

**BYLAWS
OF
COLCHESTER YOUTH SOCCER CLUB, INC.**

A Vermont Non-Profit Corporation

ARTICLE I

ARTICLES OF INCORPORATION

The name, location of the registered office, the registered agent, and the purposes and powers of the Colchester Youth Soccer Club, Inc. (the "Corporation") shall be as set forth in the Articles of Incorporation and these Bylaws. The purposes and powers of the Corporation and of its Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation; and the Articles of Incorporation are hereby made a part of these Bylaws.

All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the Corporation as from time to time amended or restated.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of Vermont will be located at 199 Oak Circle, Colchester Vermont, 05446. The Corporation may have such other offices, either within or without the State of Vermont, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation will have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS

The Corporation will not have any members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers. The Corporation shall be managed by its Board of Directors.

Section 4.2 Number, Tenure and Qualifications. The number of Directors shall be at least three (3) and no more than eighteen (18) individuals. The initial Board of Directors shall be appointed by the incorporator. One third of the Directors of the initial Board of Directors shall hold office for one year, one-third for two years, and one-third for three years. The term of an expiring office shall expire at the next corresponding annual meeting upon qualification and election of a successor. Replacements for (or re-election of) Directors whose terms expire shall be elected at the next annual meeting, and the term of office of each Director so elected shall extend for three years. Directors shall be elected by majority vote of Directors whose terms have not expired. Each Director will hold office until the next annual meeting or until his or her successor has been elected and qualified. At all times two-thirds of the Directors shall consist of individuals who reside within the Town of Colchester.

Section 4.3 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the President. A resignation is effective when the notice is effective unless the notice specifies a later date.

Section 4.4 Removal. Any Director may be removed with or without cause by a two-thirds vote of the entire Board, at any special meeting of the Board duly called for that purpose. The notice for such meeting shall indicate that one of the purposes of the meeting is to consider the removal of a Director.

Section 4.5 Vacancy. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of her predecessor.

Section 4.6 Place, Time and Notice of Meetings. The Directors may hold meetings in such place or places, within and without the State of Vermont, as the Board of Directors may determine from time to time. The Board of Directors shall hold an annual meeting in Vermont. Board members shall be given at least seven days written notice for the annual meeting. Other regular meetings of the Board of Directors shall be held as determined by the Board of Directors. Board members shall be given at least two days written or oral notice for regular Board meetings. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President. Notice indicating the time and place of such special meeting shall be given orally or in writing at least one day before such meeting. Unless otherwise required by statute or these Bylaws, the purpose of a meeting need not be included in the notice. Any Director may waive notice of a meeting in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records.

Section 4.7 Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. For purposes of these Bylaws, a majority of the entire Board shall be more than half of the number of Directors currently in office. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.8 Action by the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

ARTICLE V

OFFICERS, EMPLOYEES AND AGENTS

Section 5.1 Number and Qualification. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The President or Board of Directors may appoint such other officers from time to time as they may determine, an Executive Director, one or more additional Vice Presidents, an Assistant Secretary and an Assistant Treasurer. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary.

Section 5.2 Term of Office. Each officer of the Corporation shall serve until the event of her death, incapacity, resignation or removal.

Section 5.3 Employees and Other Agents. The President, with the prior approval of the Board, may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall serve at the pleasure of the President, and shall have such authority and perform such duties and shall receive such reasonable compensation, as the President may from time to time determine.

Section 5.4 Removal. Any officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Board of Directors or in the case of an employee or agent by the President.

Section 5.5 Vacancies. In case of any vacancy in any office, a successor shall be elected by a majority of the Board of Directors.

Section 5.6 President: Powers and Duties. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. He or she shall preside over meetings of the Board and perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 5.7 Vice President: Powers and Duties. The Vice President(s), if any, shall have such powers and duties as may be assigned by the Board of Directors or the President. In the absence of the President, the Vice President shall perform the duties of the President.

Section 5.8 Secretary: Powers and Duties. The Secretary shall act as secretary of all such meetings. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors or the President.

Section 5.9 Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's books and accounts to any officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors.

Section 5.10 Executive Director – Powers and Duties. The President may appoint an Executive Director, who shall be an officer of the corporation and the President may assign such compensation, duties, responsibilities, and authority to such Executive Director as the President may from time to time determine.

ARTICLE VI

COMMITTEES

Section 6.1 Committees of the Board. The Board may, by resolution adopted by a majority of the Directors, establish and appoint an executive and other standing committees. The President shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board permitted by law. Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 7.1 Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 7.2 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VIII

OFFICE AND BOOKS

Section 8.1 Office. The office of the Corporation shall be as set forth in Article II or such other place or places as the Board of Directors may from time to time determine.

Section 8.2 Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members and of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that the person, his or her testator or intestate was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors duly called for the purpose of amending these Bylaws. The notice for such meeting shall indicate that one of the purposes of the meeting is to consider an amendment to the Bylaws.

ARTICLES OF INCORPORATION
OF
COLCHESTER YOUTH SOCCER CLUB, INC.

Pursuant to the Vermont Nonprofit Corporation Act, the undersigned incorporator, in order to form a non-profit corporation under the Vermont Nonprofit Corporation Act, certifies as follows:

ARTICLE I

Name

The name of the non-profit corporation is the Colchester Youth Soccer Club, Inc. (the "Corporation").

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes

The Corporation is a public benefit corporation organized and shall be operated exclusively as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"), and as a publicly supported organization as defined in Section 509(a)(2) of the Code. The Corporation's purposes shall include but are not limited to the provision of services that (i) foster greater participation and interest in soccer among young people who live within the Town of Colchester, Vermont, (ii) provide opportunities for youth to compete at levels that are consistent with their age and abilities and (iii) encourage good sportsmanship, safety, team play and participation by family members. The Corporation shall have all the powers which are or hereafter may be conferred upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitation and condition that, notwithstanding any other provision of these Articles of Incorporation, only such powers as may be exercised by an organization exempt from federal income taxation under Section 501(c)(3) of the Code and by a corporation organized under Title 11B of the Vermont Statutes Annotated.

ARTICLE IV

Membership

The Corporation shall not have any members.

ARTICLE V

Restrictions Against Private Benefit, Inurement, Lobbying, Etc.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI

Disposition of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with this Article VI. The assets of the Corporation shall be transferred to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Corporation is then located, exclusively for charitable, educational, religious or scientific purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Special Provision Relating to Private Foundations

In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provision of these Articles or the Bylaws of the Corporation, the following provisions shall apply:

- (a) The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII

Amendment

Any amendment to these Articles of Incorporation may be adopted by the affirmative vote of a majority of the Directors. Notice of such meeting called for the purpose of amending these Articles of Incorporation shall set forth the proposed amendment.

ARTICLE IX

Registered Agent and Office

The registered agent of the Corporation shall be Wm. Roger Prescott, Esq., with an address of Downs Rachlin Martin PLLC, P.O. Box 190, Burlington, Vermont 05402-0190. The registered office shall be 199 Main Street, P.O. Box 190, Burlington, Vermont 05402-0190.

ARTICLE X

Name and Address of Incorporators

The name and mailing address of the Incorporator is:

Wm. Roger Prescott, Esq.
P.O. Box 190
199 Main Street
Burlington, Vermont 05402-0190

Dated as of this ____ day of May, 2002.

Wm. Roger Prescott