

AMENDED AND RESTATED BYLAWS
and
RULES AND REGULATIONS
of the
HURON VALLEY SOCCER CLUB
(a Michigan Non-Profit Corporation)

ARTICLE I

Members

Article 1. Section 1. Name.

This body shall be known as the Huron Valley Soccer Club. The acronym "HVSC" shall equally refer to this organization.

Article 1. Section 2. Purpose.

It is the mission of the HVSC to foster the physical, mental and emotional growth and development of the organization's registered players through the sport of soccer at all levels of age and competition.

HVSC shall provide the governing structure to administer youth soccer and shall provide a vehicle to communicate information to the players, parents, coaches, referees and other interested parties.

Article 1. Section 3. Membership.

HVSC membership shall be restricted to natural or adoptive parents or lawfully appointed guardians of players registered during the current or immediately preceding season of play as listed on the official roster of the Club which is maintained by the Registrar. Other individuals who have a rational relationship to the club may apply for membership in the club, subject to an evaluation and approval by a majority of the Board of Directors. If approval for membership is granted by the Board of Directors, such person shall be required to pay an annual \$5.00 membership fee.

Article 1. Section 4. Annual Meeting of Members.

The annual meeting of the members of HVSC shall be held at such place as may as from time to time be designated by the Board of Directors during the month of June of each year, at a time as determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may properly be brought before the meeting.

Article 1. Section 5. Special Meetings.

Special meetings of members may be called by the President and shall be called by the President or Secretary at the direction of the Board of Directors, or at the request in writing of at least twenty-five percent (25%) in number of the membership entitled to vote at the meeting, or as may otherwise be provided by law.

Notification of special meetings shall show the time, place and agenda for the meeting. Only subjects set forth in the agenda may be considered by the members at a special meeting.

Article 1. Section 6. Notice of Meetings.

Notice of the time, place and purpose of each meeting of the members, signed by the President or Vice President or Secretary or an Assistant Secretary and stating the authority upon which issued, shall be served by publication in a newspaper of general circulation in the area, posting at the HVSC facilities and such other means of notice as the Board of Directors shall from to time decide, upon each member entitled to vote at the meeting not less than ten (10) days nor more than sixty (60) days before the meeting provided that no notice of adjourned meetings need be given unless the Board of Directors fixes a new record date for the adjourned meeting.

Article 1. Section 7. Quorum.

A majority of the membership, present in person, shall, except as otherwise provided by law or by the HVSC Articles of Incorporation, as from time-to-time amended, constitute a quorum at all meetings of members.

There shall be no voting by proxy. The members present in person at such meetings may continue to do business until adjourned, notwithstanding the withdrawal of enough members to leave less than a quorum.

Whether or not a quorum is present, a majority of the members may adjourn a meeting from time-to-time to a future date without further notice other than the announcement at

the meeting; and when a quorum shall be present upon the adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

Article I. Section 8. Conduct of Meetings.

Meetings of the members shall be presided over by a Chairperson of the meeting who shall be the President of the Board of Directors or, if the President is not present, by the Vice President or, if there is no such officer or if neither is present, by the Secretary or, if the Secretary is not present, by a Chairperson to be chosen at the meeting.

In the absence of the Secretary or an Assistant Secretary, a person will be chosen to act as Secretary of the meeting. All elections and all questions shall be decided by a plurality vote of the members present at the meeting, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

All meetings of HVSC shall be conducted in accordance with Robert's Rules of Order, latest edition. A Parliamentarian shall be appointed from the members at large.

Article 1. Section 9. Voting.

Each member entitled to vote at a meeting of members shall have a right to cast one vote. Each natural or adoptive parent or lawfully appointed guardian of a registered player shall be entitled to cast one vote. One vote may be cast by each natural or adoptive parent or guardian of a registered player regardless of the actual number of children registered to play.

ARTICLE II

Disciplinary Authority

Article II. Section 1. Disciplinary Authority Concerning Persons.

The Board of Directors has authority to bar completely, suspend, or otherwise discipline. any player, coach, manager, team assistant, officer or director for unacceptable behavior or conduct either in carrying out the duties of their position or while holding aforementioned offices and/or positions.

Upon receiving charges, the Board of Directors will give notice to the offending person and schedule a hearing on the charges before the full Board. The Board will determine the validity of the charges made and the sanctions to be taken against the individual.

Article II. Section 2. Discipline and Appeals Committee.

The Board of Directors shall appoint the chairperson of the Discipline and Appeals Committee. The Chairperson will appoint members of the committee in accordance with

the policies and procedures of HVSC. The discipline and Appeals Committee shall follow the Policies and Procedures of HVSC, the concepts of due process and provide fair, swift and just hearing and resolution of all appeals or disciplinary procedures.

ARTICLE III

Directors

Article III. Section 1. Number and Qualifications.

The property, business and affairs of the HVSC shall be managed by its Board of Directors. The Board of Directors shall consist of no less than ten (10) and no more than fourteen (14) directors and must be members or immediate past members of the HVSC.

Article III. Section 2. Election of Directors.

The directors currently in office shall serve as directors for the two (2) year terms for which they respectively were elected.

The positions on the Board of Directors are divided into two (2) groups. Group A shall consist of the following positions: President, Secretary, Director of Coaching, Great Lakes Representative, Scheduler, Promotion and Marketing. Group B shall consist of the following positions: Vice-President, Treasurer, MYSA Representative, WSSL Representative, Concessions Manager, Referee Coordinator, Procurement Manager.

Commencing with the June 1999, general membership elections, those positions which make up Group A shall be elected, in even years, for a term of two consecutive years. Those positions in Group B shall be elected, in odd years, for a term of two (2) consecutive years.

Directors appointed to fill vacancies shall hold office, unless sooner displaced, until the next annual meeting.

The Board of Directors shall have power to fill any vacancy in any office occurring for any reason, subject to affirmation by the members at the following meeting.

Article III. Section 3. Quorum.

A majority of the Directors then in office shall constitute a quorum for the transaction of business and the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action by a

majority of the directors then in office may be specifically required by other sections of these Bylaws.

A director may participate in a meeting by means of a conference telephone or similar communication equipment, by means of which all person participating in the meeting can hear each other, and their participation shall constitute presence at the meeting.

If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time-to-time until a quorum shall have been obtained.

Article III. Section 4. Action by Unanimous Written Consent.

If and when the Directors shall severally or collectively consent in writing to any action to be taken by HVSC either before or after the action is taken, that action shall be as valid corporate action as though it had been authorized at a meeting of the Directors. Written consent shall be filed with the minutes of the proceedings of the Board of Directors.

Article III. Section 5. Vacancies.

Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, or otherwise, a majority of the Directors then in office, though less than a quorum, may fill the vacancy at any meeting, and the person so elected shall be a director until the next annual general membership meeting.

The resignation of a Director shall be effective upon receipt by the HVSC or at a subsequent time as set forth in the notice of resignation. A Director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members entitled to vote at an election of directors.

If an Officer or Director misses three (3) consecutive regularly scheduled meetings without approval because of just cause, these absences constitute an implied resignation by that Officer or Director; therefore, the vacancy shall be filled by the Board of Directors in accordance with this Article III, Section 5.

Article III. Section 6. Regular Meetings of the Board of Directors.

Regular meetings of the Board of Directors shall be held monthly on a regular scheduled day each month, at such place or places as may from time-to-time be determined by resolution of the Board.

A regular meeting of the Board shall be held without notice immediately after the annual meeting of the members at the same place as that meeting was held for the purpose of organizing HVSC for the ensuing year.

Article III. Section 7. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be held at any time or place upon the call of the President, or by the President or Secretary at the direction of not less than five (5) Directors then in office.

Oral, facsimile or written notice of the time and place of all special meetings of the Board shall be duly served on or sent, mailed or sent by facsimile to each director not less than two (2) nor more than ten (10) days before the meeting, but no notice of adjourned meetings need be given.

Meetings may be held at any time without notice, if all the directors are present or if those not present waive notice of the time, place and purpose of the meeting by any written means, either before or after the meeting.

Article III. Section 8. General Powers as to Negotiable Paper.

The Board of Directors shall, from time-to-time, prescribe the manner of making, signatures or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instrument for the payment of money and shall designate the officer or officers, agent or agents, who shall from time-to-time be authorized to make, sign or endorse the same on behalf of the HVSC.

Article III. Section 9. Powers as to Other Documents.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the HVSC, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the HVSC by the President or any Vice President, and the corporate seal may be thereto affixed and attested by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer.

ARTICLE IV

Committees

Article IV. Section 1. Budget Committee.

The Board of Directors shall appoint the Chairperson of the Budget Committee. The Chairperson will appoint members of the committee in accordance with the procedures set forth hereafter.

The Budget Committee shall prepare each year an operating and capital budget for all HVSC activities and present such budget to the Board of Directors at its regular meeting in the month of August of each year for its consideration and approval.

Article IV. Section 2. Finance Committee.

The Board of Directors shall appoint one person from the Directors as the Chairperson of the Finance Committee. The Chairperson of the Finance Committee shall appoint the remainder of the Finance Committee, the membership of which shall be established at no more than five (5) members and may consist of one (1) or more Directors. The Treasurer shall be a member of the Finance Committee. The purpose of the Finance Committee shall be to oversee the financial affairs of the HVSC and to set policies and procedures for implementation by the Treasurer concerning financial reporting and management of the HVSC's funds and obligations. The Chairperson of the Finance Committee, in conjunction with the Treasurer shall report to the Annual Meeting of Members concerning the state of the financial affairs of the HVSC. The Finance Committee shall annually determine the need for and scope of outside audit, review or compilation of the HVSC financial books and records and make such recommendation to the Board of Directors.

Article IV. Section 3. Procedures.

All committees, and each member thereof, shall serve at the pleasure of the Board of Directors. The Board of Directors shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies, to change any member and to change the functions or terminate the existence of any committee.

The Board of Directors may designate one or more directors or other persons as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the case of an absence or disqualified member of a committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of an absent or disqualified member. All committees shall report their activities to the Board of Directors at the next meeting of the Board of Directors for approval.

Article IV. Section 4. Establishment of Committees.

The Board of Directors may establish any committee at any time for any purpose which at the discretion of the Board of Directors, is necessary in order to properly conduct the business of the HVSC.

ARTICLE V

Officers

Article V. Section 1. Election or Appointment.

The officers of the Association shall be the President, Vice President, Secretary and Treasurer, who shall be elected as provided in Article III Section 2 of these Bylaws. The Board of Directors may, from time-to-time, appoint one or more Assistant Secretaries and Assistant Treasurers. Unless otherwise permitted by the Board of Directors, the same person may not hold two or more offices. The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of HVSC.

Article V. Section 2. Term of Office

The term of office of all officers shall be two (2) years as stated in Article III and shall commence following their election at the Annual General Membership Meeting. Any officer may be removed from office only by the affirmative vote of a majority of the Directors at a meeting called for that purpose, if in the judgment of the Directors, the interests of the HVSC will be served thereby. An officer may resign by written notice to the Board of Directors or at a time specified in the resignation.

Article V. Section 3. President.

The President of the HVSC shall preside at all meetings of the members and of the Board of Directors. He/she shall be the Chief Executive Officer of the HVSC, and shall have general and active management of all of its activities, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall execute all authorized conveyances, contracts, or other obligations in the name of the HVSC except where required by law to be otherwise signed and executed and except where the signing and the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the HVSC.

Article V. Section 4. Vice President .

The Vice President of the Board of Directors, in the absence of the President, shall preside at all meetings of the members and of the Board of Directors. He/she shall have

other powers and duties as may from time-to-time be prescribed by the Board of Directors.

Article V. Section 5. Secretary.

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings and have such other duties as delegated by the Board of Directors.

Article V. Section 6. Treasurer.

The Treasurer shall have custody of the funds and securities of the HVSC and shall keep full and accurate accounts of receipts and disbursements in books belonging to the HVSC and shall deposit all moneys and other valuable effects in the name and to the credit of the HVSC in such depositories as may be designated by the Board of Directors.

He/she shall disburse the funds of the HVSC as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require, an account of all transactions as Treasurer and of the financial condition of the HVSC.

The Treasurer shall submit a fiscal report showing income and expenses by budget categories and the current balance of all HVSC accounts at each Board of Directors meeting. If required by the Board of Directors, the Treasurer shall give the HVSC a bond in such sum and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of office and for the restoration to the HVSC (in case of death, resignation, or removal from office) of all books, papers, vouchers, moneys and other property of whatever kind in his/her possession or under his/her control and belonging to the HVSC.

The Treasurer shall also be responsible for preparing any and all federal and state tax returns. The Treasurer shall be responsible for preparing any and all papers regarding the tax exempt status of the HVSC.

Article V. Section 8. Assistant Secretaries and Assistant Treasurers.

The assistant Secretaries and the Assistant Treasurers, respectfully (in the order designated by the Board of Directors or lacking such designation. by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and

exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

Article V. Section 9. Conflict of Interest.

No Director of the HVSC shall hold such office if, as a result of other activities that he/she is engaged in, the holding of such office would create a conflict of interest, or an appearance of impropriety.

Article V. Section 10. Expenses and Remuneration.

Except for waiver of registration fees for children of Directors, the Directors and Officers of the HVSC shall not be compensated for the performance of services for HVSC, but may be reimbursed for expenses incurred on behalf of the HVSC, including but not limited to expenses for attendance at meeting of the Board of Directors.

ARTICLE VI

Indemnification of Directors and Officers Article VI. Section 1. Third Party Suits.

Article VI. Section 1. Third Party Suits.

To the extent permitted by Michigan law, from time to time in effect and subject to the provisions of this Article VI, the HVSC shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the HVSC) by reason of the fact that he or she is or was a director, officer, employee or agent of the HVSC, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the HVSC or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of no contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably had cause to believe to be in or not opposed to the best interests of the HVSC or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Article VI. Section 2. Suits by or in the Right of HVSC.

To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article VI, the HVSC shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the HVSC to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the HVSC, or is or was serving at the request of the HVSC, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the HVSC or its members, except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the HVSC unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Article VI. Section 3. Indemnification Against Expenses.

To the extent that a person who is or was a director, officer, employee or agent of the HVSC, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VI, or in defense of any claim, issue or matter therein. he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Article VI. Section 4. Determination that Indemnification is Proper.

Any indemnification Under Section 1 or Section 2 of this Article VI (unless ordered by a court) shall be made by the HVSC only upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2. The 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 the action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Article VI. Section 5. Reimbursement Expenses.

Expenses incurred by any person who may have a right to indemnification under this Article VI in defending a civil or criminal action, suit or proceeding may be paid by the HVSC in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided by Section 4 of this Article VI upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the HVSC pursuant to this Article VI.

Article VI. Section 6. Insurance.

The HVSC may purchase and maintain insurance (and pay the entire premium thereof) on behalf of any person who is or was a director, officer, employee or agent of the HVSC. against any liability asserted against his or her status, as such, whether or not the HVSC would have the power to indemnify against such liability under the provisions of Article VI or under the provisions of Sections 561 through 565 of the Michigan Business Corporation Act.

Article VI. Section 7. Severability.

The invalidity or unenforceability of any provision of this Article VI shall not affect the validity or enforceability of the remaining provisions of this Article VI.

ARTICLE VII

Seasonal Year; Fiscal Year; Seal; Notices

Article VII. Section 1. Seasonal Year.

The seasonal year of the HVSC shall begin on September 1 and end on August 31 of the following calendar year.

Article VII. Section 2. Fiscal Year.

The fiscal year of the HVSC shall be August 1 through July 31.

Article VII. Section 3. Corporate Seal.

The Board of Directors may (but need not) provide a suitable corporate seal for use by the Corporation.

Article VII. Section 4. Notices.

Any notice required by statute or by these Bylaws to be given to the members, to the Directors, or to any officers of the HVSC, unless another requirement is provided herein or in any statute, shall be sufficient if given by depositing it in a United States Post Office box or receptacle in a sealed, postpaid wrapper. addressed to the recipient at his/her last address as that appears on the records of the HVSC, and the notice shall be deemed to have been given at the time of mailing.

ARTICLE VIII

Miscellaneous

Article VIII. Section 1. Affiliation.

The HVSC shall be an affiliated member and comply with the authority of the Michigan State Youth Soccer Association ("MSYSA"). Except where restricted or prohibited by law, these Bylaws are superseded by the requirements of the MSYSA.

Article VIII. Section 2. Activities.

In the accomplishment of its purposes and exercise of its powers, no part of the assets, funds or income of the HVSC shall be to the benefit of any private individual, corporation, contributor or member as earnings or dividends of the HVSC. No substantial part of the activities of the HVSC shall be carrying on of propaganda or otherwise attempting to influence legislation or other political action. The HVSC shall not participate or intervene in any political campaign or publish or distribute any statement or spend any funds on behalf of any candidate for public office. The accomplishment of its purpose and exercise of its powers by the HVSC shall be in conformity with the requirements of Act 54, Michigan Public Acts of 1963, as amended or supplemented by state or federal legislation.

Article VIII. Section 3. Gifts.

The Board of Directors, the President, or any person expressly so authorized by the Board may accept gifts on behalf of the HVSC for the general purposes of the HVSC, but no conditional contribution, gift, bequest or devise and no contribution, gift, bequest or devise for a purpose more restricted than the general purposes of the HVSC shall be finally accepted without prior approval of the Board of Directors.

Article VIII. Section 4. Investments.

The HVSC shall have the right to retain all or any part of any securities or other property acquired by it and to invest and reinvest any funds held in it, according to the judgment of the Board of Directors, without being restricted as to the class of investments to be made, provided that no action shall be taken on behalf of the HVSC in that action is a prohibited transaction or would result in denial of tax exemption under Section 503 or 504 of the Internal Revenue Code or the Regulations there under as they now exist or as they may hereafter be amended.

Article VIII. Section 5. Dissolution.

Upon liquidation and/or dissolution and winding up of the affairs of HVSC, whether voluntarily or otherwise, and after payment of all debts and liabilities of the HVSC, the assets of the HVSC remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in accordance with the provisions of the Article of Incorporation or as required by applicable statute.

Article VIII. Section 6. Discrimination.

Girls teams, boys teams and coed teams shall be established on an equal basis.

ARTICLE IX

Amendments; Rules and Regulations

Article IX. Section 1. Amendments.

These Bylaws may be altered or repealed or new Bylaws may be adopted in lieu thereof by a two-thirds (2/3) vote of the members present at any annual or special meeting if the members of HVSC, if notice thereof is given to the members at least 30 days prior to such meeting.

Article IX. Section 2. Rules, Regulations and Policies.

The Rules, Regulations and Policies of the HVSC as now established and as hereafter amended may be altered, repealed or new Rules, Regulations and Policies may be adopted in lieu thereof by a majority of the Board of Directors then in office and present at the meeting of the Board if a notice of the proposed alterations, repeal, or substitution is contained in the notice of the meeting.

THESE AMENDED AND RESTATED BYLAWS OF THE HURON VALLEY SOCCER CLUB WERE APPROVED BY THE MEMBERS THEREOF AT THE ANNUAL MEETING OF MEMBERS HELD ON JUNE 28, 1999.

Jim Walker - President

Susan Bennett - Secretary

Dated: June 28, 1999