

BY-LAWS

of

GREECE GIRLS SOCCER LEAGUE, INC.

ARTICLE I MEMBERSHIP

Section 1. Members Authorized

Members of the Corporation shall include all persons designated by the Board of Directors. Section 2. Qualification of Membership

Members shall include but need not be limited to the Board of Directors, officers and head coaches of the teams in the league.

Section 3. Evidence of Membership

Membership shall be evidenced by a listing in the Membership Roster attached hereto. The Membership Roster may be updated from time to time as needed without requiring an amendment to these By-Laws.

Section 4. Meetings

The members shall meet at least once each year in the month of September to elect directors, and may meet at any other time and for such purposes as the members, the President or the Board of Directors of the Corporation, may determine from time to time.

Section 5. Action by Members Without a Meeting

Whenever under the Not-for-Profit Corporation Law, members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 6. Place of Meetings Meetings of members shall be held at the principal office of the Corporation or at such other place, within or without the State of New York, as may be fixed by the members, the President or the Board of Directors.

Section 7. Notice of Meetings

(a) Written notice shall be given of each meeting of members, shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.

(b) If notice of the Annual Meeting is given orally, in person or by telephone it shall be given not less than five (5) days before the meeting. If notice of the Annual Meeting is given by mail, it shall be given not less than ten (10) nor more than thirty (30) days before the meeting. Notice of any Special Meeting shall be given orally, by telegraph or by first class mail. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by telegraph or by mail, it shall be given not less than three (3) days before the meeting.

(c) Notice of meeting need not be given to any member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

Section 8. Organization

At every meeting of the members, the President, or in the absence of the President, a Vice-President, or in the absence of either of such officers, a person selected by the meeting, shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, a person selected by the meeting shall act as secretary of the meeting.

ARTICLE II BOARD OF DIRECTORS

Section 1. Role of the Board of Directors

The Corporation shall be managed by its Board of Directors. Each Director shall be at least eighteen years of age. Directors are expected to act in the best interests of the Corporation. The primary duties of the Board of Directors include:

- Establishing corporate policies

- Establishing the goals and directives of the Corporation

- Monitoring the implementation of corporate policies

- Assuring the fiscal validity of the Corporation

- Preparing operating budgets

- Representing the Corporation in the community.

Section 2. Composition of the Board.

(a) Individuals are elected to the Board of Directors by the member(s) designated in Article I at the Annual Meeting of the Corporation by a majority vote of such member(s). The Board of Directors of the Corporation shall consist of not less than three (3) directors. The Board of Directors shall be comprised of the officers and commissioners of the Corporation. The number of directors shall be determined from time to time by a resolution of a majority of the directors of the Corporation, or by action of the members, provided that no decrease in the number of directors shall shorten the term of any incumbent director.

Section 3. Terms of Office

Directors shall be elected for a term of one (1) year and until their successors are duly elected and qualified. Terms shall commence at the Annual Meeting.

Section 4. Vacancies

In the event of a vacancy on the Board of Directors for whatever reason, or in the event of a new position on the Board of Directors as created, the vacancy or new position shall be filled by majority vote of the remaining members on the Board of Directors for the balance of the term.

Section 5. Resignations and Removal of Directors

(a) Any director of the Corporation may resign at any time by giving written notice to the Chairperson, or to the Secretary. Such resignation shall take effect at the time specified therein, or if no time be specified, then upon delivery. Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the full Board of Directors of the Corporation.

Section 6. Leave of Absence

The Board of Directors, by resolution entered on the minutes of the Board, may grant a director a leave of absence which shall excuse the director's attendance at meetings. The granting of a leave of absence does not cause a vacancy on the Board.

ARTICLE III OPERATION OF THE BOARD OF

DIRECTORS

Section 1. Action by the Board of Directors

Any corporate action to be taken by the Board of Directors or by any committee thereof shall mean either action taken at a meeting of the Board at which a quorum is present or of the committee of the Board at which a quorum is present or of the committee or action taken pursuant to a written resolution authorizing the action to which all members of the Board have consented in writing. Any one or more members of the Board may participate in a meeting of the Board or of a committee by means of a conference telephone or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2. Quorum and Vote

Quorum shall be defined as a majority of the Directors then serving. A quorum, once present, shall not be lost due a director leaving a meeting. Each director shall have one vote. Action may be taken at such a meeting by affirmative vote of a majority of Directors then present.

Section 3. Place of Meeting

The Board of Directors may hold its meetings within the Town of Greece, New York or other place or places within or without the State of New York as the Board of Directors may from time to time determine.

Section 4. Organization At each meeting of the Board of Directors, the President, or, in his absence, the Vice-President, shall preside, or in the absence of either of such officers, a chairperson chosen by a majority of the Directors present shall preside. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its Secretary.

Section 5. Annual Meeting

The Annual Meeting of the Board of Directors shall be held at such time during the month of September in each year as may be fixed by resolution of the Board of Directors for the purposes of receiving the annual report, electing officers and transacting such other business as may properly come before the meeting.

Section 6. Regular Meetings

Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors upon five (5) days written notice.

Section 7. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the Chairperson or by a majority of the directors. Notice shall be given orally, by telegraph or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by telegraph or by mail, it shall be given not less than three (3) days before the meeting.

Section 8. Waivers of Notice

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 9. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any director.

ARTICLE IV COMMITTEES

Section 1. Role of Committees

Committees of the Board of Directors shall recommend policies to the Board and shall oversee the implementation of Board policies. The Chairperson may assign staff personnel to serve as liaison between the staff and the committees.

Section 2. Committee Membership

Except as otherwise provided in these By-Laws, any number of the members of a committee may be persons who are not members of the Board of Directors provided that the Chairperson of each committee must be a member of the Board of Directors. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 3. All Star Committee

There shall be elected annually, by the Board of Directors an All Star Committee. The All Star Committee shall co-ordinate the activities of the All Star Teams which represent the League. Activities of the All Star Committee shall be overseen by the Board of Directors which shall retain veto power over All Star Committee decision. All Star Team players shall be chosen from the girls who participate on the regular season teams of the League. The All Star Committee shall schedule All Star Tournaments so as to avoid conflict with the regular season games and the end of season tournament. Efforts shall also be taken to avoid conflict with practice times of the regular season teams.

At any meeting of the All Star Committee the presence of the majority of members shall be necessary to constitute a quorum sufficient for the transaction of business.

Section 4. Other Committees

The Chairperson, with the approval of the Board of Directors, may from time to time appoint such other committees, whether permanent or ad hoc, as shall be necessary.

ARTICLE V OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, a Purchasing Agent, Fields Coordinator, Equipment Manager, Information Officer, Select Coordinator, Tournament Coordinator, Publicity Coordinator Commissioners and such other officers as the Members may in their discretion elect. Officers need not be directors of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office

Officers shall be elected by the Members at the Annual Meeting and shall serve a term of one year unless a shorter term is provided in a resolution electing said officer.

Section 3. Removal of Officers

Any officer may be removed by the Board of Directors with or without cause at any time.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, or

to the President or to the Secretary. Any resignation shall take effect at the time specified therein, if no time is specified, then upon delivery.

Section 5. Vacancies

A vacancy in any office shall be filled by majority vote of the remaining members of the Board of Directors for the balance of the vacant term.

Section 6. President

The President shall preside at all meetings and of the Board of Directors at which the President is present. The President shall act as the Chief Executive Officer of the corporation and shall supervise generally the management of the affairs of the corporation subject only to the supervision of the Board. The President shall have the authority and appoint two (2) members of the corporation to review and certify the financial records maintained of the Treasurer, and shall serve as head of the Nominating Committee to insure that someone runs for every corporate office. The President shall also perform such other duties as may be assigned from time to time by the Board.

Section 7. Vice-President

In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President or, if there be more than one Vice-President, the Vice-Presidents in order of seniority as determined by thee Board of Directors, shall preside at all meetings of the members and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice-President shall have such powers and shall perform such duties as may be assigned to him or her by the Board of Directors or the President.

Section 8. Treasurer

The Treasurer shall, in cooperation with the President, keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by thee Board of Directors. The Treasurer shall prepare and submit a financial report to the Board of Directors at the end of his term and allow and assist the review of the financial records by individuals designated by the President. He or she shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 9. Secretary

It shall be the duty of the Secretary to attend all meetings of the Board of Directors, and to cause minutes of all such meetings to be kept in a proper book or books provided for that purpose; he or she shall see that all notices required to be given by the Corporation are duly given and served; he or she shall keep a current list of the Corporation's directors and officers and their residence addresses; he or she shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of directors, the Select Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to maintain such custody. The Secretary shall also maintain a list of all disciplinary actions undertaken by the Corporation and shall send written notice of decisions made by the Board of Directors concerning protests to all persons involved in such protests.

Section 10. Purchasing Agent

The Purchasing Agent shall be responsible to obtain quotations on items that need to be purchased by the Corporation and assist in purchasing such items including uniforms, trophies, equipment, and other major expenditures. The Purchasing Agent shall also perform such other duties as may be assigned from time to time by the Board.

Section 11. Field Coordinator

The Field Coordinator shall work with other organizations such as the Boys Soccer League and the Town of Greece Department of Human Resources, and the Greece Central School District to obtain, allocate and schedule soccer fields, obtain the required field permits, schedule field use and distribute field information, and act as liaison between league coaches and the town representatives to insure that fields are in proper condition for play throughout the season, and to act as liaison between the league and the referee's association to insure that referees are available for league games and that activities such as game cancellations and rescheduling are communicated to all interest parties. The Fields Coordinator shall also perform such other duties as may be assigned from time to time by the Board.

Section 12. Equipment Manager

The Equipment Manager shall maintain a list of equipment that is owned by the league, inspecting equipment annually, distribute team equipment to the team coaches at the beginning of the season, and collect the equipment from the team coaches at the end of the season and recommend and assist in the purchase of new equipment. The Equipment Manager shall also perform such other duties as may be assigned from time to time by the Board.

Section 13. Information Officer

The Information Officer shall maintain the various data bases that contain the league information including the player data base and the coach data base, generate printed list of information needed by the league to run league business, including team rosters, league player lists and coach information, and to assist in the preparation of materials for mailing, including the generation of mailing labels. The Information Officer shall also perform such other duties as may be assigned from time to time by the board.

Section 14. All Star Coordinator

The All Star Coordinator shall organize and chair the All Star committee and shall arrange for the selection of coaches for select teams, organizing select tournament activities, and raise funds for select activities and conduct trials for girls who desire to play on a select team. The All Star Coordinator shall also perform such other duties as may be assigned from time to time by the Board.

Section 15. Tournament Coordinator Tournament Coordinator shall organize and chair the committee that shall run the end of season tournament for the league. The Tournament Coordinator shall also perform such other duties as may be assigned from time to time by the Board.

Section 16. Publicity Coordinator

The Publicity Coordinator shall send out registration information such as forms and documents to organizations such as Greece public and parochial schools and the Town of Greece Department of Human Resources, shall publicize events such as registration and Soccerfest and shall regularly collect information about the league and its teams and send such information to the news media. The Publicity Coordinator is also responsible for the duplication and mailing of all correspondence to members and parents of players. The Publicity Coordinator shall also perform such other duties as may be assigned from time to time by the Board.

Section 17. Commissioners

Commissioners shall be appointed such that one commissioner exists for each age group plus one commissioner at large. Commissioners must not be a coach or an assistant coach or a parent for the age group of which the commissioner serves and shall make up the team roster for each team in the age group which the commissioner serves in accordance with the roster preparation guidelines (excluding U6 and under). See Appendix A for such guidelines. The Commissioner shall also inform the coaches in their age group of the rules and regulations established by the league and insure that the rules and regulations are followed by the participants in the group. Each Commissioner shall

make the decisions for his or her age group concerning the interpretation of the rules and regulations of the league and shall respond to all inquiries from coaches or assistant coaches in their age group within three days where practical. The Commissioner at large shall fill the duties of an age group commissioner in the event the age group Commissioner is unable to fulfill those duties and shall coordinate the activities that are involved in the annual registration of players as well as process of generating team rosters to insure that the process is handled with consistency and in accordance with the roster preparation guidelines.

A decision by a Commissioner or lack thereof, may be appealed by an interested party submitting the appeal in writing to the Board of Directors. All appeals will be decided at a regular or special meeting of the Board of Directors at which there is in attendance at least one Commissioner. A decision on any such appeal shall be made within one (1) week of the receipt of the appeal.

ARTICLE VI SEAL

The Seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the following: (name of Corporation) (year of incorporation) (State of incorporation) Not-for-Profit Corporation.

ARTICLE VII CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, etc.

Checks or demands for money shall be signed on behalf of the Corporation in such manner and by such personnel that the Board of Directors may from time to time determined by resolution.

Section 4. Deposits

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

ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1.

Subject only to the exception that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to such person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, the Corporation shall indemnify any person who was or is threatened to be made a part to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another company, partnership, joint venture, trust, employee benefit plan or other enterprise against all expense, liability or loss (including ERISA excise taxes or penalties), judgments, fines, penalties and amounts paid in settlement (provided the Corporation shall have given its prior consent to such settlement, which consent shall not be unreasonably withheld by it) and reasonable expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceedings, to the fullest extent under the circumstances permitted by Section 721-726 of the New York Not-for-Profit Corporation Law as may be amended from time to time.

Section 2.

The foregoing indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because there is no judgment or other final adjudication adverse to the director or officer that establishes that his acts were

committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, (a) by independent legal counsel in a written opinion that indemnification is proper, or (b) by the members.

Section 3.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 4.

The corporation may maintain insurance, at its expense, to protect itself and any directors, officer, employee or agent of the Corporation or other corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.

Section 5.

The rights conferred by this Article are contract rights which shall not be abrogated by any amendment or repeal of this Article with respect to events occurring prior to such amendment or repeal and shall, to the fullest extent permitted by law, be retroactive to events occurring prior to the adoption of this Article. No amendment of the Not-for-Profit Corporation Law,, insofar as it reduces the permissible extent of the right of indemnification of any indemnitee under this Article, shall be effective as to such person with respect to any event, act or omission occurring or allegedly occurring prior to the effective date of such amendment irrespective of the date of any claim or legal action in respect thereto. This Article shall be binding on any successor to the Corporation including any corporation or other entity which acquires all or substantially all of the Corporation's assets.

Section 6.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any

employee or agent of the Corporation with the same scope and effect as provided in this Article to directors and officers of the Corporation.

ARTICLE IX INTERESTED DIRECTORS AND OFFICERS

In the event that any director or officer has any financial or personal interest in any contract to come before the Board or with any individual, association or corporation which has a contract with the Corporation which is subject to Board approval, such director or officer must disclose said interest to the Board of Directors prior to a vote being taken in any such matter. Any director with an interest shall abstain from voting with respect to said matter unless, by a majority vote of the remaining directors, interested directors are authorized to vote on the matter. The interested director may be counted in determining the presence of a quorum at a meeting which authorizes such contract or transaction.

ARTICLE X FISCAL YEAR

The Fiscal Year shall begin on September 1 and end on August 31 of each year.

ARTICLE XI OFFICE AND BOOKS

Section 1. Office

The office of the Corporation shall be at such place in the County of Monroe, State of New York as the Board of Directors may determine.

Section 2. Books and Records

There shall be kept at the office of the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and the Executive Committee, (3) a current list of the directors and officers of the Corporation and their residence addresses, (4) a list of record containing the names and addresses of all members, and (5) a copy of these By-laws.

**ARTICLE XII
AMENDMENT
S**

The By-Laws of the Corporation may be amended, altered or repealed at any regular meeting of the Board of Directors or at any special meeting that the directors called for that purpose provided that a quorum of directors is present at such regular or special meetings. For the purpose of amending, altering, adding or repealing these By-laws, the presence of a majority of the Board of Directors shall be necessary for a quorum. No amendment, alteration or repeal of the By-Laws shall become effective until it is ratified by a majority vote of the members(s) of the Corporation.

**ARTICLE XIII UNITED STATES YOUTH
SOCCER ASSOCIATION**

The Corporation is affiliated with the United States Youth Soccer Association (USYSA). The Corporation will conform to USYSA rules and guidelines.

**ARTICLE
XIV**

**AGE
GROUPS**

The age groups are formed as follows: U6; U8; U10; U12; U14; U19. The placement of a player in an age group is determined by USYSA rules.

**AMENDMENT A
BY-LAWS of GREECE GIRLS SOCCER LEAGUE, INC.**

ARTICLE II BOARD OF DIRECTORS Section 2. (a) is hereby amended to read as follows:

Section 2. Composition of the Board.

- (a) Individuals are elected to the Board of Directors by the member(s) designated in Article I at the Annual Meeting of the Corporation by a majority vote of such member(s). The Board of Directors of the

Corporation shall consist of not less than three (3) directors. The Board of Directors shall be comprised of the officers and commissioners of the Corporation. The number of directors shall be determined from time to time by a resolution of a majority of the directors of the Corporation, or by action of the members, provided that no decrease in the number of directors shall shorten the term of any incumbent director. Those who are ineligible to serve on the Board of Directors are as follows: (1) the person who serves as the Greece Girls Soccer League's Referee Assignor (2) person(s) who provide the following goods and services to the league: uniforms, T-shirts (or other clothing), trophies, photography, food vending (3) those who serve on the Board of Directors of any other youth soccer board of directors.

ARTICLE XIV AGE GROUPS is hereby amended to read as follows:

Girls 5-19 yrs of age are eligible to play in the Greece Girls Soccer League, Inc. The placement of a player in an age group is determined by USYSA rules. The Board of Directors will determine the age group divisions on a yearly basis.

4/4/01