

**BY-LAWS
OF
HUTCHINSON UNITED SOCCER ASSOCIATION, INC.**

Article I.

Section 1. The name of this corporation shall be "Hutchinson United Soccer Association, Inc.", hereinafter referred to as Hutchinson United Soccer Association (HUSA).

Section 2. The registered office of this corporation is located in Hutchinson, Minnesota as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment of restatement of such Articles of Incorporation, or in a Certificate of Change of Registered Office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 3. This corporation may have such other offices within or without the State of Minnesota as the Board of Directors may from time to time determine.

Section 4. This corporation shall have no corporate seal.

Section 5. The purpose of HUSA is to foster, promote and perpetuate the game of soccer for youth and others in the communities in and near Hutchinson.

Section 6. HUSA is an Affiliate Member of the Minnesota Youth Soccer Association (MYSA). MYSA is the national state youth association for the State of Minnesota in United States Youth Soccer (USYS). As an MYSA and USYS affiliate, the HUSA and its Members, as defined in these Bylaws, are subject to the Constitution, Bylaws and rules of USYS and of the MYSA as the same may be amended from time to time.

Section 7. The Soccer Year shall be from September 1 to August 31 of each year.

Article II.

MEMBERS: MEETINGS, PROPERTY RIGHTS

Section 1. The territory of HUSA shall be areas and communities surrounding and inclusive of Hutchinson or otherwise to include the communities surrounding Hutchinson within a fifty mile radius.

Section 2. The voting members of HUSA shall consist of the Board of Directors and parents of players or players over the age of 18 who are in good standing. Non-voting members shall consist of any players under the age of 18.

Section 3. To remain in good standing, a member of HUSA must be current in his/her financial obligations to HUSA and must be in compliance with all other requirements of the Articles of Incorporation, By-Laws, policies and rules of HUSA, MYSA, and United States Soccer Federation (USSF).

Section 4. No member shall have any right, title or interest in or to any property of this corporation.

Section 5. Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation.

Section 6. Members of HUSA agree to abide by the Articles of Incorporation, Bylaws and rules of the corporation and shall recognize the regulatory authority of the MYSA, USYS, and USSF and have the appellate rights provided to the members of these organizations.

Section 7. HUSA and its members shall recognize suspensions and sanctions of all teams, clubs, associations and other organizations under the jurisdiction of MYSA, USYS and USSF after receiving notice of such rulings.

Section 8. The annual meeting of the members of HUSA shall be held once a year at a date and time to be determined by the Board of Directors no less than sixty days in advance of the meeting, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

Section 9. Special meeting of the members, other than those regulated by statute, may be called at any time by the president or vice-president or by a majority of the then elected directors and must be called by the president and/or secretary on receipt of the written request of a majority of the then elected directors of HUSA.

Section 10. Notice of annual and special meetings, stating the time, place and purpose of business thereof shall be by mailed notice given by the secretary of this corporation by either five (5) days mailed notice or by personal notice to all members at such time, in advance of such meetings as to allow all members a reasonable time to arrange to attend such meeting.

Section 11. At any meeting of members of HUSA, the presence of one-third of voting membership shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or these By-Laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 12. At every meeting of voting members each member shall be entitled to vote in person. Each member of HUSA shall be entitled to one vote. All elections and questions shall be determined by a majority vote of persons present.

Section 13. Any member's membership may be removed by the affirmative vote of two-thirds of the full voting membership at any regular or special meeting called for that purpose, for conduct detrimental to the interest of HUSA, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purpose, or for default on their financial

obligations. Any such member proposed to be revoked shall be entitled to at least 15 days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 14. Members shall not receive any stated salary except for payment of actual services rendered to HUSA.

Article III.
BOARD OF DIRECTORS

Section 1. The business and property of HUSA shall be managed and controlled by a Board of Directors who shall be elected by the members. In addition, each person, by virtue of his/her acceptance to being elected to the Board of Directors, agrees that he/she will accept and perform the duties as chairperson of such committee that is assigned to him/her by the action of the majority of the Board of Directors. As part of its duties and responsibilities, the Board of Directors shall publish the rules, policies, and procedures of HUSA.

Section 2. The number of directors of HUSA shall be not less than five nor more than fifteen but such number, within the limits fixed by the Certificate of Incorporation of the corporation, may be increased or decreased by amendment to the Articles of Incorporation. When the number of directors is so decreased, each director then in office shall serve until his/her term expires or until his/her resignation or removal as herein provided.

Section 3. Each director shall hold office until the annual meeting of the members next following his/her election and until his/her successor shall have been elected and shall qualify or until his/her death, resignation or removal as herein provided.

Section 4. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5. Any one or all of the sitting directors may be removed at any time, with or without cause, by the affirmative vote of two-thirds majority of the Members at a Membership meeting, a quorum being present.

Section 6. Any vacancy in the Board of Directors shall be temporarily filled by the Board of Directors by majority vote until the next special, general or annual meeting of the voting members at which meeting the vacancy shall be filled for the unexpired portion of the term of such vacancy by a vote of the majority voting members, provided there be a quorum at such voting membership meeting. A vacancy created by an increase in the number of directors shall be filled by the members of the corporation at the annual meeting or a special meeting of the members, called for that purpose.

Section 7. The annual meeting of the Board of Directors shall be held not sooner than one week and not later than two weeks after the annual meeting of the voting membership. All officers shall be elected at the annual meeting of the Board of Directors.

Section 8. Special meetings of the Board of Directors may be called by the president or, in his/her absence, by the vice-president and must be called by either of them on the written

request of at least one-half of the then elected directors.

Section 9. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three days or by telephoning the same at least two days before the meeting to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any regular directors meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted. At any special meeting of the Board of Directors, only business for which such special meeting is called may be transacted and acted upon.

Section 10. At all meetings of the Board of Directors the president, or in his/her absence the vice-president, or in their absence a chairperson chosen by the directors present, shall preside.

Section 11. At all meetings of the Board of Directors, one-half of the then elected directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

Section 12. The directors and officers of the HUSA may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors or otherwise; provided, however, that any contract, transaction or act on behalf of the corporation in a matter in which the directors or officers are personally interested as stockholders, directors or otherwise shall be at arm's length and not violative of the prescriptions in the certificate of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obliged to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction or other action.

Article IV.
OFFICERS

Section 1. The officers of HUSA shall be the president, vice-president, secretary, treasurer, registrar, and director of coaching and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors.

Section 2. The officers of HUSA shall be elected annually by the Board of Directors and from among the members of the Board of Directors at the annual meeting of the Board of Directors.

Section 3. In case any office of HUSA becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the directors then in office shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his/her successor.

Section 4. The president shall preside at all meetings of members and of the Board of Directors. He/She shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 5. At the request of the president or in the event of his/her absence of disability, the vice-president shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law the vice-president shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 6. The secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/She shall attend and keep the minutes of all meetings of the Board of Directors and members of the corporation. He/She shall keep a record containing the names, alphabetically arranged, of all persons who are members of HUSA, showing their place of residence, and such book shall be open for inspection as prescribed by law. He/She may sign with the president or vice-president, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors. He/she shall, in general, perform all duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

Section 7. The treasurer shall have the custody of all funds, property and securities of HUSA, subject to such regulations as may be imposed by the Board of Directors. He/She may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he/she may endorse on behalf of HUSA for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He/She shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he/she shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation. He/She shall make such payments as may be necessary or proper to be made on behalf of the corporation. He/She shall enter regularly on the books of the corporation to be kept by him/her for the purpose, full and accurate accounts of all monies and obligations received and paid or incurred by him/her for or on account of the corporation, and shall exhibit such books at all reasonable time to

any director or member on application at the offices of the corporation. He/She shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

Section 8. The Registrar shall be the chief registration official for Membership participation in HUSA. He/She shall administer registration of all players, coaches, referees, Board of Directors and other members of this corporation. He/She shall assign participant players to the proper teams in accordance with age groups established by HUSA. He/She shall ensure all necessary forms of registration, consent, waivers and emergency contact information are completed and filed with copies distributed to the designated coach of the player's respective team. He/She shall recommend to the Board of Directors, the methods of providing community notice of registration opening and closure dates.

Section 9. The Director of Coaching shall be the chief contact for individuals interested in coaching with HUSA. He/She shall recruit and assign coaches to teams created through registration of participant players. He/She shall coordinate and access proper level training for coaches. This will include proper licensing through MYSA and USYS. In addition, he shall conduct background checks as provided through MYSA as necessary to ensure the utmost protection for our children. He/She shall provide guidance and direction for coaches as to the coaching philosophy of the corporation. He/She shall, if necessary, act as the chief advocate with regard to recommending sanctions, suspension, or dismissal of coaches whose practice is not consistent with HUSA, MYSA or USYS.

Article V.

COMMITTEES

Section 1. The Board of Directors may establish such committees as it deems necessary or advisable in the best interests of HUSA. The President, subject to approval of the Board of Directors, shall appoint members to special committees. The committees shall have the duties delegated to them by the Board of Directors.

Section 2. The Board of Directors may remove a committee member if it finds that the member is not fulfilling his/her duties. A two thirds majority affirmative vote of the Board of Directors shall be required to remove a committee member.

Section 3. The President, subject to the approval of the Board of Directors may appoint a person to fill a vacancy on any committee.

Article VI.

PLAY AND PLAYERS

Section 1. FIFA "Laws of the Game" shall apply to all games played within the jurisdiction of the MYSA except as specifically modified by USYS and the MYSA Rules.

Section 2. Players are classified as amateur and youth. An amateur does not receive a wage or salary for playing soccer. A youth is defined as not having reached the age of 19 years before August 1 immediately preceding the state of the Soccer Year. A youth who reaches age 19 on or after August 1 shall be allowed to compete that Soccer Year.

Section 3. A player must register with HUSA. A player must not register with any other association or club during an MYSA sanctioned soccer season. A player is registered the moment the player's parent or guardian signs the registration form and pay the fees required by HUSA. Once registered, a player is bound to HUSA for that soccer season, except as provided as follows: a registered player may request a transfer from HUSA in accordance with the MYSA rules, or a registered player not placed on a team by HUSA must be released by HUSA.

Article VII.

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1. No member, trustee, officer, director or employee of or member of a committee of or person connected with HUSA, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment of any such person or such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary or education organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article VIII.

INVESTMENTS

Section 1. HUSA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the corporation if such action is a prohibiting transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article IX.

FINANCES

Section 1. The HUSA's financial year shall be from September 1 to August 31 of each year.

Section 2. The Board of Directors may accept on behalf of HUSA any contribution, gift bequest, or devise for the general purpose of any special purpose of the HUSA.

Section 3. An annual audit shall be conducted of the financial records of the HUSA. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and submitted to the Board of Directors for its review within 60 days of the close of the fiscal year. Such audit shall be available for review by a Member upon request.

Article X.

EXEMPT ACTIVITIES

Section 1. Notwithstanding any other provision of these By-Laws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article XI.

WAIVER OF NOTICE

Section 1. Whenever notice of any meeting is required to be given by these By-Laws or any other corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person/persons entitled to such notice, whether before, at or after the time stated therein or before, at or after the meeting.

Article XII.

AUTHORIZATION WITHOUT A MEETING

Section 1. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing, signed by all of the directors.

Article XIII

AMENDMENTS

Section 1. The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the HUSA by affirmative vote of a majority of the Board, provided however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting, except as otherwise provided by law. All By-Laws made by the Board of Directors may

be altered, amended or repealed by the members.

Section 2. The By-Laws may be altered, amended or repealed at any meeting of members of the HUSA by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

Article XIV.

DISSOLUTION OF CORPORATION

Section 1. In the event of the dissolution and liquidation of the Hutchinson United Soccer Association, Inc., none of the funds held by the HUSA shall be distributed to any director or Member or individual. The rules of USYS shall determine the disbursement of such funds, except that all disbursements must be to an organization which qualifies as a tax exempt entity under Section 501 (c) of the Internal Revenue Code as it may be amended from time to time.

Adopted: _____

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