



BYLAWS – RULES – REGULATIONS of PYSC, Inc.*

PO Box 455, Howell, NJ
<http://www.pinelanders.com>

A CORPORATION NOT FOR PROFIT

***PYSC, Inc. operates as Pinelanders Youth Soccer Club.**

| Change History | |
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| Date | Remarks |
| September 20, 1997 | Original version, reproduced for review. |
| November 23, 1997 | <p><i>The following changes were approved at a meeting of members on November 22nd, 1997:</i></p> <ul style="list-style-type: none"> • "Board of Trustees" and "trustees" changed to "Board of Directors" and "directors." • "Him" etc. changed to "him or her" etc. • Added associate membership class. • Added membership term. • Added section to allow removal of Board Members. • Changed annual meeting date. • Miscellaneous clarifications and changes. |
| November 17, 2001 | <p><i>The following changes were approved at the annual meeting of members on November 17th, 2001:</i></p> <ul style="list-style-type: none"> • Added membership term for Traveling program members. • Changed requirement for first Board meeting following the annual meeting. • Changed requirement for purchasing authorization to allow for normal budgeted expenses. |
| November 19, 2005 | <p><i>The following changes were approved at the annual meeting of members on November 19th, 2005:</i></p> <ul style="list-style-type: none"> • Changed Article III to permit e-mail and web page notification of meetings of members. • In Article IV, changed the composition of the Board of Directors to include both elected and appointed members, and specified terms of service for each and quorum requirements. Also miscellaneous related changes in Article V. • Increased the audit period from thirty to ninety days. • Miscellaneous clarifications and format improvements. |
| November 17, 2007 | <p><i>The following change was approved at the annual meeting of members on November 17th, 2007:</i></p> <ul style="list-style-type: none"> • Changed quorum requirements for meetings of the Board of Directors, Article IV, Section Five. |
| November 16, 2013 | <p><i>The following changes were approved at the annual meeting of members on November 16th, 2013:</i></p> <ul style="list-style-type: none"> • Changed corporation name from Pinelanders Youth Soccer Club to PYSC, Inc. • Removed requirement for a corporate seal. • Added Article XIV, Dissolution. |
| November 18, 2017 | <p><i>The following changes were approved at the annual meeting of members on November 18th, 2017:</i></p> <ul style="list-style-type: none"> • Article II: Removed reference to membership of the Traveling program. • Article V, Secretary: Removed references to the corporate seal. • Article X, Books & Records: Changed to specify that records may be kept in electronic form and to set the audit deadline to June 1st. |

ARTICLE I. OFFICES

Section One. Principal Office. The principal office of the corporation in the State of New Jersey shall be located in the Township of Howell, County of Monmouth.

Section Two. Other Offices. The corporation may have such other offices, either within or without the County of Monmouth, State of New Jersey, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

Section One. Classes of Members. The corporation shall have two (2) class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows.

Membership of the Club shall constitute Full Members and Associate Members. Full members shall constitute families having registered at least one family member to play soccer with the Club during the current season. Associate members shall constitute families having no members registered to play, but having at least one family member registered to coach or referee, or to fulfill some other position designated by the Board of Directors.

Section Two. Membership Term. Membership shall extend for 12 months from the date of January 1st for members registering for the Spring Intramural season, for 12 months from the date of July 1st for members registering for the Fall Intramural season.

Section Three. Benefits of Membership. All classes of member shall be entitled to attend all meetings of members, to vote in accordance with the provisions of Section Four of this Article, and to participate in general Club activities. However only Full members shall be entitled to play soccer in youth programs.

The Board of Directors may temporarily or permanently suspend any individual member from playing, without affecting the membership rights of the player's family.

Section Four. Voting Rights. Each member family shall be entitled to one vote on each matter submitted to a vote of the members.

Section Five. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing. The Board may also suspend or expel any member who shall be in default in the payment of dues, fees or assessments for the period fixed in Article IX of these bylaws.

Section Six. Resignation. Any member may resign either by failing to re-register for two successive seasons or by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section Seven. Reinstatement of Suspended or Expelled Members. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section Eight. Transfer of Membership. Membership in this corporation is neither transferable nor assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section One. Annual Meeting and Election of Directors. An annual meeting of the members shall be held at a place to be designated by the Board of Directors hereof, on a Friday, Saturday or Sunday during

the month of November or December, for the purpose of electing directors and for the transaction of such business as may come before the meeting.

Section Two. Special Meetings. Special meetings of the members may be called by the President when directed to do so by the resolution of the Board of Directors or by petition of or not less than 25% of the members having voting rights.

Section Three. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally, by e-mail or US Mail, by web site notification or by publication in a local newspaper for the purpose of notifying each member entitled to vote at such meeting, not less than ten (10) days nor more than forty-five (45) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

Section Four. Quorum. The members holding 10% of the votes that may be cast at any meeting except the annual meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority present may adjourn the meeting from time to time without further notice.

No quorum is required to conduct business at the annual meeting of members, provided that members have been properly served with notice of said meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section One. General. The affairs of the corporation shall be managed by its Board of Directors. Directors must be members of the corporation, and at least one member of the Board must be a resident of the State of New Jersey.

Section Two. Number, Tenure and Qualifications. The number of elected directors shall be twelve (12), A maximum of eight (8) additional directors may be appointed by the elected directors. The total membership of the Board shall not exceed twenty (20). Each director shall hold office from January 1st following his or her election or appointment until December 31st. All elected terms shall be for two (2) years, arranged in a cycle that the terms of one half the members expire in each year. All appointed terms shall be for one (1) year.

Section Three. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw no later than January 15th following the annual meeting of members. The Board of Directors shall meet at least once in each quarter, and may set without notice the time and place for the holding of additional regular or ad-hoc meetings of the Board.

Section Four. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors.

Section Five. Quorum. The quorum required for the transaction of business at any meeting of the Board of Directors is 40% of its current membership, which number must include at least one of the President, Vice President, Treasurer or Secretary. In calculating 40% the result must be rounded up to the nearest whole person above, so that, for example, if the Board currently has 19 members 8 are required to be present. If less than a quorum is present at the said meeting, no binding action shall be taken. All Board members, whether elected or appointed, shall have equal voting rights.

Section Six. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section Seven. Removal. Any member of the Board of Directors may be removed from the Board by a two-thirds majority vote of the full Board whenever in its judgment the best interests of the corporation would be thereby served. In such a case the Board must provide written notice via registered mail of removal to the member within five (5) business days, and notify the members of the corporation. The Board shall fill the vacated position in accordance with normal vacancy rules. The members of the corporation shall have the right to overturn the removal by a vote at a duly-called meeting of members.

Section Eight. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a simple majority of the remaining directors, even if less than a quorum of the Board of Directors remains. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section Nine. Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors any director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court, or otherwise by reason of his or her being or having been such director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE V. OFFICERS

Section One. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors, and one of whom shall be designated the First Vice President), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. No two of the offices of President, First Vice President, Secretary or Treasurer may be held by the same person.

Section Two. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. All officers must be elected members of the Board of Directors. If the election of officers shall not be held at such a meeting, such an election of officers shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds majority vote of the full Board whenever in its judgment the best interests of the corporation would be thereby served.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the full Board of Directors for the unexpired portion of the term. If an elected officer shall resign or be removed, the appointed officer from the Board of Directors who takes that position will be considered an elected member of the Board of Directors and will have such privileges as an elected member until such term shall expire.

Section Five. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute of some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section Six. Vice-Presidents. In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. If the President leaves office, the First Vice President shall succeed to the Presidency.

Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section Seven. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section Eight. Secretary. The Secretary shall keep minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section Nine. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI. COMMITTEES

Section One. Committee of Directors. The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees, which committees to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by the law or these bylaws.

Section Two. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the Board of Directors shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section Three. Term of Office. Each member of the committee shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed or resign from such committee, or unless such member shall cease to qualify as a member thereof.

Section Four. Chairman. One member of each committee shall be appointed chairman by the committee members.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section One. Contracts. The Board of Directors may authorize any officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section Three. 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 Board of Directors may select. Upon an affirmative two-thirds (2/3) vote, the Board and only the Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes of the corporation. For any special purpose a unanimous vote of the Board of Directors will be required.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

Section One. Certificate of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board.

Section Two. Issuance of Certificates. If the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article VIII, when a member has met the qualifications required for membership and has paid any fees that may be required, a certificate of membership shall be issued in the member's name and delivered to him or her by the Secretary.

ARTICLE IX. DUES

Section One. Annual Dues. The Board of Directors may determine from time to time the amount of registration fees and any other fees payable to the corporation by members of each class.

Section Two. Registration Fees. Registration fees shall be payable within the period designated by the Board of Directors.

Section Three. Default and Termination of Membership. When any member of any class shall be in default in the payment of fees within the period designated by the directors, his or her membership may thereupon be terminated by the Board of Directors in the manner provided by Article II of these bylaws. The Board of Directors may waive fees at its discretion.

ARTICLE X. MISCELLANEOUS

Section One. Books & Records. The corporation shall keep books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. Books and records may be kept in either physical or electronic form, as deemed appropriate by the Board of Directors. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. All financial records shall be audited, and a financial report presented to the Board of Directors and available for inspection by members, by June 1st following the end of each fiscal year.

Section Two. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the New Jersey Corporations and Associations Not For Profit Act or under the provisions of the articles of incorporation or the bylaws of the corporation, 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.

ARTICLE XI. AMENDMENTS

Section One. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed or added to or new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the members voting at a meeting duly called for the purpose pursuant to these bylaws.

ARTICLE XII. ORDER OF BUSINESS

The order of business for each regular meeting shall be as follows:

- a) Call to order
- b) Secretary's Report
- c) Treasurer's Report
- d) Communications and Bills
- e) Reports of Committees
- f) Unfinished Business
- g) New Business
- h) Adjournment

ARTICLE XIII. PURCHASES OF EQUIPMENT & UNIFORMS

Any purchase of equipment, uniforms and supplies in excess of \$250 that is outside of normal budgeted operating expenses shall be the act of the majority of the Board of Directors. No person is authorized to make such purchases without the prior approval of the Board of Directors.

ARTICLE XIV. DISSOLUTION

In the event that the corporation is dissolved, any remaining monies and profit from the sale of real property shall be donated to recognized charities dealing with children, specifically those dealing with the battle against childhood cancer. Determination of charities will be at the discretion of the seated Board of Directors at the time of the corporate dissolution.