its authorized representatives, including the suspension or termination of membership or any other disciplinary action, must be submitted to NPSL in writing, and shall be addressed in the first instance by the President. The President shall investigate the complaint or grievance and respond thereto, in writing, within ten (10) business days of receipt. If the complainant or grievant is dissatisfied with the President's response, he or she may submit a written appeal to the Board of Directors within ten (10) business days of receipt of the President's response. The Board of Directors shall review the matter and issue a written decision regarding the appeal within sixty (60) calendar days of receipt of the appeal. The Board's decision shall be final.

ARTICLE X

Financial

Section 1. - Fiscal Year. The fiscal year of NPSL shall be from January 1st to December 31st.

Section 2. - Annual Program Fees. Annual program fees shall be set by the Board of Directors and communicated to members in accordance with policies and procedures established by the Board.

Section 3. - Financial Policies and Procedures. The Board of Directors shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

ARTICLE XI

Inurement and Conflicts of Interest

Section 1. - No member of NPSL shall receive any pecuniary gain, benefit or profit from the activities, financial accounts and resources of NPSL, except as otherwise provided in these By-Laws.

Section 2. - No officer, appointed committee member or authorized representative of NPSL shall receive any compensation or other tangible or financial benefit for their service. However, the Board of Directors may authorize payment by NPSL of actual and reasonable expenses incurred by an officer, committee member, or authorized representative regarding attendance at any approved activities.

Section 3. - This Article XI shall not prevent the employment of and payment of salary and reasonable benefits to members of the Board of Directors who serve in paid employee positions within NPSL or the payment of compensation to referees working for NPSL as independent contractors. The President shall recommend a salary and any subsequent pay increases which shall be approved by the Board by a majority vote.

Section 4. - This Article XI shall not prevent NPSL from entering into contracts or transactions with members, elected officers or directors, appointed committee members or authorized representatives of NPSL or with any corporation, partnership, association or other organization in which one or more of NPSL's officers or directors, appointed committee members or authorized representatives is a director, officers or employee, or has a financial interest, provided the following conditions are met:

- a) The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the NPSL Board prior to commencement of any such contract or transaction;
- b) The NPSL Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- c) The contract or transaction is fair to NPSL and complies with the laws and regulations of the State of New York.

Section 5. - All officers, directors, appointed committee members and authorized representatives of NPSL shall act in an independent manner consistent with their obligations to NPSL and applicable law, regardless of any other affiliations, memberships, or positions.

Section 6. - All officers, directors, appointed committee members and authorized representatives of NPSL shall disclose any interest or affiliation they may have with any entity or individual with which NPSL has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

ARTICLE XII

Indemnification of Directors and Officers

Consistent with the terms and conditions of the applicable Director and Officer insurance coverage provided by New York State West Youth Soccer Association. ("NYSWYSA"), NPSL shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of NPSL) by reason of the fact that he or she is or was a director, officer, authorized representative, employee or agent of NPSL if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of NPSL or its members and had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XIII

Notices

All written notices to members required by these By-Laws shall be given by either personal service upon the member, or by first class mail to the member's address as given on the books of NPSL, with such mailing constituting presumptive evidence of service thereof.

ARTICLE XIV

Dissolution

Upon dissolution of the Corporation, all Corporation assets, real and personal, shall be distributed equally to the Towns of Lewiston and Porter and the Villages of Lewiston and Youngstown, to be used for the purposes set forth in Article II above, with particular emphasis on the sport of soccer.

ARTICLE XV

Affiliations

Section 1. - Affiliations. NPSL is affiliated with the United States Soccer Federation ("USSF"), the United States Youth Soccer Association ("USYSA"), and NYSWYSA.

Section 2. - Precedence. The USSF and NYSWYSA articles of incorporations, by-laws, policies, and requirements take precedence over and supersede the governing documents and decisions of NPSL and its members to the extent applicable under law of the State of New York, and NPSL and its members shall abide by those articles, by-laws, policies, and requirements.

ARTICLE XVI

Amendments

These By-Laws may be amended by either: (1) a two-thirds (2/3) vote of the entire Board of Directors at any regular or special meeting; or (2) a majority vote of the voting members at any Annual or special meeting. If any By-Law regulating the election of directors is amended by the Board of Directors, there shall be set forth in the notice of the next Annual Meeting the By-Law so amended and a concise statement of the changes made.

I hereby certify that the foregoing is a full, true and correct copy of the By-Laws of the Niagara Pioneer Soccer League, Inc., a New York, Not-For-Profit Corporation, as in effect on the date hereof, as approved by the Board of Directors, on January 20, 2008.

Witness my hand on behalf of the Corporation.

NPSL Corporation Secretary