

BY-LAWS OF
MAINLAND UNITED SOCCER ASSOCIATION, INC.

ARTICLE I.

NAME, OFFICES, AND REGISTERED AGENT

Section 1.1 NAME. The name of the Organization is the Mainland United Soccer Association.

Section 1.2 PRINCIPAL OFFICE. The principal office of the Mainland United Soccer Association in New Jersey shall be located at such location or locations in Atlantic County, New Jersey, as the Board of Trustees may hereafter designate.

Section 1.3 REGISTERED OFFICE & AGENT. The registered office of the Mainland United Soccer Association in the State of New Jersey shall be located at the residence of the current President.

ARTICLE II.

MISSION STATEMENT

Mainland United Soccer Association aspires to be an outstanding educational-athletic organization that provides a high-quality experience to every athlete. A high-quality experience is one in which every athlete.

- Is coached using the principles of ~~MUSA Soccer~~ **Mainland United Soccer Association**
- Has fun playing the game
- Feels like an important part of the team regardless of the performance
- Learns “life lessons” that have value beyond the playing field
- Learns the skills, tactics and strategies of the game and improves as a player

We recognize that the coach is the one who most directly makes this all possible. It is our goal to provide every coach with tools to be able to be successful. Our success depends on parent-volunteers in many different capacities. We are committed to creating a positive culture in which coaches, parents, fans, officials and athletes work together to achieve our mission.

ARTICLE III.

PURPOSES & POLICY FOR THE TRAVELING & RECREATIONAL DIVISIONS

The purpose for which the Mainland United Soccer Association is formed shall be to sponsor Mainland Youth Recreational Soccer for children of the cities of Northfield, Linwood, and Somers Point. The traveling program shall consist of Mainland children except as these laws or the rules otherwise provide. The recreational program may also include non-Mainland children at the discretion of the Directors of the Recreational Program. The Board of Directors (as defined in Article VI and hereafter referred to as

“Board”) shall attempt to rotate and share field use and facilities between the constituent municipalities.

The Mainland United Soccer Association shall sponsor teams to participate in competitive traveling soccer programs, in the State of New Jersey and in tournament play. Northfield, Linwood, and Somers Point children shall be considered for acceptance into the traveling program on an equal basis considering athleticism, skill, commitment, and sportsmanship. Children outside the Mainland Region may be eligible for traveling teams of all ages where needed to complete a roster ~~and in the age divisions of U-13 and U-14~~ **up to U 18**, children outside the Mainland Region may be eligible where there are an insufficient number of qualified players to form a team and at least two-thirds of the players are derived from the Mainland Region. **Children outside the Mainland Region that have played for Mainland United Soccer Association travel teams for the previous 12 months consecutively shall be considered Mainland Region children but under no circumstance shall a team have more than one half of the players from outside the Mainland Region regardless of time played on Mainland United Soccer Association travel teams.** The head coach shall determine the roster of the travel team consistent with the guidelines of the Board.

In all cases, the aims of the Mainland United Soccer Association are to give children the opportunity to play and learn the game of soccer, as well as practicing good sportsmanship and citizenship. Additionally, the aims of the traveling soccer program are to promote skills and sportsmanship of the youth in a successful competitive setting.

ARTICLE IV.

Section 4.1 **CLASSES OF MEMBERS.** A member of the Mainland United Soccer Association shall be a parent or guardian whose child participates in the Mainland United recreation or traveling program and any other person who contributes or volunteers time, effort or resources to the Mainland United Soccer Association. All other members shall be permitted to vote for the Board of Directors and Officers. Eligibility as a member as defined above shall be determined by the Secretary of the Mainland United Soccer Association and in the event of an eligibility dispute, eligibility shall be resolved by a majority vote of the Board.

Section 4.2 **TERMINATION OF MEMBERSHIP.** By a majority vote of the Board, a member may be suspended or expelled for cause after a hearing.

ARTICLE V.

MEETINGS OF MEMBERS

Section 5.1 **ANNUAL MEETING.** The annual meeting of the Mainland United Soccer Association shall be held in May of each year and at such time as may be designated by the Board. At the annual meeting, Officers and Directors of the Board of the Mainland United Soccer Association shall be elected. Officers and Directors may be elected throughout the year in the event of vacancy.

Section 5.2 **SPECIAL MEETINGS.** Special meeting of the members may be called by the Board.

Section 5.3 PLACE OF MEETINGS. The Board shall designate the place of any annual or special meeting.

Section 5.4 NOTICE OF MEETINGS. Notice of the annual meeting and special meetings shall be published on the **MUSA Mainland United Soccer Association** website.

Section 5.5 SUPERVISION OF MEETINGS. The President shall preside at all meetings and shall set the agenda. At the request of any member, special matters may be placed upon the agenda. At each meeting the President shall request the Secretary to review the minutes of the previous meetings and shall entertain new business from members of the Board. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Members.

Section 5.6 QUORUM. A minimum of seven (7) members of the Mainland United Soccer Association shall constitute a quorum for the election of Officers and Directors. The vote of the majority of the members at the annual meeting in which a quorum is present shall constitute the act of the membership of the Mainland United Soccer Association.

Section 5.7 FISCAL YEAR. The fiscal year of the Mainland United Soccer Association shall be January 1 through December 31.

ARTICLE VI.

DIRECTORS

Section 6.1 BOARD OF DIRECTORS. The Board shall consist of not less than eight (8) nor more than twenty-one (21) Directors, the precise number of which shall be set by the Board from time to time. The Board shall include the Officers set forth in Section 8.1 hereinafter.

Section 6.2 TERM OF OFFICE. The Directors of the Board shall serve for terms of two (2) years each or until their successors are elected and qualified.

Section 6.3 REMOVAL OF DIRECTORS. At any meeting of the Board duly called and at which at least eight (8) members are present, the members may by majority vote, remove with cause any Director from office and elect a successor to serve the balance of the terms of such removed Director. A Director elected to fill a vacancy shall be elected to hold the office for the unexpired term of his or her predecessor.

Section 6.4 REGULAR MEETINGS. The Board shall meet on the second Thursday of each month or at any other time as set by the Board for the purpose of addressing the business of the Mainland United Soccer Association.

Section 6.5 SPECIAL MEETING OF THE BOARD. Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any three (3) Directors. Such meeting shall be held upon not less than one (1) days notice to all Board members given personally, **by telephone, text message or email**. Such notice shall specify the time and place of the meeting, however, a special

meeting may be conducted telephonically between two (2) or more members at a time, so long as at least eight (8) Board members receive actual notice and are given the opportunity to vote. Any action taken by the Board at a special meeting conducted either personally or telephonically shall be immediately reported to the Secretary who shall make a record of same in the minutes for that special meeting and the minutes of the special meeting shall be read at the next scheduled regular meeting of the Board.

Section 6.6 QUORUM. ~~Seven (7)~~ **More than fifty (50%) of the current** members of the Board shall constitute a quorum for the conduct of business. The Board shall act by the majority of those present . Except as specifically set forth herein to the contrary, the act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board.

Section 6.7 VACANCIES. Any vacancy occurring in the Board shall be filled by a special election. The Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 6.8 AUTHORITY. The Board shall be responsible for and authorized to act on:

- 1) Creation and/or amendment of rules and regulations;
- 2) Scheduling and conduct of meeting of the Board and general membership;
- 3) Organizing and administrating the recreational and traveling divisions;
- 4) Managing the business of the Mainland United Soccer Association and approving and authorizing all purchases of products and services except that without approval of the Board, the President and Treasurer may authorize the expenditure of funds in their discretion or upon recommendation of a Board member of amounts under three hundred (\$300.00) dollars. Any expenditures in excess of three hundred (\$300.00) dollars shall require approval of the Board;
- 5) To receive, investigate, make findings and issue sanctions when appropriate relating to grievances and/or complaints relating to the ~~MUSA~~ **Mainland United Soccer Association** program;
- 6) Liaison with the Linwood Board of Recreation, **Somers Point Board of Recreation, Northfield Board of Recreation, Linwood Board of Education, Somers Point Board of Education, Northfield Board of Education, Mainland Board of Education, or any other public entity** shall be through the President or his/her delegate;
- 7) Policy and procedure of the Mainland United Soccer Association;
- 8) Fund-raising activities.

ARTICLE VII.

COMMITTEES

Section 7.1 APPOINTMENT AND COMPOSITION. The Board may provide for and abolish special committees. Unless otherwise specified in these By-Laws, all acts of a committee shall not bind the

Board and shall be subject to Board approval. Subject to Section 7.5, the President shall appoint or remove the members of each special committee.

Section 7.2 THE CONDUCT OF COMMITTEES. Each committee shall elect a chairman who shall preside at the committee meetings. The chairman shall be elected by a majority of the members of the committee every year and where there is a tie, the President of the Mainland United Soccer Association shall vote to break the tie.

Section 7.3 NOMINATING COMMITTEE. The President may, with the advice and consent of the Board, appoint a Nominating Committee of one or more Directors (which may include persons who are not Directors, provided that at least one member of the Nominating Committee shall be a Director) which shall recommend to the Board the names of the persons to be submitted for election as Officers and Directors and to fill any vacancy occurring in the Officers and Directors of the Board.

Section 7.4 RULES, ETHICS AND GRIEVANCE COMMITTEE (REG COMMITTEE). The President may, with advice and consent of the Board, appoint a Rules, Ethics and Grievance Committee ("REG Committee"). If approved the REG committee shall discuss and formulate rules for the players, coaches, parents and members of the Mainland United Soccer Association and present them to the Board for approval. The REG Committee may also hear complaints and grievances in the first instance and make appropriate recommendations to the Board in conformance with the rules of the Mainland United Soccer Association. The REG Committee shall attempt to resolve the grievance where possible. The REG Committee may convene in private or in its discretion, may open its meetings to members of the Mainland United Soccer Association, the public, or other members of the Board. All action and all voting shall be in private session. The Director of Recreation, Director of Girls' Traveling, and the Director of Boys' Traveling shall be members of the REG Committee. A quorum shall consist of three (3) members and all decisions shall be made by majority vote. The President of the Mainland United Soccer Association shall vote when necessary to break a tie.

ARTICLE VIII.

DIRECTORS

Section 8.1 OFFICERS. The officers of the Board shall be a President, one or more Vice-President(s), a Treasurer and a Secretary and such other assistant Treasurers and assistant Secretaries as it shall deem necessary, as well as those additional officers shall also be Directors.

Section 8.2 ELECTION AND TERM OF OFFICERS. The officers of the Mainland United Soccer Association shall be elected at the annual Membership Meeting by the Directors of the Mainland United Soccer Association. Officers shall serve in office for two (2) year terms. The election of officers shall be by secret ballot and the nominees with the most votes from the members present shall be declared elected to the office for which he or she is nominated. In any contested election the President shall notify the current officers and current members of the Board of the contested election at least two (2) weeks before the election.

Section 8.3 REMOVAL OF OFFICERS. At any meeting of the Board duly called and at which at least eight (8) Board members are present, the Directors may by majority vote of the Board present, remove with cause any officer from office and elect a successor to serve the balance of the term of such removed officer. An officer elected to fill a vacancy shall be elected to hold the office for the unexpired term of his or her predecessor.

Section 8.4 VACANCIES. A vacancy in any office may be filled by the Directors for the unexpired portion of the term.

Section 8.5 OFFICERS/DIRECTOR DUTIES.

Section 8.5.1 PRESIDENT. The President shall be the principal operating officer of the Mainland United Soccer Association and shall in general supervise all of the business and affairs of the Mainland United Soccer Association. She/he may sign, with the Treasurer or any other officer of the Mainland United Soccer Association, all instruments to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board or limited or restricted by these By-Laws. The President shall preside over all meetings and shall have the power and authority to appoint committee members as may be necessary.

Section 8.5.2 VICE PRESIDENT. In the absence 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 of the restrictions upon the President .

Section 8.5.3 TREASURER. The Treasurer shall be responsible to oversee the financial affairs of the Mainland United Soccer Association, subject to the policies of the Board. The Treasurer shall submit a written financial report at all meetings and shall have authority to sign checks of the Mainland United Soccer Association in accordance with the authority granted by the Board.

Section 8.5.4 SECRETARY. The Secretary shall:

Section 8.5.4.1 Keep the minutes of the Board meetings in one or more books provided for that purpose;

Section 8.5.4.2 See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

Section 8.5.4.3 In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board;

Section 8.5.5 DIRECTOR OF EQUIPMENT & UNIFORMS. The Director of Equipment & Uniforms shall be responsible for purchasing, organizing, distributing and maintaining all

equipment and uniforms including soccer balls, corner flags, goals, nets, first aid kits, and all other equipment that are approved by the Board.

The Director of Equipment and Uniforms shall also keep the soccer garage neat, clean and organized.

Section 8.5.6 DIRECTOR OF FIELD MAINTENANCE. The Director of Field Maintenance shall be responsible for the maintenance of all soccer fields, including the preparation and lining of the fields. The Director of Field Maintenance may delegate the lining of fields to other Directors or coaches who may further delegate this task to other Members of the association. The Director of Field Maintenance shall secure additional fields as necessary.

The Director of Field Maintenance shall, on a regular basis, inspect ~~the large~~ **all** goals at ~~Memorial Park, Poplar Avenue, and Seaview Avenue~~ **all field locations that Mainland United Soccer Association utilizes for practices or games** for the following purposes:

- 1) Tightening and repairing nets where needed;
- 2) Securing the goal to the ground, **including weighted bags**;
- 3) Tightening all joints and making repairs when necessary.

The Director of Field Maintenance shall be responsible for organizing the time and place of practice **and games** among all of the traveling and recreational teams and shall publish ~~and distribute~~ **on the club website** the practice schedule ~~two (2) weeks~~ prior to each traveling or recreational season and shall publish and distribute any amendments thereto. ~~The Director shall also provide copies of the schedule to the Chairman of the Linwood Recreational Board.~~ This Director shall also have the authority to establish reasonable rules and regulations regarding changes of practice time and the use of the fields for make-up games.

Section 8.5.7 DIRECTOR OF RECREATION. There shall be one Director of Recreation who shall administrate and manage the entire recreational soccer division, including but not limited to registration and roster maintenance, procuring insurance through ~~NJYS~~ **New Jersey Youth Soccer or US Club**, hiring and paying referees, field allocations, and creating rules and regulations. The Director of Recreation may delegate responsibilities to a Director of the Boys' Recreation and a Director of the Girls' Recreation. ~~The Director of Recreation shall provide the Linwood Recreation Board with a copy of its field schedule.~~

~~The Director of Recreation shall be responsible for the maintenance and operation of the refreshment stand during both the recreational and travel programs. The Director of Recreation shall have the authority to assign coaches or parents to~~

~~operate the refreshment stand or to outsource the operation with the approval of the Board.~~

Section 8.5.8 DIRECTOR OF BOYS' RECREATION DIVISION. There may be one director of the entire boys' recreation division who shall assist the Director of Recreation in carrying out the administration and management of the boys' division. The Director may also be responsible for distributing and collecting the KidSafe application forms and turning them in to the appropriate agency to verify the absence of any criminal record that may be detrimental to a coach's involvement with children.

Section 8.5.9 DIRECTOR OF GIRLS' RECREATION DIVISION. There may be one director of the entire girls' recreation division who shall assist the Director of Recreation in carrying out the administration and management of the girls' division. The Director may also be responsible for distributing and collecting the KidSafe application forms and turning them in to the appropriate agency to verify the absence of any criminal record that may be detrimental to a coach's involvement with children.

Section 8.5.10 ~~DIRECTOR OF LOCAL TRAVEL RECREATION. There shall be one Director of Local Travel Recreation who shall administrate and manage the local travel recreation soccer division, including but not limited to registration and roster maintenance, procuring insurance through NJYS, hiring and paying referees, field allocations, and creating rules and regulations. The Director of Local Travel Recreation may delegate responsibilities to the Director of the Boys' Recreation Division and the Director of Girls' Recreation Division. The Director of Local Travel Recreation shall provide the Linwood Recreation Board with a copy of its field schedule.~~ **DIRECTOR OF PLAYER AND COACH DEVELOPMENT. There shall be a Director of Player and Coach Development who shall review all soccer activities within the Mainland United Soccer Association, including but not limited to meeting with the Director of Recreation, Director of Boys' Traveling Teams and Director of Girls' Traveling Teams and Mainland Regional High School coaches to develop and maintain a coordinated and consistent training curriculum. Director of Player and Coach Development shall observe and oversee all coaches and professional trainers to verify that the curriculum is being taught. Director of Player and Coach Development shall coordinate the needs of professional trainers for the players of the club. The Director of Player and Coach Development shall organize and run the annual travel team tryouts as well as meet with the Directors of Boys' and Girls' Traveling Teams to form the traveling teams.**

Section 8.5.11 DIRECTOR OF BOYS' TRAVELING TEAMS. The Director of the Boys' Traveling Teams shall be responsible for administrating and managing the boys' traveling division, including but not limited to **registration of teams for leagues and tournaments, roster maintenance, procuring insurance through New Jersey Youth Soccer or US Club**, establishing rules and regulations for players, coaches, assignment to the

coaches tasks such as attending league meetings, complying with all rules of the South Jersey Soccer League **or other leagues as appropriate**, providing the Board with a list of head coaches 30 days prior to each season, and resolving operations and personal issues.

Section 8.5.12 DIRECTOR OF GIRLS' TRAVELING TEAMS. The Director of the Girls' Traveling Teams shall be responsible for administrating and managing the girls' traveling division, including but not limited to **registration of teams for leagues and tournaments, roster maintenance, procuring insurance through New Jersey Youth Soccer or US Club**, establishing rules and regulations for players, coaches, assignment to the coaches tasks such as attending league meetings, complying with all rules of the South Jersey Soccer League **or other leagues as appropriate**, providing the Board with a list of head coaches 30 days prior to each season, and resolving operations and personal issues.

Section 8.5.13 DIRECTOR OF COMMUNICATIONS AND WEBSITE MAINTENANCE. The Director of Communications and Website Maintenance shall be responsible for all communications made on behalf of Mainland United Soccer Association and design, maintenance and function of its website.

Section 8.5.14 CHAIRMAN OF THE BOARD OF DIRECTORS. Chairman of the Board of Directors shall be the immediate past President of the Mainland United Soccer Association. The Chairman of the Board shall have no specific responsibilities or duties other than to provide advise and guidance to the Board of Directors.

Section 8.5.15 DIRECTOR OF FUNDRAISING. The Director of Fundraising shall be responsible for the maintenance and operation of the refreshment stand during both the recreational and travel programs. The Director of Fundraising shall have the authority to assign coaches or parents to operate the refreshment stand or to outsource the operation with the approval of the Board.

Section 8.6 VOTING ELIGIBILITY. **All eligible members of Mainland United Soccer Association as determined by Section 4.1 shall be eligible to vote for the officers of the Mainland United Soccer Association officers.** ~~The officers of the Mainland United Soccer Association shall be elected at the annual Membership Meeting by the Directors of the Mainland United Soccer Association. Officers shall serve in office for two (2) year terms. The election of officers shall be by secret ballot and the nominees with the most votes from the members present shall be declared elected to the office for which he or she is nominated. In any contested election the Presidnet shall notify the current officers and current members of the Board of the contested election at least two (2) weeks before the election. [This proposed edit is due to redundancy from section 8.2]~~

ARTICLE IX.

COACHES AND OFFICIALS

Section 9.1 Traveling head coaching positions must be approved by the Board. Head coaches are not required to reside in the Mainland area. All applications for head coach shall be made to the Director of the Boys' or Girls' Traveling as the case may be on or before ~~April~~ **June 1st** for the Fall Season and on or before ~~January~~ **December 1st** for the Spring Season. If more than one coach applies for the same position, the application shall be reviewed by the Board. All discussions regarding the selection of head coaches shall be in closed session and all voting shall be by secret ballot. All applicants must meet with and be interviewed by the Traveling Director and thereafter must obtain the recommendation of the appropriate Traveling Director before submission to the Board. **All travel teams shall have at least one parent/legal guardian of a player on the team as the designated team representative. The team representative may or may not be a licensed coach and will be the head coach unless the head coach is not the parent/legal guardian of a player on the team. In such cases where the head coach is not the parent/legal guardian of a player on the team, the team representative shall be approved by the Board in the same procedures as head coaches.**

Each head coach so selected shall recommend to the Board such additional assistant coaches as the coach deems appropriate. The number of assistant coaches shall be subject to the approval of the Board, **there shall be at least one assistant coach or a team representative in addition to the head coach.** All coaches of traveling teams must be certified with at least an F license. The coaching terms shall be as follows:

Fall Season: ~~June~~ **July 1st** through December 31st

Spring Season: January 1st through ~~May 31st~~ **June 30th**

The terms shall include all postseason tournament play prior to the institution of playing in the next traveling team season.

Section 9.2 All coaches for the recreational divisions shall be selected by the various Directors of Recreation and approved by a majority vote of the Board.

ARTICLE X.

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 10.1 **CONTRACTS.** The Board 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 Organization, such authority may be general or confirmed to specific instances, however, each and every purchase in excess of three hundred (\$300.00) dollars shall be separately approved by the Board.

Section 10.2 **LOANS.** No loans shall be contracted on behalf of the Mainland United Soccer Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 10.3 **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Mainland United Soccer Association

shall be signed by the President and/or Treasurer upon resolution of the Board, however, the President and/or Treasurer may sign drafts in an amount less than three hundred (\$300.00) dollars without approval of the Board.

Section 10.4 DEPOSITS. All funds of the Mainland United Soccer Association ~~not otherwise employed~~ shall be deposited to the account ~~from time to time to the credit~~ of Mainland United Soccer Association in such banks, trust companies, or other depositories as the Board may select.

Section 10.5 GIFTS. The Board may accept on behalf of the Mainland United Soccer Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Mainland United Soccer Association.

ARTICLE XI.

BOOKS AND RECORDS

The Mainland United Soccer Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board, and Committees and shall keep at the registered or principal office a record giving the names and addresses of the members.

ARTICLE XII.

CALENDAR YEAR

The Mainland United Soccer Association shall have a calendar year for accounting purposes.

ARTICLE XIII.

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these By-Laws, the Certificate of Incorporation, or the New Jersey Non-Profit Organization Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV.

AMENDMENT TO BY-LAWS

These By-Laws may be amended by a majority vote of the Board. Any Director may request an amendment to these By-Laws by submitting his or her proposal to the Board in writing stating the proposed amendment. The President shall place the proposed amendment on the agenda for discussion at the next regularly scheduled meeting. After the proposal is read to the Board, it shall receive its first reading and be open for discussion, clarification, or change subject to a motion which must be seconded and passed by a majority of the Board. The proposal shall then be given its second reading at the next regularly scheduled Board meeting and be voted upon. In order for the proposed amendment to be passed, it must be supported by a majority vote of the Board present.

ARTICLE XV.

INDEMNIFICATION AND LIABILITY

Section 15.1 GENERAL RIGHT TO INDEMNIFICATION. The Mainland United Soccer Association shall indemnify and hold harmless each Director of the Mainland United Soccer Association (and his or her heirs, executors and administrators), now or hereafter serving on the Board or on behalf of the Mainland United Soccer Association, against all costs, expenses and liabilities (the term "costs, expenses and liabilities" shall include but not limited to, Court costs, counsel fees and the amount of judgments, fines and penalties against or amounts paid in reasonable settlement by, any such Director) reasonably incurred by him or her in connection with or arising out of the following .

- a) Any claim, action, suit or proceeding in which he or she may be involved, other than a proceeding by or in the right of the Mainland United Soccer Association, by reason or being or having been a Director of the Mainland United Soccer Association (whether or not such person continues to be Director at the time of incurring such costs, expenses or liabilities), if (i) such Director acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Mainland United Soccer Association and (ii)with respect to any criminal proceeding, such Director had no reasonable cause to believe his/her conduct was unlawful.
- b) Any proceeding by or in the right of the Mainland United Soccer Association to procure a judgment in its favor against such Director by reason of his/her being or having been a Director, if he/she is found to have acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Mainland United Soccer Association.

Section 15.2 CONDITIONS FOR INDEMNIFICATION. The Mainland United Soccer Association shall not indemnify any Director in the following instances:

- a) With respect to matters as to which such Directors shall be finally adjudicated in any action, suit or proceeding to have been liable for a willful, wanton or grossly negligent act of commission or omission, consisting of individual misfeasance, malfeasance or nonfeasance, in the performance of his/her duties as such Director.
- b) In the event that a settlement or compromise of any such claim, action, suit or proceeding is effected, unless (i) the Board shall have been furnished with an opinion of counsel for the Mainland United Soccer Association to the effect that such settlement or compromise is in the best interests of the Mainland United Soccer Association, that there is no reasonable ground of liability for willful, wanton or gross negligence, consisting of individual misfeasance, malfeasance or nonfeasance, in the performance of the duties entrusted to such Director or the part of such Director, and (ii) the Board shall have adopted a Resolution having the terms of such settlement or compromise.
- c) In a proceeding by or in the right of the Mainland United Soccer Association against such Director as to which the Director was liable to the Mainland United Soccer Association,

unless and only to the extent that the Court in which the proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such Director is fairly and reasonably entitled to indemnity for those expenses as the Court shall deem proper.

Section 15.3 RIGHT TO INDEMNIFICATION EXCLUSIVE. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any Director or their heirs, executors and administrators may be entitled as a matter of law. In particular, and not by way of limitation, each Director is entitled to all of the rights of indemnification set forth in N.J.S.A. 15A:3-4, as amended and supplemented.

Section 15.4 LIABILITY OF DIRECTORS. Notwithstanding the above, and in addition to the indemnities provided by law, including, without limitations, N.J.S.A. 2A:52A-7.1 et seq., as amended and supplemented, no Director shall be personally liable to the Mainland United Soccer Association for damages for any breach of any duty owed to the Mainland United Soccer Association, except a breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Mainland United Soccer Association; (b) not in good faith or involving a knowing violation of law; (c) resulting in receipt by such person of an improper personal benefit.

I hereby certify that the foregoing By-Laws were adopted by the affirmative vote of _____ members of the existing Board of the Mainland United Soccer Association at its meeting on the _____ day of _____, 2024.

, Secretary