

BY - LAWS
OF
MAYSA (Affiliated), Inc.
[Non-Stock Corporation under Chapter 181]
(Amended September 13, 2010)

ARTICLE I
General

Section 1. Name. The name of this organization is MAYSA (Affiliated), Inc. (the "Corporation").

Section 2. Purposes of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These By-Laws specify various matters affecting the operations and governance of the Corporation. The Corporation shall have the following additional purposes:

- (a) The Corporation shall promote youth soccer in and around Madison, Wisconsin and its surrounding communities in the geographic area designated by the Wisconsin Youth Soccer Association ("WYSA") as District 5 (hereinafter the "District"). In that regard, it shall teach good sportsmanship, educate young participants and adult supporters in the fundamentals of soccer, promote soccer through sponsorship of regularly scheduled soccer competition, and conduct such other activities as are appropriate in connection with the promotion of youth soccer and its charitable purposes under Section 501 (c) (3) of the Internal Revenue Code.
- (b) The Corporation – directly or on behalf of its registered teams and players – shall take whatever steps and pay whatever fees its Board of Directors determines are necessary and appropriate to affiliate with, and to be a regular member in good standing with WYSA and WYSA's national affiliates, the USSF and USYSA. The Corporation shall also encourage all clubs and teams in the District to affiliate their teams and players and to take whatever steps are necessary to be eligible to vote in District affairs and for election of the Corporation's directors.

Section 4. District Operations. The Corporation shall operate the District and its leagues in compliance with WYSA requirements.

Section 6. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of Board of Directors of this Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board

of Directors to be acceptable or otherwise conforms with these By-Laws and any other guidelines established by the Board of Directors for restricted gifts.

Section 7. Policies and Procedures. The Board of Directors shall maintain and publish a written "Consolidated Policies and Procedures" document. Those policies and procedures will, to the extent they are consistent with these By-Laws, be binding on the MAYSA Directors, employees and affiliated clubs.

Section 8. No Members. Consistent with Wis. Stats. § 181.11, the Corporation shall have no members.

ARTICLE II Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the Corporation's goals through officers, employees and an administrative structure designated by the Board of Directors; and the solicitation, development and investment of funds to assist the Corporation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation or these By-Laws of the Corporation; and attendance at meetings of the Board of Directors and committees thereof.

Section 2. Number; Election; Term.

- (a) The number of Directors of this Corporation shall be no less than three (3) and no more than twelve (12). Except as otherwise provided for in Section 17, , each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Directors may be re-elected to serve more than one term in office. Directors shall serve rotating terms with the general intended result that the terms of not more than half of the Board of Directors shall expire in any one year. These By-Laws shall effect such result by adopting the length of the initial terms in office for each Director consistent with the Plan.
- (b) The Board of Directors shall be elected or appointed in the following manner:
 - (1) Election of Directors shall be held each year at an annual meeting of Clubs and coaches or at such other time and place as may be agreed upon by the Board. This meeting for election of Directors normally shall be held each winter between the end of the Fall Season and beginning of the Spring Season.
 - (2) The Board may appoint a Nominating Committee to seek out and identify qualified candidates to be Directors. The Nominating

Committee shall at the Meeting for election, present the names of at least one (1) not more than two (2) nominees for each directorship being filled after having ascertained from each such nominee his or her willingness to serve if elected.

Nominations may be made from the floor at the Meeting for election, provided that each person nominated from the floor be present and affirm his or her willingness to serve if elected, or shall have stated his or her willingness to serve if elected in writing and such written statement is presented to the President (or other person acting in the capacity of the President) at the time the nomination is made.

Section 3. Voting.

- (a) Generally. Directors shall be selected for the terms described above by a majority vote of all clubs entitled to vote. To be eligible to vote, a club must be an affiliated club "in Good Standing" as defined in WYSA's and MAYSA's published Consolidated Policies and Procedures and have at least four affiliated teams then competing in MAYSA/District leagues (including all recreational, competitive, classic and premier leagues). Except as set forth below at the end of this paragraph, teams that participate solely in local "in-house" leagues shall not be eligible for purposes of voting for corporate directors, but, provided they are affiliated, they shall have standing to participate as to purely District decisions. The clubs shall have weighted votes as follows based on the number of teams they have which compete in MAYSA/District/Premiere leagues: 4-10 teams – 1 vote; 11-20 teams – 2 votes; 21-30 teams – 3 votes; 31-40 teams – 4 votes; etc., with each additional multiple of ten teams yielding an additional vote. Any club (otherwise eligible to vote) which has ten (10) or more affiliated in-house teams shall receive one (1) additional vote (this is a maximum of one additional vote irrespective of how many in-house teams the club has in excess of ten). Clubs may use written proxies signed by the club President.
- (b) Overall Objective. The Corporation shall strive to achieve fair representation on the Board with a fair ratio of directors from both competitive and recreational viewpoints. Although this need not occur mathematical precision, the ratio of directors from competitive and recreational viewpoints should fairly approximate the relative numbers of each such type of teams playing in the leagues run by the Corporation. The Corporation shall also strive to have directors from both boy's and girl's teams and with current involvement throughout the spectrum of age groups playing in the leagues.

Section 4. Resignation. A Director may resign at any time by giving written notice to the President of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the President of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or By-Laws, by the action of a majority of the other Directors.

Section 6. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum, after considering any recommendation of the Nominating Committee set forth in Section 14 (c) of this Article below. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 7. Meetings.

- (a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each Winter between the end of the Fall season and the beginning of the Spring season, or as soon thereafter as is reasonably possible, at such time or place as may be designated by the President of the Corporation, or by any Vice-President if the President is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. This meeting for election of officers by the Board shall be held after the meeting for the annual election of those Directors whose terms are expiring. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year during the months herein provided therefore, the meeting, upon waiver of notice or upon due notice, may be held at later date, and any election held or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the months herein provided.
- (b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.
- (c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, if the President is absent or is unable or refuses to act, by any Vice-President, or by a majority of Directors.

Section 8. Notices. With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than 120 days prior to the date of the meeting, but at least 24 hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of

the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 9. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 11. Quorum. A majority of the number of directors fixed pursuant to the Articles of Incorporation or these By-Laws or as constituted by the Board shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by the law, the Articles of Incorporation or these By-Laws.

Section 12. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 13. Organization. The Chairman of the Board of the Corporation, if there is one, if there is not a Chairman of the Board, The President of the Corporation, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

Section 14. Compensation. Except as set forth below in regard to reimbursement of expenses, Directors shall serve as volunteers without compensation from the Corporation. Upon resolution of the Board of Directors, any one or more Directors may receive reimbursement for actual expenses which were reasonable and necessarily incurred in connection with their services as Directors or in fulfilling their duties as Directors hereunder.

Section 15. Committees.

- (a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members (whether or not members of the Board of Directors), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standings and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

- (b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these By-Laws, shall have and may exercise, when the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law. (Wis. Stats. § 181.23). The Board may appoint, by appropriate resolution, individuals not currently Directors of the corporation to participate as *ex-officio* members of these committees.

- (c) Nomination Committee. The provisions for nomination new Directors is set forth above at Article II.

Section 16. Director Conflicts of Interest. Every MAYSA Director, principal officer or member of a committee with governing board delegated powers will serve subject to the MAYSA Conflict of Interest Policy (the C.O.I policy) and will annually execute the MAYSA Conflict of Interest Disclosure Agreement as required by Article VI of the C.O.I policy.

The Board of Directors shall appoint and maintain a standing committee consisting of at least 4 members responsible for implementation and oversight of the C.O.I policy.

ARTICLE III

Officers

Section 1. Officers. The Corporation shall have a President, a Vice-President, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice-President may not be held by the same person. Officers of the Corporation may also serve concurrently as Directors of the Corporation.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors as described in Article II, Section 7 of these By-Laws, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such successor's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgement the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. Chairman of the Board. If the Board decides to elect (by majority vote) a Chairman, he or she shall, when present, preside at meetings of the Board of Directors and shall have such other duties, responsibilities and powers as may be assigned by the Board of Directors. Election of a Chairman is at the option of the Board.

Section 7. President. The President shall be the chief administrative officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these By-Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when signing and execution thereof shall have been expressly delegated by the Board of Directors or by these By-Laws to some other officers or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or

other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to these Articles of these By-Laws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers (except the Chairman of the Board) and employees of the Corporation, in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors. The President may delegate some or all of these duties to a Corporation employee as required for operational efficiency.

Section 8. Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. If at any such time the Corporation has more than one Vice-President, the duties and powers of the President shall pass to the Vice-Presidents in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice-President designated by the Board of Directors. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these By-Laws.

Section 9. Secretary. The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of its Article of Incorporation and By-Laws, as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws.
- (e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.
- (f) Exhibit for inspection upon request the relevant books and records of the Corporation to any Officer, Director or member (if the Corporation has members) for any proper purpose at any reasonable time.
- (g) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

The Secretary may delegate some or all of these duties to a Corporation employee as required for operational efficiency.

Section 10. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- (b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
- (c) Exhibit for inspection upon request the relevant books and records of the Corporation to any officer, Director or member (if the Corporation has members) for any proper purpose at any reasonable time.
- (d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors and, if there are members, at the annual meeting of members.
- (e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- (f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

The Treasurer may delegate some or all of these duties to a Corporation employee as required for operational efficiency.

Section 11. Election of Officers. Election of officers shall be by the Board of Directors, typically, but not mandatorily, from among the Directors. Whenever a vacancy occurs in any office except President, the office shall be filled according to the same procedure as is specified for filling a vacant directorship except that only a Director may be nominated. Whenever a vacancy occurs in the office of the President, the Vice-President shall succeed to that office and the office of the Vice-President shall thereby be vacant.

Section 12. Compensation. Reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation.

ARTICLE IV

Instruments; Bank Accounts; Checks And Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as in these By-Laws otherwise provided, 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 of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws as the Board may deem expedient.

Section 3. Check and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice-President, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bond or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates from stock and warrants or rights which entitle the holder thereof of subscribe for shares of stock, and to make and execute to the purchaser and purchasers, pledgee or pledgees, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates representing any rights to subscribe for shares of stock. However, this Corporation shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE V

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

Section 2. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word "Wisconsin".

ARTICLE VI Indemnification

Section 1. Action Not in Name of Corporation. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an reaction by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believe to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action in Name of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit of such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense. To the extent that a Director, officer, member, employee or agent of the Corporation has been successful on the merits or otherwise in

defense of any action, suit or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.

Section 4. Authorization of Indemnification Under Sections 1 or 2. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

- (A) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (B) 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.

Section 5. Advances for Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, member, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of disinterested directors or otherwise, both as to action in any such person's official capacity and as to action in another capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, officer, member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's By-Laws.

ARTICLE VII
Administrative Procedures

Section 1. Finances. The Corporation shall have the authority to assess soccer teams and/or players in amounts appropriate to permit the Corporation to properly perform its functions. Assessments may cover such items as: referee fees, such affiliation fees as are reasonable and necessary to assure participation with the District, WYSA, USSF and USYSA, registration fees of youth players, office and personal expenses, insurance, field use, publicity, public relations expenses for the promotion of the game of soccer and of the Corporation activities, trophies and awards, contingency reserves, fidelity bonds, and other such expenses which are specified in the Constitution or By Laws of which are authorized, directed or otherwise approved by the Board of Directors. Insofar as is reasonably possible, the amount of assessment for each year shall be determined prior to registration and shall be due when team registrations are presented to the Corporation. Assessments shall not unfairly discriminate between or among teams but need not be uniform for all teams. The Corporation shall be a not-for-profit Corporation. It shall strive to obtain from and maintain with appropriate taxing authorities, including those of the United States, and the State of Wisconsin, such tax-favored or tax exempt status as the Corporation may qualify for and shall, if possible, obtain this status in such manner that its teams are also covered. The Corporation shall arrange for a review of the Corporation's financial records and funds each year, such review to be conducted by either an independent accounting firm or committee including at least two (2) Directors and one (1) non-director. The Treasurer shall not be a member of such committee but shall cooperate with the committee in the review. The Corporation may arrange for an independent review or audit of its financial funds and records to be conducted at any time.

Section 2. Playing year. Unless otherwise designated by the Board, the seasonal year will be from August 1 of one year to July 31 of the following year. The regular seasons and playoffs and tournament games shall be established by the Corporation.

Section 3. Player eligibility. No child shall be prohibited from play on the basis of sex, race, national origin, religious preference, or physical handicap (unless such would present an unusual risk of injury to any player). Since age limits are the basis of team competition and league alignment, children who are too young or too old may be prohibited from play. Where appropriate, teams and/or leagues may be aligned according to age and gender.

Section 4. Compliance with WYSA Guidelines. All players and teams participating in leagues organized by the Corporation shall affiliate through the Corporation with WYSA and shall comply with WYSA guidelines on age, roster size and the like.

Section 5. Leagues. The Corporation shall run leagues for both competitive and recreational level teams. Teams shall be organized into leagues under the general spirit of attempting to equalize competition. Teams shall be first put into age divisions according to guidelines established by WYSA and the United States Youth Soccer Association.

Section 6. Registration, fees, etc.

- (a) Registration of players and teams. The Corporation shall establish registration procedures for players and teams. Such procedures will be made known to interested parties as early as possible prior to registration deadlines.
- (b) Fees for players. Each team shall establish its own schedule of fees for its players.
- (c) Payment of fees and assessments. Team registration fees shall be due at the time the team is registered with the Corporation. Failure to pay registration and affiliation fees at that time or to make other appropriate arrangements with the Corporation will result in the team being dropped from scheduled play.
- (d) Submission of team and player roster. Player rosters should be submitted to Age Division Commissioners or other designated representatives of the Corporation prior to the beginning of the playing season.
- (e) Uniforms and personal equipment. Each member team is responsible for making sure players are properly attired.
- (f) Conduct of players and spectators. Each team is expected to maintain and promote good sportsmanship and conduct at games. This applies to spectators as well as to players, coaches and managers.
- (g) Sponsorship. Teams may solicit sponsorship for uniforms, equipment and/or fees.
- (h) Proof of age. Each team coach or manager shall make inquiry, as he/she deems necessary to validate a player's birth date. Violation of age limits shall result in forfeiture of all games by the team during the period, which the ineligible player was listed on a roster.
- (i) Transfers and releases. A player may not play on a team other than the one with which he or she is registered; with the exception of the provisions allowed under the Club Pass policy detailed in MAYSA's Policies and Procedures.
- (j) Player Registration. A player may play on another team within his or her club provided only within the limitations provided under the Club Pass policy detailed in MAYSA's Policies and Procedures.

Section 7. Conduct of games.

- (a) Generally. Games shall be conducted in accordance with the rules of the Corporation, WYSA and/or USSF applicable to the particular age level, competitive level and type of league in which the teams are participating.
- (b) Rules of Competition. All games shall be played under present FIFA Laws of the Game except where amended by special rules enacted by the Board of Directors.
- (c) Minimum play. Although not mandatory, the Corporation strongly encourages each team coach to provide substantial, if not equal, playing time for each player (exceptions being injury or disciplinary action by the coach). The Corporation recognized that this policy is less applicable to older teams in competitive leagues.
- (d) Uniforms. Players are required to wear soccer or tennis shoes. Shoes with a hell or dangerous cleats are not allowed. Players may wear warm clothing during cold weather provided they wear their jerseys on the outside. All goalkeepers must have a jersey that contrasts to their own and opposing team's jerseys. In the event that playing teams do not have contrasting colors, the home team will be required to change. Player and goalkeeper uniforms must contrast with the referee's uniform.

- (e) Player conduct. Immediate substitution is mandatory for any player receiving a yellow card. The coach will judge if and when the player receiving the yellow card is ready to return to the game. Players receiving a red card (sent off) or two yellow cards are to leave the playing field, cannot participate in the current game, must sit out the next scheduled game, the team of that player cannot substitute for that player, and the referee is to record the name of that player and the team on the official game card and send it to the Corporation's office. Failure of a red-carded player to sit out the following game will result in his/her teams' forfeit of that game.
- (f) Sideline coaching. Excessive sideline coaching should be discouraged and may be limited by the referee. If abuse or interference by a coach continues after a warning by the referee, the game may be stopped at the referee's discretion and the outcome of the game referred to the discipline committee. Coaches may be given warnings, cautions, or ejections for their actions or the actions of his/her teams' parents or spectators. In the case of ejection, play shall not continue until the offender has left the playing area. Non-players may not enter the field of play during the game unless authorized by the referee. All spectators will remain at least one meter outside the touchline. This area is known as the Player-Transfer zone and belongs to the playing field. (Any person coaching shall remain on the sidelines and between the boundaries of the two penalty areas.) No coaches, players or spectators will be allowed behind the goal line.
- (g) Game scoring & results. A method for reporting scores & results of league games will be provided.
- (h) Inclement weather. All teams are required to appear for all scheduled games (regular or make-up) at the field and at the time scheduled unless both coaches agree otherwise. Advance notice should be given to the referee. The referee has the sole and final authority to postpone a game because of weather and/or playing conditions. A game shall be considered completed if it is terminated any time after the first half is completed. The score existing at that time shall be considered final.
- (i) Forfeits. Any of the following constitutes a game forfeiture (Scored 1-0):
 1. Fielding an ineligible or suspended player.
 2. A suspended coach appearing at his/her team's game.
 3. Failure to field a team with a minimum of 7 players within 15 minutes of the scheduled starting time of a game according to the referee's watch.
 4. Failure of a coach or other responsible adult to be present with the team during competition, or failure of a coach or other responsible adult to show up within 15 minutes of a scheduled game time.

Section 8. Game protest procedures.

- (a) A game cannot be protested on a referee's judgment call.
- (b) A game can be protested on a violation of a team playing an ineligible or suspended player(s) or a suspended coach at the field coaching the team. Other than a protest as to the eligibility of players (which may be made before or after the game), the protesting manager or coach shall notify the referee immediately after the game that it is being protested. The protesting manager or coach shall immediately notify the opposing team manager or coach and the referee. Failure

- of the protesting coach to notify the official under these circumstances may, at the discretion of the protest committee, defeat the protest.
- (c) The protesting coach must file a written protest with MAYSA's Executive Director within 48 hours of the time the game was played.
 - (d) The written protest should clearly describe the violation.
 - (e) Upon receipt of the written protest, MAYSA's Executive Director will call a meeting of MAYSA's Competitive Committee that will convene as soon as is practical. The committee may meet and confer by telephone or in person. The committee shall consult any or all interested parties or ask for written statements. In either case, it shall rule at the end of the hearing.
 - (f) No protest will be considered after the end of the season.

Section 9. Discipline. Discipline shall be administered by a Discipline and/or a Protest Committee, or by the Board, or by a Corporation employee so empowered by vote of the Board. They shall have the authority to discipline coaches, players, or teams found in violation of the Corporation's rules and regulations. Actions taken by either committee are considered final unless appealed to the Board of Directors within three days. No member of a committee or the Board shall vote in any disciplinary decision involving his/her team. Action on a disciplinary matter must be taken within one week of notification of a violation. All parties involved shall be consulted.

Section 10. Tournaments. The Corporation may organize and conduct tournaments, with all proceeds accruing to Corporate purposes. Tournaments organized and conducted by the Corporation will comply with all WYSA, USSF and USYSA sanctioning requirements.

Section 12. Date of effect. These by-laws, and any amendments shall be considered effective upon their approval by the Board of Directors.

ARTICLE VIII Amendment

These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors.