

AMENDED AND RESTATED
BY-LAWS
OF
COASTAL GEORGIA SOCCER ASSOCIATION, INC.

ARTICLE I
CORPORATE

Section 1. PRINCIPAL OFFICE. The principal office of the Association shall be located in Chatham County, Georgia. The Association may have such other offices or branches and may carry on its business within or without the State of Georgia as the Board of Directors may from time to time determine.

Section 2. REGISTERED ADDRESS AND AGENT. The Directors may change the registered address and/or registered agent of the Association at any regular meeting, special meeting or by consent of a majority of the Board of Directors.

Section 3. CORPORATE MEETINGS. Meetings of the Association shall be held at the principal office of the Association unless the notice of said meeting specifies another address for the place of said meeting.

Section 4. NAME. The name of this corporation shall be the Coastal Georgia Soccer Association, Inc., hereinafter referred to as the Association or as the CGSA.

Section 5. TERRITORY and AFFILIATION. The territory shall be the Region IV as defined by the Georgia State Soccer Association, Inc. (the "GSSA"). The Association shall be affiliated with the United States Youth Soccer Association (the "USYSA") through the Georgia Youth Soccer Association (the "GYSA") and shall at all times recognize the authority, rulings and laws of that body.

Section 6. PURPOSE. The purpose for which the Association is organized includes, but is not limited to, the following:

- A. To develop and promote the game of soccer within the territory of this Association;
- B. To provide the opportunity for enjoyment and recreation through competition for all boys and girls who voluntarily participate in such a program;
- C. To promote the ideals of sportsmanship and the principals of fair play;
- D. To provide for those who desire to coach in this Association the opportunity to improve their instructional skills;
- E. To develop player skills and knowledge of the game;
- F. To provide a quality program at the best value to the participants; and,
- G. To promote and further such other purposes as are set forth in the Articles of Incorporation of this Association.

ARTICLE II
BOARD OF DIRECTORS

Section 1. MAKE-UP. The Association shall be governed by the Board of Directors who shall be the Officers of the Association as elected by the Membership in accordance with Article III, Section 1 of these By-Laws.

Section 2. POWERS. The property and business of the Association shall be managed by its Board of Directors as delegated to the Officers. In addition to the powers and authority of these By-Laws expressly conferred upon it, the Board of Directors may exercise all such powers of the Association and do all such lawful

acts and things as are not prohibited by law, the Articles of Incorporation, or these By-Laws.

Section 3. ASSOCIATION BUDGET. The Board of Directors shall meet and approve a budget for the fiscal year of the Association at a time no later than two (2) weeks prior to the beginning of each fiscal year.

Section 4. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such places, times, and upon such notice, if any, as shall from time to time be determined by resolution of the Board of Directors. Directors shall meet at least once each quarter of the calendar year. All Regular Meetings of the Board of Directors shall be open to any Team Representative.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, a majority vote of the Team Representatives as that term is defined in Article 5 hereinbelow, or by any three (3) Directors on seven (7) days notice to be given to each Director. Said notice to be given by the President or by a staff member at the President's direction.

Section 6. VACANCIES. In case of any vacancy on the Board of Directors, caused by death, resignation, removal, or otherwise, the vacancy may be filled by a majority vote of the remaining Board of Directors. Any Director elected pursuant to this Section 6 shall also serve in the position of Officer of the office of the position of the vacated Director. Directors elected to fill any vacancy shall hold office until the next Annual Meeting and until their successors have been elected and qualify.

Section 7. REMOVAL. Any Director may at any time be removed by a vote of two-thirds (2/3) of the Team Representatives

entitled to vote, excluding the vote of the Director in question if he is also a Team Representative. The vote shall be taken at a Special Meeting of the Membership called for that purpose. Any Director terminated as a result of this provision shall be automatically removed as an Officer of the Association as well. Written notice of the pending removal must be given to the Director in question no less than two (2) weeks prior to the vote being taken.

Section 8. RESIGNATION. Any Director may resign at any time by giving written notice to the President or Secretary, or if the President and Secretary resign at the same time, written notice shall be given to the Vice President or Treasurer. Such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

Section 9. COMPENSATION. Directors shall not receive any salary for their services as Directors, but any expenses incurred in the performance of their duties or in connection with testifying as a witness in any matter may be reimbursed provided the Association has funds available to cover said expenses. Other expenses may be reimbursed as pre-approved by the full Board of Directors and if money is available.

Section 10. QUORUM. A quorum at all meetings of Directors shall consist of a majority of the Directors holding office in the Association. To be counted towards the quorum the Director must be present in person or by written proxy given to another Board Member.

Section 11. VOTING. Each Director shall have one vote except the President who shall vote only in the instance of a tie. All Directors shall be entitled to vote unless otherwise specified

in these By Laws. Unless otherwise specified in these By Laws, all issues before the Board of Directors shall require a majority vote of the Directors voting to pass.

Section 12. PRESIDING OFFICER. The presiding officer at any meeting of the Directors shall be the President of the Association.

ARTICLE III
OFFICERS

Section 1. ELECTION AND TERM OF OFFICERS. Unless otherwise provided in the Articles of Incorporation, the Officers of the Association shall be elected by the Team Representatives. They shall be elected at an Annual Meeting and shall hold office for a term of one (1) year or until their respective successors are elected and shall qualify in their stead. The Officers of the Association shall be as follows: A. President; B. Vice-President; C. Secretary; D. Treasurer; E. Registrar; F. Referee Coordinator; G. Marketing Director; H. Volunteer Coordinator; I. Disciplinary and Protest Chairman; J. Program Coordinator; and, K. Past President. These Officers shall also constitute the full Board of Directors.

Section 2. POWERS AND DUTIES OF OFFICERS.

A. THE PRESIDENT. The President shall serve as the GYSA representative. The President shall be the chief executive officer of the Association and shall serve as the Chairman of the Board of Directors. He shall preside at all meetings of the Board of Directors, at which he shall be present, and in general, except as otherwise provided by these By-Laws, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board of Directors. He shall put into effect all orders and resolutions of the Board of

Directors or see that the same is done. Unless otherwise provided in these By-Laws, he shall appoint all chairpersons of committees to be formed and the chairperson shall be responsible for the formation of the committee. Any committees to be formed can be done only as determined necessary with consent of the Board of Directors. He shall serve as Ex-officio member of all committees.

The President shall be responsible for retaining a Director of Coaching (the "DOC") and an Administrative Director (the "AD") for the Association who shall each serve at the pleasure of the President. The DOC and the AD shall have the responsibilities and duties as outlined to that person by the President. The salary (including any bonuses) shall be determined by the President with approval from the Board of Directors. The DOC and the AD shall be responsible for retaining and supervising other full and part time employees of the Association, as approved by the President and the Board of Directors. Any additional employees shall serve at the pleasure of the DOC or the AD, as applicable.

B. VICE-PRESIDENT. In the event of the death or disability of the President, or at his request when specifically authorized by the Board of Directors, the Vice-President shall have the powers and perform the duties of the President. He shall act as coordinator with the District Director of the GYSA in the assignment and conduct of Association games.

C. SECRETARY. The Secretary shall attend all sessions of the Board of Directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall insure performance of like duties for any committee of the Board when required. He shall give or cause to be given notice of all meetings of the Association, its Board or its Officers. He shall keep in safe custody the seal, if any, of the Association and when authorized by the Board of Directors, affix the same to any instrument requiring it and when so affixed, it shall be attested by the signature of the Secretary or such other officer or agent as

may be designated by the Board of Directors. He shall perform such other duties as may be prescribed by the Board of Directors or President. If the Secretary is not able to attend a meeting, he shall cause another officer, with that officer's agreement, to take notes of the meetings. Filing that, the President may appoint another person present at the meeting, as long as the Officers present consent to such appointment. The Secretary shall not be responsible for business concerning the registration or release of players.

D. TREASURER. The Treasurer shall have the custody of all of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit or cause to be deposited all monies in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall be responsible for disbursing or causing to be disbursed the funds of the Association consistent with purposes of the Association as determined by the President or the Board of Directors and these By Laws, taking proper vouchers for such disbursements and shall render or cause to be rendered the President and Board of Directors at the Regular Meetings of the Board of Directors and the Executive Committee, or whenever they may require it, an accounting of all his transactions as Treasurer, and of the financial conditions of the Association. He shall be responsible for validating all checks signed by authorized persons. The Treasurer shall be bonded as deemed necessary.

E. REGISTRAR. The Registrar shall be responsible for overseeing the proper registration of all teams and players in accordance with the USYSA, the GYSA and this Association's rules and regulations.

F. REFEREE COORDINATOR. The Referee Coordinator (the "Coordinator") shall be responsible for assignment of currently registered and certified United States Soccer Federation (the "USSF") Officials to all CGSA competitions. The Coordinator shall be responsible to the CGSA for all referee training conducted by and/or for CGSA. He shall be the point of contact for all USSF basic referee training courses, referee re-certification courses and requests for referee assessment and upgrade. The Coordinator will work directly with the Savannah Referee's Association to ensure that the correct officials cover all competitive events. The Referee Coordinator shall be responsible for the Distribution and collection of the game cards.

G. MARKETING DIRECTOR. The Marketing Director shall coordinate the development and implementation of general fund-raising and Association marketing efforts by member organizations and teams. These programs may benefit the participating organizations or teams directly as well as the Association in general. The Marketing Director will work closely with the CGSA Treasurer to insure the accuracy of all project bills and receipts. The Marketing Director will be charged with insuring that the Association is placed in a favorable light in the community through the use of advertisements, publications, internet and whatever other means available to him. The Marketing Director will be charged with creating a volunteer based committee to develop and foster positive public relations and to create sponsorship opportunities for the Association.

H. VOLUNTEER COORDINATOR. The Volunteer Coordinator shall coordinate the development and implementation of all volunteer related activities within the Association. The Volunteer Coordinator shall be responsible for staffing the various events at the Association such as tournaments, tournament registration, coach's dinners, etc., with enough volunteers required for each event as determined by the staff of the Association. The Volunteer

Coordinator will be charged with creating a volunteer based committee to develop and build a volunteer base adequate for the above outlined events.

I. DISCIPLINARY AND PROTEST CHAIRMAN. The Disciplinary and Protest Chairman shall be responsible for investigating and hearing of all game protests, disciplinary matters and enforcement of the Association's operating rules and regulations.

J. PROGRAM COORDINATOR. [RESERVED]

K. PAST PRESIDENT. The Past President shall be the last President who served who is not the same person as the current President. The Past President shall serve as a liaison between the previous Board of Directors and the elected Board of Directors then serving. The Past President will be called upon from time to time to provide history to the elected Board of Directors and Officers on topics that may have originated during his tenure. The Past President shall serve on the Executive Committee and shall have a vote in all matters.

Section 3. REMOVAL. Any Officer appointed by the Board of Directors in accordance with Section 3 of this Article III may be removed at any time, with or without cause, by the affirmative vote of a majority of Directors.

Section 4. VACANCIES. If there is vacancy in the position of any Officer of the Association which has not been filled pursuant to Article II, Section 6 of these By-Laws, it may be filled by the Directors at any Regular or Special Meeting by a majority of the Directors present (in person or by written proxy given to another Director). If the Director who vacated the office as an Officer is not terminated as a Director, then the Officer elected pursuant to this Section 5 shall not become a member of the Board of Directors unless otherwise elected to the Board pursuant

to these By Laws. The elected Officer shall serve until the end of the Board of Directors' term that appoints said Officer.

Section 5. ABSENCE OF OFFICER. In the event of the absence of any Officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, temporarily, any or all of the powers or duties of such office to any Director or any Officer not in conflict with the above sections of this Article.

ARTICLE IV
EXECUTIVE COMMITTEE

Section 1. MAKE-UP. An committee made up of the President, Past-President, Vice-President, Secretary, Treasurer, Marketing Coordinator and one other member of the Board of Directors shall conduct the day-to day business of the Association (the "Executive Committee"). The additional member shall be appointed by the President from the remainder of the Board of Directors and may be changed from time to time by the President in his sole discretion.

Section 2. REGULAR MEETINGS. The Executive Committee shall meet once a month at a date and time established by the President. Notice of the Regular Meetings shall be given by the Secretary, or, if the Secretary is unable, by a suitable person delegated by the President in his sole and absolute discretion, at least three (3) days in advance of the meeting to the Executive Committee and Team Representatives via electronic mail. Any business requiring Executive Committee approval may be conducted using electronic means. Executive Committee members responses shall be printed and entered into the minutes of the next Executive Committee Regular Meeting. All votes of the Executive Committee shall require a majority of the Committee to pass.

Section 3. SPECIAL MEETINGS. The President may call Special Meetings of the Executive Committee as he deems necessary. Notice of said Special Meeting to be given by the Secretary at least three (3) days in advance of said meeting and posted on the Association's office door.

Section 4. QUORUM. A quorum for any meeting of the Executive Committee shall be a majority of the members of the Executive Committee, including the President. To be counted towards the quorum the Director must be present in person or by written proxy given to another Board Member, present by electronic transmission or present by written proxy given to a remaining member of the Executive Committee.

Section 5. DEADLOCK. Any decision that cannot be resolved by the Executive Committee shall be presented to the full Board of Directors for resolution. The Board shall timely resolve any said controversies at a Special Meeting called for that purpose.

Section 6. ASSOCIATION BUSINESS. Any Director or Association Team Representative having business to conduct for the Association shall deliver it to the President at least seven (7) days in advance of the next Regular Meeting of the Executive Committee. The President shall present such matter(s) to the Executive Committee at the Regular Meeting and the Executive Committee shall decide whether any action is required.

Section 7. MINUTES. Minutes of all Executive Committee meetings shall be made available at the offices of the Association within one (1) week of such meetings.

Section 8. LIMIT ON AUTHORITY. The Executive Committee shall be limited to extraordinary expenditures of less than two thousand five hundred dollars (\$2,500.00). This limitation shall not limit expenditures made according to the Budget as approved by

the full Board of Directors as long as the expenditure is within a reasonable amount of the item as budgeted. In addition, item in the budget for Tournament and Camp Expenses may be changed in accordance with the number of participants in said event without approval of the full Board of Directors. Any expenditures greater than these amounts shall require approval of the full Board of Directors.

Section 9. ADMINISTRATIVE COMMITTEE. A s t a n d i n g committee comprised of the Treasurer, one other member of the Board of Directors or an Association Member or Team Representative (as appointed by the President) and one person from the Association office staff shall represent office personnel in all matters before the Executive Committee or Board of Directors.

ARTICLE V
MEMBERSHIP

Section 1. QUALIFICATION. One Membership shall be granted to a parent (or legal guardian) of each registered player (the "Member"). If a parent (or legal guardian) has more than one registered player, then that parent (or legal guardian) shall have as many memberships as there are registered players, provided that each registered player is in compliance with these By-Laws and any other rules of the Association, including, but not limited to, the Official Code of Georgia. Each player shall agree to abide by the these By-Laws and shall be current in payment of all fees required by the Association. A Membership will be open to any and all natural persons who have an interest in the purposes of this Association.

Section 2. REVOCATION. The Association reserves the right to revoke or refuse Membership to those players who by their actions demonstrate their inability or unwillingness to abide by the laws, rules and regulations of this Association, including, but not limited to, failure to pay Association fees.

Section 3. VOTING.

A. TEAM REPRESENTATIVE. A Member or player shall not be entitled to vote on any Association matters other than to vote for a representative for that Member's respective team as described in this Article IV, Section 3. Within one month following the beginning of the Fall Season, each team properly registered with CGSA shall elect a representative (the "Team Representative") to vote on any matters requiring a vote of the Membership. One vote per Membership shall be cast by the parent (or legal guardian) of that player (the "Voter") or by a person to whom that player's parent (or legal guardian) has given written proxy. If a player is of legal age, he shall be entitled to cast the vote for the Team Representative in his parent's stead. Each Voter shall be entitled to as many votes as that Voter has players on any given team. By way of illustration, if Team A has two players from the same family, the Voter for those players shall be entitled to cast two votes for the Team Representative of that team. If Team A has a player who is the sibling of a player on Team B, then the Voter for those players shall be entitled to cast one vote for the Team Representative of Team A and one vote for the Team Representative of Team B. The Team Representative shall be the person who receives the most votes (i.e., a plurality).

The newly elected Team Representative shall be responsible for delivering, via written letter or electronic mail, notice of the results of the vote to the offices of the Association by the date which is two (2) weeks the date of the election of that Team Representative. In addition, the Team Representative shall include in such notice his electronic mail address for purposes of the notice requirements under these By-Laws.

If a Team Representative is unable to fulfill his duties, then the Team shall elect a new Team Representative in accordance with this section to fill his spot and the newly elected Team Representative shall deliver the results, via written letter or electronic mail, to the offices of the Association as soon as is practically possible.

A Team Representative may be terminated by vote of two-thirds (2/3) of the Voters, not including the vote of said Team Representative, as long as that Team Representative is replaced by vote of the Team in accordance with this section.

B. MEMBERSHIP VOTING. On all matters of this Association requiring the vote of the Membership, each team will be entitled to only one vote to be cast by the Team Representative. If one person is a Team Representative for more than one team, that Team Representative shall be able to one vote per team that he is the Team Representative. The Team Representative may vote in person or by written proxy given to an Association Member's legal guardian or to an Association Member who is over the age of eighteen. Unless otherwise provided for by these By-Laws an issue shall require a vote of the majority of the Team Representatives voting to pass.

ARTICLE VI MEETINGS OF THE MEMBERSHIP

Section 1. ANNUAL MEETING. The Annual Meeting of the Members (the "Annual Meeting") shall be held in the month of December (or such other time as determined by the President in his sole and absolute discretion) in each year for the purpose of presenting to the Membership a status report of the year's activity, to elect Officers and a Board of Directors and to offer any suggestions for the operation of the Association for the upcoming year.

Section 2. NOTICE. Written or printed notice delivered by hand, via regular mail, via facsimile transmission or via electronic mail stating the location, date and hour of the Annual Meeting shall be delivered to each Team Representative, not less than thirty (30) days before the date of such meetings. It shall be the obligation of the Team Representative to notify all on his team as to the time, date and location of the Annual Meeting.

Section 3. QUORUM. A quorum for the any Meeting of the Membership shall be ten percent (10%) of the Team Representatives. To be counted towards the Quorum, the Team Representative must be physically present or present by written proxy given to another Team Representative or another Member of that team.

Section 4. NOMINATING COMMITTEE. At least thirty-five (35) days prior to each Annual Meeting the President shall appoint a Nominating Committee. This committee shall receive nominations of candidates in good standing to serve as the Officers and Board of Directors. The chairman of the nominating committee shall submit a committee report to the Secretary of the Association recommending a slate of Officers and Directors fifteen (15) days prior to the Annual Meeting. The Secretary will deliver or cause to be delivered to each Team Representative the slate presented by the Nominating Committee ten (10) days prior to the Annual Meeting. Team Representatives may make nominations from the floor at the Annual Meeting provided that the person being nominated has given their prior approval.

Section 5. TERMS. The Officers of the Association shall be elected for a term of one (1) year and may succeed themselves in office. Elections shall be conducted during the Annual Meeting. Newly elected officers shall assume office effective the first day of January following the election or as soon as is practically possible after the Annual Meeting.

Section 6. SPECIAL MEETINGS. Special Meetings of the Membership may be called by a two-thirds (2/3) vote of the Team Representatives, the President or a majority of the Board of Directors. Any Special Meeting shall be subject to the same notice requirements as the Annual Meetings except that it shall require seven (7) days notice.

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 1. CONSTRUCTION. In the interpretation or construction of these By-Laws, the Articles of Incorporation shall control. However, wherever possible the Articles and these By-Laws shall be harmonized. Any provision of these By-Laws pertaining to a subject treated in the Articles of Incorporation shall be deemed in supplement thereto. Any provision in the Georgia Non-Profit Corporation Code as existing on the date of adoption of these By-Laws, or provided by subsequent amendment, which does not conflict with a provision herein but affords an additional right, power or benefit shall be deemed available to the Association.

Section 2. SEVERABILITY. The provisions of these By-Laws shall be severable and the invalidity of any Articles, Section, subsection or other provisions herein shall not affect the remaining provisions to the extent their meanings are not impaired.

Section 3. CONSENT WITHOUT MEETINGS. Any action of the Directors or the Officers of the Executive Committee shall be valid without a meeting if two-third (2/3) the Directors, Officers or Executive Committee members, as applicable, execute a written consent adopting, authorizing or approving any act(s) or undertaking(s).

Section 4. PARLIAMENTARY AUTHORITY. The order of business at all meetings of the Association shall be as follows:

- (1) Roll call;
- (2) Approval of the minutes of the immediately previous Regular Meeting;
- (3) Secretary's report;
- (4) Treasurer's report;
- (5) Unfinished business;
- (6) New business;

- (7) The good of the game; and,
- (8) Adjournment.

Roberts Rules of Order shall serve as the parliamentary authority of this Association for all rules and procedures not covered by these By-Laws or other rules and regulations of the Association.

Section 5. LEGAL ACTIONS. No Member or any person acting in an official capacity may bring legal action against this Association through the courts until all remedies in organized soccer have been exhausted including an appeal to the United States Soccer Federation.

ARTICLE VIII
NOTICES

Section 1. GIVING NOTICE. Unless otherwise provided for herein, all notices required by the Association to be given to the Members, Team Representatives, Directors or Officers by these By-Laws shall be considered adequate if such notice is mailed in writing by: (i) regular mail to the address of the party to be notified as determined by the most recent address provided by said party in writing to the Secretary of the Association, (ii) the last known address of said party as listed in the most recent telephone directory available to the Secretary, or (iii) e-mail to the address provided by said party at the most recent Annual General Meeting or within thirty (30) days thereof. Nevertheless, sufficient notice is given if the party to be notified receives personal notice by other communication than that herein specified.

Section 2. NOTICE TO ASSOCIATION. All notices required to be sent to the Association by the Members, Team Representatives, Directors or Officers shall be sufficient if transmitted in writing by regular mail to the principal office of the Association, the President or the Secretary at the last address listed in the most

recent telephone directory available to the party sending the said notice provided that said notices are sent to two of the three above parties designated.

Section 3. EXCEPTION. The provision of subparagraphs 1 and 2 shall not apply to any provision of these By-Laws where another provision for notice is specifically made.

Section 4. WAIVER. The giving of notice the Members, Team Representatives, Directors or Officers required to be given under these By-Laws or the laws of the State of Georgia, may be waived by a waiver in writing, signed by the person or persons entitled to said notice, whether before or after the time or event referred to in said notice, which waiver shall be deemed equivalent to such notice.

ARTICLE IX
AMENDMENT

These By-Laws may be amended or repealed by the affirmative vote of two thirds (2/3) of the Team Representatives entitled to vote and present, either physically or via written proxy given to another Team Member, at a meeting called for the purpose of amending these By-Laws. Proposed amendments or revocations must be submitted to the Secretary in writing and must be received thirty (30) days in advance of the meeting called for that purpose. The notice to be provided to the Membership shall specify the general nature of the proposed change(s) but may be more specific.