

Amended and Restated July 9, 2017

ARTICLE I Name of Corporation

The name of the corporation is the Coginchaug Soccer Club, Inc., herein referred to as “Coginchaug Soccer Club” or the “Club”.

ARTICLE II Principal Office

The principal office for the transaction of business of the corporation is in Durham, Connecticut.

ARTICLE III Mission

The mission of the Coginchaug Soccer Club is to promote the game of soccer within the towns of Durham and Middlefield and to provide a positive soccer experience for all Club participants. The Club will promote the development of coaching and individual player skills to enhance team play and the overall soccer experience. The Club will emphasize fun at all levels of play, good sportsmanship, physical fitness, healthy attitudes and teamwork.

ARTICLE IV Membership

Membership is open to any resident of the towns of Durham and Middlefield 18 years or older, who is at least one of the following:

- (a) A player registered to play with the Coginchaug Soccer Club of an active team
- (b) A parent or legal guardian of a player under age 18 registered to the Coginchaug Soccer Club of an active team.
- (c) An active coach of a team or clinic sponsored by the Coginchaug Soccer Club.
- (d) Any current officer or board member of the Coginchaug Soccer Club.
- (e) Any individual listed on the registration alpha list of the Coginchaug Soccer Club.

The Club may accept non-resident members such as a non-resident player from a town without a soccer club or a club that does not offer a suitable age or gender appropriate league in which to play or a non-resident adult who wishes to volunteer their services to the Coginchaug Soccer Club. The decision to accept any non-resident member will be by majority vote of the Board of Directors.

ARTICLE V Board of Directors

The affairs of the Coginchaug Soccer Club shall be managed by its Board of Directors, which is the Club’s primary governing body. It shall have sole authority to establish rules and regulations for the Club.

The Board of Directors shall consist of the following:

1. Club President
2. Club Registrar
3. Club Treasurer
4. Club Secretary

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5. Clinic Directors
6. Equipment Director
7. Referee Administrator
8. Travel Team Head Coaching Staff
9. Director of Coaching
10. Director(s)-at-Large

ARTICLE VI Officers

President - The president shall be responsible for presiding over regularly scheduled meetings of the Club and shall be the Officer in charge of carrying out the policies approved by the Board of Directors. The president shall supervise and control the business affairs of the Club, and shall be the principal interface between the Club and the towns of Durham and Middlefield and Regional School District 13 in developing, promoting and coordinating soccer programs within Durham and Middlefield. The president shall be the Club's Representative to the South Central District of the CJSA, shall attend South Central District Board meetings, cast his/her vote as the Club membership directs and report back to the Club membership the business conducted at the District meetings. The president may delegate Club Representative responsibility to another officer.

Registrar - The registrar shall be responsible for the registering of all players and coaches within the Club to the South Central District of the CJSA. He/she shall be responsible for maintaining an up to date roster of each Travel Team within the Club. The Club Registrar shall succeed to the powers of the Club President in his/her absence. He/she shall, with the approval of the Board of Directors, appoint such persons as are necessary to carry out the responsibilities of his/her office.

Treasurer - shall have charge of all monies of the club and shall keep a detailed account of income and expenditure of the Club. He/she shall be responsible for collection and payment of all monies involving Club sponsored activities. The Club Treasurer shall submit a statement of financial condition at each regularly scheduled meeting of the Board of Directors. He/she shall have the authority to sign checks of the Club. The Club Treasurer may be bonded. The cost of the bond will be paid for by the Club.

Secretary - shall record all business transactions of the Club, attend to correspondence, keep records of the Club, including minutes of the meetings, shall have charge of all properties of the Club and shall update rule changes as required.

ARTICLE VII General Board

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Clinic Directors (will include a director for each of the clinic divisions, including but not limited to Pre-K, Kindergarten, Micro 1, Micro 2, Indoor.), and Travel Team Coaches - These Directors shall oversee the formation and conduct of Club sponsored clinics, leagues and Travel Teams in accordance with the rules and regulations adopted by the Board of Directors. He/she shall, with the approval of the Board of Directors, appoint such persons as necessary to carry out the responsibilities of his/her office.

Referee Administrator - The Referee Administrator shall coordinate all Club activities relating to the selection, training and assignment of referees, and shall maintain a current list of all referees within the Club. He/she shall, with the approval of the Board of Directors, appoint such persons as necessary to carry out the responsibilities of his/her office.

Equipment Director - The Equipment Director shall be responsible for the issuance and inventory of all equipment and shall requisition balls, uniforms, nets and other material required to operate efficiently, with prior approval of the Club. The Equipment Director shall periodically report Club inventory to the Board of Directors. He/she shall, with the approval of the Board of Directors, appoint such persons as are necessary to carry out the responsibilities of his/her office.

Director of Coaching - The Director of Coaching duties shall include, but not be limited to, implementing a Club wide curriculum for player development, providing technical training for coaches, acting as an educational resource manager and ensuring that coaching philosophies are, at all levels, consistent with the mission of the Club. He/she shall, with the approval of the Board of Directors, appoint such persons as are necessary to carry out the responsibilities of his/her office.

ARTICLE VIII Election of Directors and Officers

The directors of the board shall be elected for one-year terms at the Club's Annual Membership Meeting. All members of the Club in good standing are eligible to vote for directors.

Officers shall be elected for two-year terms at the Club's Annual Membership Meeting. They shall be chosen by the majority of the board members. All board members shall have voting rights with each person having one vote. Said voting may not be done by proxy.

The President, with two-thirds approval of the Board of Directors, can appoint individuals to the Board as Directors-at-Large. Directors-at-Large do not hold General Board positions as defined in Article VII, but rather serve on short term standing committees or fulfill other purposes to meet the special needs of the Club. The Director-at-Large positions have voting rights on the Board and the individual(s).

ARTICLE IX Annual Membership Meeting

The Board of Directors shall hold an Annual Meeting in July of each year. At the Annual Meeting, reports of the affairs of the Club shall be given to the Board of Directors and such other business shall be transacted as may properly be before the board, including, but not limited to, the election of directors and officers. Notice of the date, time, place and general purpose of the Annual Meeting shall be placed in the local newspaper at least fourteen days (14) prior to the meeting.

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ARTICLE X Monthly Board Meeting

The Board of Directors shall hold a meeting on the first Sunday of each month unless the weekend is a legal holiday weekend, in which event the meeting will be held on the next subsequent Sunday. Unless otherwise notified, such meeting will start at 7:00 at the Middlefield Community Center.

ARTICLE XI Amendments

Amendments to the Constitution And By-Laws may be made by a 2/3 affirmative vote of the Board of Directors cast at any Annual Membership Meeting or Monthly Board Meeting. Any proposed change to the Constitution And By-Laws must be submitted in writing at a regular meeting of the Board of Directors at least one-month prior to a vote on such proposed change.

The Board of Directors by a majority vote at any scheduled meeting may adopt such rules and regulations governing the conduct of play, discipline and the administration of Club sponsored activities, as it deems necessary and appropriate.

Ten (10) members are required for a quorum at any meeting.

ARTICLE XII Not For Profit Corporation

It is the Club's intention that it shall be operated as an educational and charitable corporation that is non-profit. No part of the Club's income is to be distributed to its members (except for those acting as referees or team trainers) or officers and the Club shall not have or issue stock or dividends.

All real and personal property acquired or transferred to the Club, unless sold, leased transferred or disposed of in a manner consistent with the purposes of the Club, shall be held in perpetuity for educational and charitable purposes.

ARTICLE XIII Dissolution Of The Corporation

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.