

By-Laws for Windham Youth Soccer Association

ARTICLE I Name and Offices

Section 1. Name. The name of the corporation shall be Windham Youth Soccer Association (referred to hereinafter as WYSA, the Corporation or the Association). The Corporation may register to do business under one or more assumed names by filing appropriate registrations with the Secretary of State of the State of Maine.

Section 2. Offices. The principal office of the Corporation shall be located in the Town of Windham, Maine, or at such other office, either within or without the State of Maine, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

ARTICLE II Affiliation

Section 1. This Corporation shall maintain affiliations with SoccerMaine, (United Soccer Federation of Maine (USFM)), the United States Soccer Federation (USSF) and the United States Youth Soccer Association (USYSA).

Section 2. The USSF and SoccerMaine Articles of Incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Association and its members to the extent applicable under Maine state law. The Association and its members will abide by those Articles, bylaws, policies, and requirements of SoccerMaine.

Section 3. The Bylaws of the Association and other governing documents will be provided annually to SoccerMaine. The Association will allow SoccerMaine to review the documents and procedures of the Association, on request of SoccerMaine, not less than once every four years, to determine compliance with USSF and SoccerMaine bylaws.

ARTICLE III Purpose

Section 1. WYSA has been organized and is incorporated under the Maine Nonprofit Corporations Act and shall be operated exclusively as a charitable amateur sports organization within the meaning of §501(c)(3) of the U.S. Internal Revenue Code of 1986 (the "Code") as the same may be amended from time to time. Within these purposes, the specific purposes of the Association shall be:

- a. to develop, promote, serve and administer the game of soccer among youth under the age of 19 within the Town of Windham and local area;
- b. to develop and encourage sportsmanship and playing proficiency by all players, coaches and persons involved in youth soccer within the Town of Windham and local area;
- c. to conduct tournaments of youth team competition and to sanction said teams to enter and participate in said tournaments;
- d. to provide education, training and licensing opportunities for players, coaches and referees participating in the game of soccer in Maine; and
- e. to do any and all other acts necessary or desirable in the furtherance of the foregoing and the good of youth soccer.

Section 2. To affect the foregoing purposes of this Corporation, the Corporation shall have such powers as are conferred upon non-profit Corporations by the Maine Non-Profit Corporations Act, provided that:

- a. no part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

No member, Director, officer of the Corporation or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation;

b. no substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

c. the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501 (C) (3) of the Internal Revenue Code of 1986 and the regulations as they now exist or as they may hereafter be amended. The Association shall maintain its tax-exempt status under the Internal Revenue Code.

Article IV Membership

Section 1. Members include the following:

- a. Directors. Members of the Board of Directors are persons elected pursuant to Article VI of these Bylaws.
- b. Member Players. A member player is a person who is a Maine resident and who is admitted by WYSA after completing the application and registration procedures of WYSA.
- c. Member Parents. A member parent is the parent/legal guardian of a member player.
- d. Coaches, trainers, managers, administrators, and officials. These volunteers are persons admitted by WYSA after completing the application and registration procedures of WYSA.
- e. Others. Any other person admitted as a member by the Board of Directors after completing the application and registration procedures of WYSA

Section 2. Requirements of Membership

- a. Players. Before an individual may be admitted as a member player, the individual, or the individual's parent or guardian in the case of a minor, must submit a written and signed registration/application on a form approved by the Corporation, pay the Corporation the appropriate fee(s), submit proof of age and otherwise comply with any additional requirements as shall be established by the Corporation.
- b. Coaches, trainers, managers, administrators, and officials. Before an individual may be admitted as a member coach, trainer, manager, administrator or official, the individual must submit a written and signed registration application on a form approved by WYSA submit proof of age and otherwise comply with any additional requirements as shall be established by WYSA. Registrations for players, coaches, trainers, managers, administrators, and officials may be accepted throughout the year by the Registrar but shall remain effective to August 31 and must then be renewed.
- c. Clubs. WYSA, as a condition of membership in SoccerMaine, shall affirm that its players coaches and officers shall abide by the constitution and bylaws of SoccerMaine and shall properly register and re-register each and every soccer player, coach, trainer, manager, administrator, and official in its organization in a timely manner and consistent with the procedures of SoccerMaine.

Section 3. Renewals. Any member players, or member coach, trainer, manager, administrator, or official in good standing may renew membership in WYSA by complying with the re-registration/renewal procedures as established by the Board of Directors.

Section 4. Non Discrimination. Membership in this association shall not be denied to any individual or soccer organization because of race, color, age, religion, national origin, ethnic identity, parental or marital status, sex or sexual orientation. WYSA shall adopt and follow SoccerMaine policies prohibiting sexual and physical abuse.

Section 5. Discipline. The rights and privileges of any member player, member coach, trainer, manager, administrator, or official, may be suspended for cause by majority vote of the Board of Directors (see Article XVI Member Discipline).

Article V Meetings

Section 1. Annual General Meeting (AGM).

a. An annual meeting of the parents and/or legal guardians of the members shall be held each year for the purpose of electing the Board of Directors. Notification of such annual meeting date, time and place, shall be by publication in a newspaper of general circulation within the Town of Windham at least 10 days prior to the meeting. For the purposes of this notice requirement, publication of an article containing the above information in the local town newspaper shall meet this requirement.

b. The President of the Board of Directors may designate any place within the Town of Windham as the place of the annual meeting or any special meeting.

c. Quorum. At any AGM, a quorum for the transaction of business shall be met if the number of members entitled to vote represented in person or by proxy, is equal to twice the number of Board of Directors for the current year plus one. Should a quorum not be present, a lesser number may adjourn the meeting to some further time.

d. A regular meeting of the Board of Directors shall be held without notice, other than as provided by these by-laws, immediately after and at the same place as, the annual meeting of the parents and/or legal guardians.

Section 2. Regular Meetings. A regular meeting of the board of directors will be held on a monthly basis as determined by the sitting board. The meeting shall consist of three distinct segments:

Part 1. Public Participation

Any member may request to be on the agenda by notifying the board president 5 days in advance. This section is open to public participation by all members. The President of the Board of Directors will publish a time limit for this segment of the regular meeting in the meeting agenda. After this time limit has been reached, a majority vote of those board members present will be required to extend this segment of the meeting.

Part 2. Board Updates and General Discussion

This section is open to the members but discussion and comment is limited to the board of directors.

Part 3. Executive Session

The Board may enter Executive Session by motion and vote when, by its nature the discussion to take place could cause any party (other than the members of the board holding the proceeding) injury if publicly disclosed. This section is open to board of directors only.

Section 3. Special Meetings.

a. Special meetings of the Board of Directors may be called by or at the request of the President or the majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meetings of the board called by them.

b. Notice. Seven (7) days minimum notice of any special meeting shall be given by any of the following methods: Written notice delivered personally or mailed to each director at his/her place of business or home, telegram, fax, electronic mail and telephone. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting.

Section 4. Quorum. At any meeting of the Board of Directors the presence of a majority of the Board then in office shall be necessary to constitute a quorum for the transaction of business. Should a quorum not be present, a lesser number may adjourn the meeting to some further time.

Article VI Directors

Section 1. Number and Qualification. The entire Board of Directors shall consist of at least 5 but no more than 11 persons all of whom shall be at least 18 years of age. Prior to the announcement of the Annual General Meeting, the Board of Directors shall determine the number of the Board of Directors for the upcoming year. Any change in the number of directors shall require a 2/3 vote from the Board of Directors. This change shall be published with the notice of the Annual General Meeting.

Section 2. Tenure. Each Director shall serve for a term of three years. During the transition from two to three year terms, the Board of Directors shall designate a number of director positions equal to one third of the total number of director positions as being for a term of three years. The remainder of the positions being filled for that year shall be for a term of two years. This transition procedure shall continue until all terms are for a period of three years.

Section 3. Manner of Election. The Board of Directors shall be elected at the Annual General Meeting by the adult members and Parents/Legal Guardians of the minor members. Each adult member or parent/guardian shall cast a vote for a candidate to fill each open position. A candidate is only eligible for a single open seat; therefore voters shall not cast more than one vote for a particular candidate. The open positions shall be filled with the candidates receiving the highest number of votes and proceed in descending order until all open positions have been filled. In the event of a tie that would prevent a clear winner for any position or positions, a run-off election will be held consisting of only the candidates engaged in the tied condition.

Section 4. Nomination of Candidates

a. A Nominating Committee shall be created comprised of at least (3) members of the Board of Directors whose seats are not up for re-election. The Board of Directors may also appoint other non-Director members to the Nominating Committee. The duties of the Nominating Committee shall consist of presenting a slate of candidates equal to the number of open positions for election to the Board of Directors. This presentation must be made to the Board of Directors at least (14) days prior to the Annual Meeting.

b. If any parent and/or legal guardian of duly registered members desire to submit a candidate/candidates or slate of candidates for election to the Board of Directors in addition to those presented by the Nominating Committee, said voting member must do so in writing to the President five (5) days prior to the Annual Meeting.

c. No nominations may be accepted from the floor during the Annual Meeting.

Section 5. Duties and Powers.

a. The Board of Directors shall have control and management of the affairs of the Corporation. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business, the act of a majority present at a duly convened meeting shall be the act of the Board, provided a quorum is present.

b. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, consistent with the law and these By-Laws.

c. The Board of Directors shall hear and rule on appeals from any of the corporate committees, and shall resolve any and all disputes within the corporation.

d. The Board of Directors shall promulgate rules and regulations to be followed by members.

e. The Board of Directors shall set the membership fee for members. These fees may be changed by the Board of Directors from time to time in its discretion.

Section 6. Vacancies

a. Any vacancy in the Board of Directors (except a vacancy created by an increase in the number of directors) may be filled by vote of a majority of the remaining directors or by a sole remaining director at a special meeting which shall be called for that purpose within 30 days after the occurrence of the vacancy. The director so elected to fill any vacancy shall complete the unfinished term of the director being replaced.

b. Vacancies created as a result of an expansion in the number of directors shall be filled at the Annual General Meeting using the same procedure determined by these bylaws for filling an open position resulting from a director's expired term.

Section 7. Removal.

a. Any director may be removed by a two third vote of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served.

b. Any board member will face automatic removal when missing five (5) or more board meetings in a calendar year.

Article VII Officers

Section 1. Officers and Qualifications. The officers of the corporation shall consist of a President, Vice President, Treasurer, Secretary, and Registrar and any such officers as may be elected or appointed by the Board of Directors. No person shall hold more than one (1) office at any time.

Section 2. Election and Term of Office. The officers of the corporation shall be elected or appointed annually by the Board of Directors at the regular meeting of the Board of Directors held immediately after the Annual General Meeting. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently possible.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a two third vote of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, disqualification or otherwise may be filled, except as otherwise provided by these By- Laws, by the election of a member of the Board of Directors by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. Compensation. No compensations shall be paid to any Officers of the Corporation. All Officers and Directors shall be entitled to receive reimbursement for any reasonable expenses incurred by them in the performance of their duties and responsibilities as a Director or officer of the Corporation for which the Board has approved reimbursement.

Section 6. Duties of Officers

a. President. The President shall be the chief executive officer of the corporation and shall supervise and control the business affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall serve as an ex-officio member on all committees. The President may sign with the secretary or any other proper officers of the corporation thereunto authorized by the Board of Directors any bonds, contracts, or

other instruments which the Board of Directors have authorized to be executed except in cases where the signing and execution there-of shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time. In addition the President or their designated representative shall represent the corporation and its members in meetings with other soccer associations.

b. Vice President. In the absence of the President or in the event of their inability or refusal to act, the vice-president shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The 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.

c. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such a sum and with such a surety or sureties as the Board of Directors shall determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation: receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other insured depositories as shall be selected in accordance with these by-laws: (b) in general perform all the duties incident to the office of Treasurer and other such duties as from time to time may be assigned to him/her by the President or the Board of Directors.

d. Secretary. The Recording Secretary shall record and maintain the minutes of all annual, special, executive, or general meetings, and shall make all minutes available for public inspection upon request. The Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as requested or required by law; attend to all correspondence regarding the association; and in general, perform all duties incident to the office of secretary and other such duties as from Time to time may be assigned to this office by the President or the Board of Directors.

e. Clerk. The clerk of the Corporation shall be a ministerial officer with the authority to keep the Corporation's books and records, file documents with the Secretary of State, and accept service of process.

f. Registrar. The Registrar shall be responsible for receiving and maintaining a record of all member players and member coaches as directed by these by-laws and by the rules of SoccerMaine; keep current and historical records of all player registrations and certify those players who are eligible to participate in programs, tournaments and other events sponsored by the Corporation or in such tournaments, competitions and programs as may be sponsored by other soccer associations consistent with the rules and regulations of SoccerMaine, the United States Soccer Federation and its youth affiliate, the United States Youth Soccer Association; serve as a liaison regarding all registration matters with SoccerMaine and otherwise perform all such other duties incident to the office of Registrar and such other duties as may, from time to time, be assigned to him or her by the President or by the Board of Directors. The registrar shall serve a term of one year and may be re-appointed by the Board of Directors.

Article VIII Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority maybe general or confined to specific instances.

Section 3. Checks, Drafts and Etc. All checks, drafts, or other 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 Board of Directors.

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 insured depositories as the Board of Directors may select.

Article IX Indemnification

Section 1. Indemnification. To the fullest extent now or hereafter permitted by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, the Corporation shall hold harmless and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member, director, officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, partner, fiduciary, or employee of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; provided that no indemnification may be provided for any person with respect to any matter as to which that person shall have been finally adjudicated:

- a. Not to have acted honestly or in the reasonable belief that that person's action was in or not opposed to the best interests of the corporation or its members; or
- b. With respect to any criminal action or proceeding, to have had reasonable cause to believe that that person's conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order or conviction adverse to that person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that that person did not act honestly or in the reasonable belief that that person's action was in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that that person's conduct was unlawful.

Section 2. Liability to the Corporation. Notwithstanding any foregoing provision of this Article IX, the Corporation shall not have the power to indemnify any person with respect to any claim, issue or matter asserted by or in the right of the corporation as to which that person is finally adjudicated to be liable to the Corporation unless the court in which the action, suit or proceeding was brought shall determine that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for such amounts as the court shall deem reasonable.

Section 3. Successful Defense. Any foregoing provision of this Article IX to the contrary notwithstanding, to the extent that a director, officer, or employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, that director, officer, or employee shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by that director, officer, or employee in connection therewith.

Section 4. Written Undertaking. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall in all cases be authorized and paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon receipt by the corporation of:

- a. A written undertaking by or on behalf of the officer, director, or employee to repay that amount if that person is finally adjudicated:

- (1) Not to have acted honestly or in the reasonable belief that that person's action was in or not opposed to the best interests of the Corporation;
- (2) With respect to any criminal action or proceeding, to have had reasonable cause to believe that the person's conduct was unlawful; or
- (3) With respect to any claim, issue or matter asserted in any action, suit or proceeding brought by or in the right of the Corporation, to be liable to the Corporation, unless the court in which that action, suit or proceeding was brought permits indemnification in accordance with section 2; and

b. A written affirmation by the officer, director, or employee that the person has met the standard of conduct necessary for indemnification by the Corporation as provided by these Bylaws.

The undertaking required by paragraph A shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

Section 5. Liability Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who 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, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this section.

For purposes of this section, references to the "Corporation" shall include, in addition to the surviving corporation or new corporation, any participating corporation in a consolidation or merger.

Section 6. Effect of Invalidity. If any word, clause or provision of this Article IX or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 7. Procedures. Any indemnification made in accordance with this Article shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement or otherwise.

Article X Fiscal and Playing Year

The Fiscal and Seasonal Playing Year of the corporation shall begin on the first day of September in each year and end on the last day of August in the following year.

Article XI Waiver of Notice

Whenever any notice (whatever) is required to be given under the provisions of these by-laws or provisions of the articles of incorporation or under the provisions of the General-Not-for-Profit Corporation Act of the State of Maine, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII Distribution of Assets

Any and all assets of the corporation are permanently dedicated to exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). The corporation shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these by-laws.

In the event the corporation is dissolved, the Board of Directors shall pay, satisfy and Discharge all liabilities and obligations of the corporation or make adequate provisions therefore to distribute all remaining assets of the corporation to an organization or organizations engaged in activities substantially similar to those of the corporation and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of future law).

Any such assets not so disposed of shall be disposed of by the superior court of Cumberland County, Maine, exclusively to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIII Amendments

The by-laws of the Corporation may be amended, added to or repealed at any regular meeting by a two-thirds majority vote of the Board of Directors. No amendment shall be in order at any regular meeting of the Corporation of Board of Directors unless the substance of it has first been published to all Directors at least fifteen (15) calendar days prior to the regular meeting at which the amendment is to be considered.

Article XIV Officers – Non-Voting

The Board of Directors of the Corporation may appoint one or more officers who shall serve at the pleasure of the Board and who shall be ex officio but non-voting members of the Board of Directors to include, without limitation the following:

a. Director of Coaching. The Director of Coaching shall be responsible for organizing, conducting and staffing coaches' training courses for licenses for soccer coaches of the teams of the Association. The Director of Coaching shall also assist in the recruitment and selection of state select team coaches and assistant coaches. The Director of Coaching shall perform such other duties and functions as may, from time to time, be assigned by the Board of Directors. The Director of Coaching shall serve a term of one year and may be re-appointed by the Board of Directors.

b. Referee Assignor. The Referee Assignor ("RA") shall be responsible for assigning referees to all matches of state cup tournaments sponsored by the Corporation and such other special matches as may be sponsored by the Association. In addition, the RA shall perform such other tasks and duties as may be assigned, from time to time, by the Board of Directors. The RA shall serve a term of one year and may be re-appointed by the Board of Directors.

c. Administrator. The Administrator shall be responsible for the organization and administration of the state office. The Administrator shall attend board meetings and work with the President to set the agenda for all meetings, including the Annual General Meeting. In addition, the Administrator shall perform all such other duties incident to the State Office and such other duties as may, from time to time, be assigned to him or her by the President or by the Board of Directors. The Administrator shall serve a term of one year and may be re-appointed by the Board of Directors.

Article XV Member Discipline and Disputes

Section 1. The rights and privileges of a member player, member coach, trainer, manager, administrator, official may be suspended for cause by the President. Cause for the suspension of the rights and privileges of a member coach, trainer, manager, administrator, official, or a member player may include, but is not limited to, the failure of the person (or his or her parent or guardian) to complete the registration or re-registration procedures or to pay the appropriate registration or re-registration fee or such other fees as may be required or such other procedures as may be required to be followed as a condition of membership.

Section 2. Any member whose rights and privileges are suspended or who is disciplined by the President of the Corporation shall be entitled to written notice of such action to be mailed by ordinary mail to the residential address of record of the member coach, trainer, manager, administrator, official, or player. Such notice shall include a statement to the member as to the right of appeal which shall be in the first instance to the Appeals Committee of the Board of Directors of the Corporation within ten (10) days after mailing notice to the suspended or disciplined member and the appeal shall be heard within ten (10) days of the receipt of such notice of appeal. Any member whose rights and privileges are suspended or who is disciplined by the Board of Directors and upheld by the Appeals Committee of the Board of Directors who wishes a further appeal of such suspension or discipline must file a Notice of Appeal to the Secretary of SoccerMaine within ten (10) days of receipt of a notice of the suspension of rights and privileges from the Corporation's Appeals Committee of the Board of Directors. The failure to file such a Notice of Appeal within ten (10) days shall be grounds for the automatic dismissal of the appeal.

Section 3. The Board of Directors shall establish an Appeals Committee as it shall deem necessary from time to time to hear appeals and shall appoint such members to the Committee to provide any member whose rights and privileges have been suspended, and any player, coach, trainer, manager, administrator, official, or team subject to disciplinary action, with a reasonable and fair opportunity to present such information and to confront such allegations of misconduct as may be relevant to the issue at hand. The committee shall communicate its decisions in writing to the member and the Board of Directors.

Section 4. The responsibility for disciplining players, coaches, trainers, managers, administrators, officials, and teams rests in the first instance with the match referee, and then the President of the Association, league or the director of the tournament unless some other official has been specifically identified in advance of the match or tournament. Match referees and any other interested persons shall direct all reports or allegations of misconduct by players, coaches, trainers, managers, administrators, officials, teams or their supporting spectators to the local league President or to the tournament director who shall promptly investigate the matter and then act in summary manner to discipline those found to be responsible for the misconduct.

Section 5. A player, coach, trainer, manager, administrator, official, or team may appeal the decision to the Appeals Committee of SoccerMaine by filing a written Notice of Appeal with the Appeals Committee Chairperson within ten (10) days of a notice of disciplinary action. The failure to file such notice within ten (10) days shall be grounds for automatic dismissal of the appeal. Appeal beyond WYSA is to SoccerMaine Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 6. It is the expressed and implied intention of SoccerMaine that the Association retains the right of self governance within its organization but that the Association shall adhere to the Articles of Incorporation, by-laws, rules and regulations of SoccerMaine in all matters pertaining to interstate, regional, national and international competitions or in other soccer competitions sponsored by SoccerMaine. It is contrary to the purpose of the Association and SoccerMaine and detrimental to soccer in Maine to resort to court action or the threat of court action unless and until all other avenues of relief for a resolution of the dispute through the procedures offered by the Association and SoccerMaine have been foreclosed. Accordingly, any recourse to the courts of any jurisdiction by any member before all of the rights and remedies provided by the Rules and Regulations of the Corporation shall have been exhausted shall be "conduct detrimental to

soccer" and shall be cause for the immediate suspension of the rights and privileges of the member responsible for seeking such recourse.

Amended December 2006

Amended January 2007

Amended February 25, 2008