

**BYLAWS OF THE
TIPPECANOE SOCCER ASSOCIATION, INC**

(as amended [Date])

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ARTICLE I NAME, PURPOSE, AND STRUCTURE

SECTION 1 - NAME

This organization shall be called the Tippecanoe Soccer Association, Inc. (TSA) and shall be a duly constituted, independent, non-profit corporation in the State of Indiana.

SECTION 2 - PURPOSE

The expressed purpose of the Tippecanoe Soccer Association, Inc. (TSA) is to provide an organizational structure for administering boys and girls soccer in Tippecanoe County consistent with the bylaws and operating policies and procedures of TSA. Furthermore, it is the objective of TSA to:

1. support the principles, guidelines, and regulations of the Federation International de Football Association (FIFA), the United States Soccer (USS), the United States Youth Soccer Association (USYSA) and the Indiana Youth Soccer Association (IYSA) in administering and developing the sport of soccer;
2. promote soccer within the county and State of Indiana as a viable, dynamic sport;
3. work with the various city and county school corporations in an effort to develop soccer at the varsity level and to provide support to those programs;
4. promote the United States Soccer (USS) referee certification of individuals for the purpose of developing a local pool of qualified referees;
5. promote the United States Soccer (USS) coaching certification of individuals for the purpose of developing a local pool of qualified coaches.

SECTION 3 - STRUCTURE OF ORGANIZATION

It is the intent of this corporation to provide a structure that encompasses a recreational (non-competitive) program within the boundaries of the county and a competitive program that engages in an organized league and/or tournament without territorial boundaries.

SECTION 4 - RECREATIONAL PROGRAM

The recreational program shall be designated as the Greater Lafayette Soccer Club. It shall have as its focus an emphasis on fun and participation. Furthermore, sportsmanship and learning soccer skills shall represent the fundamental goals of practice sessions and games. Provided at discretion of board.

SECTION 5 - COMPETITIVE PROGRAM

The competitive program shall be designated as the Tippco Soccer Club. It shall consist of any number of "traveling teams" competing in organized and properly sanctioned leagues or tournaments. Furthermore, a strong emphasis shall be placed on advanced player development at both the team and individual level.

ARTICLE II MEETINGS

SECTION 1 - PLACE OF MEETING.

Any or all meetings of the membership and of the Board of Directors of this corporation shall be held within the State of Indiana, unless otherwise provided in the Articles of Incorporation.

SECTION 2 - ANNUAL MEETING OF MEMBERS

An annual meeting of the members for the upcoming term of membership (as defined in Article IX, Section 4) shall be held during the month of August as part of the fall team meeting / field day. Failure to hold the annual meeting at the designated time shall not affect the validity of any corporate action.

SECTION 3 - NOTICE OF ANNUAL MEETING OF MEMBERS

At least thirty (30) days prior to the date fixed by Section 2 of this Article (II), a written / electronic notice (including posting on our WEB site) of the time and place of the annual meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. It is understood that the postmark date / web file date is used in determining the validity of the 30 day notice. It is further understood that any actions taken at such meeting shall not be invalidated for want of notice if such notice has been waived as hereinafter provided.

SECTION 4 - DELAYED ANNUAL MEETING

If for any reason the annual meeting of the members was not held on the day herein before designated, such meeting may be called and held as a special meeting provided that the notice of such meeting shall be the same as provided in Section 3 of this Article.

SECTION 5 - ORDER OF BUSINESS AT ANNUAL MEETING

The order of business at the annual meeting of the members shall be as follows:

1. Call to Order
2. Reading Notice and Presenting Proof of Mailing/Web File Date
3. Reading of the Minutes of Last Annual Meeting
4. Report of the President
5. Report of Secretary/Treasurer
6. Election of Appropriate Directors and/or Parent Representative(s)
7. Transaction of Other Business as Outlined in the Notice to Members
8. Adjournment

In the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

SECTION 6 - SPECIAL MEETING OF MEMBERS

A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt in writing, setting forth the place, date, time and objectives of the meeting and signed by the President or a majority of the Board of Directors, the Secretary/Treasurer and/or designates shall prepare the notices on Association letterhead / postcards / electronic notice and forward to the membership as outlined in Article II, Section 7 below.

SECTION 7 - NOTICE OF SPECIAL MEETING OF MEMBERS

Written notice of the place, date, time and objectives of such meeting shall be sent by mail / electronic means to each member at least 10 days prior to the date fixed for the holding of the special meeting of the members. It is understood that the postmark date / file date is used in determining the validity of the 10 day notice. Any business not provided in the objectives of the special meeting cannot be conducted at that time. It is understood that any action taken at such a meeting shall not be invalidated for want of notice if such notice has been waived as hereinafter provided.

SECTION 8 - REGULAR MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held at least six times each year and place as the Board shall determine. No notice of regular meetings of the Board is required to the membership although members are welcomed and encouraged to attend Board meetings. Members can bring business before the Board by notifying the presiding officer one day in

advance of the meeting. The presiding officer has the power to waive this requirement if this officer deems such action appropriate.

SECTION 9 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the President or a majority of the Board by means of a written / electronic notice to each Board member designating place, date, time, and purpose of the meeting. It is understood that any action taken at such meeting shall not be invalidated for want of notice if such notice was waived as hereinafter provided.

SECTION 10 - NOTICES AND MAILINGS

All notices required to be given by any provision of these bylaws shall state the designated place, date, time and purpose of the meeting and shall be written on paper (i.e., letterhead) / electronic notice or postcard bearing the name, address and logo of the Association. The notices shall be prepared by the Secretary/Treasurer or his/her designate(s) or the Club Administrator.

SECTION 11 - WAIVER OF NOTICE

A member may waive notice of any meeting in writing, before or after the date and time stated in the notice. The member shall deliver the waiver to TSA for filing with the minutes or TSA's records. Attendance at any meeting, in person or by proxy:

- (a) waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to consideration of the matter when presented.

A Director may waive notice of any meeting required under these bylaws or under law either before or after the time stated in the notice. The waiver must be in writing, signed by the director and filed with the minutes or TSA's records. For this section, a waiver granted by telegram, telex, telecopy or other document transmitted electronically by a Director shall be considered "signed by the director." A Director's attendance at or participation in a meeting waives any required notice unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not vote for or assent to the action taken at the meeting.

ARTICLE III QUORUM

SECTION 1 - QUORUM OF MEMBERS

At any membership meeting, a majority of the members with voting rights present, in person or by proxy, shall constitute a quorum.

SECTION 2 - QUORUM OF DIRECTORS

At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum.

ARTICLE IV VOTING, ELECTIONS AND PROXIES

SECTION 1 - WHO IS ENTITLED TO VOTE

Except as otherwise provided, each member (as defined in Article IX, Sections 2 and 3) shall, at every meeting of the membership, be entitled to ONE vote in person or by proxy upon each subject properly submitted to a vote.

SECTION 2 - PROXIES

A member may vote by proxy if the proxy has been filed properly with the corporation. Unless otherwise stated, the President or presiding officer will cast the votes for the proxies. A proxy is deemed operative if it is signed by the member and filed with the Executive Director / Club Administrator of the corporation prior to said meeting. In absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the membership and shall remain in force for the remainder of the current term of membership (as defined in Article IX, Section 5), and no longer.

ARTICLE V BOARD OF DIRECTORS

SECTION 1 - NUMBER AND TERMS OF DIRECTORS

The business, property and affairs of the Tippecanoe Soccer Association, Inc. shall be managed by a Board of Directors who shall be members (as defined in Article IX, Sections 1 and 2) of this corporation. The Registrar shall be appointed by the executive committee.

SECTION 2 - TERMS AND ELECTION OF OFFICERS

The officers of this corporation (with the exception of the Registrar and At Large Directors) shall hold, for a term of two (2) years, the office for which each was elected or until a qualified successor can be selected. The following schedule will be used as a guide to determine the election of officers by the membership:

Elections Held in Even Numbered Years:

1. Vice President
2. Director of Competitive Teams - Boys
3. Director of Fund Raising / Marketing
4. Director of Camps
5. At Large Director
6. Director of Fields

Elections Held in Odd Numbered Years:

1. President
2. Director of Competitive Teams-- Girls
3. At Large Director
4. Treasurer
5. Special Projects – New Field Development
6. Director of Facilities
7. Director of Tournaments

SECTION 3 - VACANCIES

Vacancies on the Board of Directors shall be filled by election or appointment made by the majority of the remaining Directors. Any person so elected to fill a vacancy shall remain an interim-Director until his/her successor has been elected by the members at the appropriate annual meeting normally held to elect that position. The President is also granted authority to call a special meeting of the membership for the purpose of filling vacancies on the Board if no appointments can be made. In the case of persons appointed to fill a vacancy (with the exception of the Registrar), such a person may succeed themselves in office if so voted by the membership at the annual meeting.

SECTION 4 - POWER TO MAKE, AMEND OR REPEAL BYLAWS

Except as otherwise prohibited by these bylaws, the Board of Directors shall have the power to make, amend or repeal any by-law(s).

SECTION 5 - SUCCESSION OF OFFICE

No Director, except the President, needs to be a member of the previous Board. All other Directors, other than the Registrar, may succeed themselves if duly elected by the membership or otherwise appointed by Board.

SECTION 6 - ELECTION OF DIRECTORS

Any Director (with the exception of the Registrar) may be elected at the annual meeting as provided in Article II, Section 5 and Article VI, Section 2 (unless otherwise provided for in Article V, Section 2) or appointed by the current board.

SECTION 7 - POWER TO APPOINT OTHER OFFICERS AND AGENTS

The Board of Directors shall have the power to appoint any other officers or agents it deems necessary for transaction of the business of the corporation.

SECTION 8 - REMOVAL OF OFFICERS, APPOINTMENTS, AND/OR MEMBERS

Any Officer, Director, agent and/or member may be removed by two-thirds (2/3) majority vote of the Board of Directors whenever, in the judgment of the Board, the business and/or philosophical intent of the corporation will be served thereby. In all cases, the Officer, Director, agent and/or member subject to removal must first have been served with written notice of the accusations against him/her and shall have been provided with an opportunity to produce testimony and witnesses, in his/her behalf, before such vote is taken.

SECTION 9 - POWER TO REQUIRE BONDS

The Board of Directors may require any officer or agent to file with the corporation a bond satisfactory to the Board of Directors conditioned for faithful performance of his/her duties.

SECTION 10 - POWER TO ESTABLISH FEES

The Board of Directors shall have the authority to establish and set all fees for the operation of the corporation and/or any appointed services sponsored by the corporation.

SECTION 11 - POWER TO APPOINT FUNDS AND SPONSORSHIPS

The Board of Directors shall have the power to coordinate the solicitation of local financial support for programs under its control. Moneys raised by the Board shall be treated as general funds and allocated at its discretion. Other funding raised by individuals on behalf of the programs under the Board's control (i.e., team sponsorships) or donated to the

corporation for special items and/or equipment shall be accepted only on approval and guarantee of administration by the Board of Directors.

SECTION 12 - COMPENSATION

The compensation of any Director, officer, and/or agent of the corporation shall be fixed by the executive committee based upon board approved budget.

SECTION 13 - APPOINTMENT OF POWERS

If any officer is absent or for any other reason, the Board of Directors may delegate the powers or duties of an officer to any other officer or to any Director, for the time being, provided a majority of the entire board of directors concurs. However, no officer or Director shall execute, acknowledge or verify any instrument (as designated in Article VI) in more than one capacity.

SECTION 14 - RESIGNATION

A Director may resign by delivering written notice to the Board of Directors, its chairperson, the president or secretary. A resignation is effective when delivered unless the notice specifies a later date.

ARTICLE VI OFFICERS / OPERATING POSITIONS

SECTION 1 – COMMITTEES

The structure of TSA shall consist of three (3) committees: the Executive Committee, the Strategic Operations Committee and Operating Committee. These committees shall consist of the following:

- a. Executive Committee:
 1. President
 2. Vice President
 3. Treasurer
 4. Registrar / Club Administrator

- b. Strategic Planning Committee:
 5. President
 6. Vice President
 7. Treasurer

8. Registrar / Club Administrator
 9. Director of Fund Raising / Marketing
 10. Director of Tournaments
 11. Special Projects - Field Development
 12. Director At Large
- c. Operating Committee:
1. President
 2. Director of Competitive Teams - Girls
 3. Director of Camps
 4. Director of Competitive Teams - Boys
 5. Director At Large - 2
 6. Director of Fields
 7. Director of Facilities

The Board of Directors by resolution adopted by majority vote of all the Directors may appoint other committees as the board of directors determines to be necessary. These committees shall have such powers and duties as prescribed by the Board of Directors from time to time.

SECTION 2 - PRESIDENT.

The President shall be the chief executive officer of the corporation. The President shall preside over all meetings of the Board and of the membership. The President shall have authority to sign or countersign all instruments of the corporation. The President must have been a member of the Board of Directors during the previous year.

SECTION 3 – VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice-President will also serve as advisor and aide to the President. This voting position may be filled with board approval by the Club administrator. The Vice President will assume the role of President upon completion of the Presidents term of office. The Vice President will also oversee the Referee / Field Marshall relationship.

SECTION 4 - TREASURER.

The Treasurer shall safely keep in custody the seal of the corporation and shall have the authority to affix the same to all instruments where its use is required. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation a full and accurate account of all receipts and disbursements. It is expected that the Treasurer deposit all moneys, securities and/or other valuables of the corporation in a depository or depositories as designated by the Board of Directors. Furthermore, the

Treasurer shall disburse funds of the corporation, as ordered by the President or the Board, taking proper vouchers for such disbursements, and shall render to the President or Board at all regular meetings of the Board (or upon request) a complete accounting of all transactions and of the financial condition of the corporation. The Treasurer is appointed by the Board. The Treasurer will oversee the completion of all governmental reports including yearly tax returns. The Treasurer will oversee the activities of the club accountant.

SECTION 5 – EXECUTIVE COMMITTEE / DESIGNATION

The Board of Directors may, by resolution adopted by a majority of all the Directors in office at the time, designate one or more of its members or officers as an executive committee. The Board of Directors shall have the power at any time to increase or decrease the number of members of the executive committee, to fill vacancies, to change any member, and to change the functions or terminate its existence.

The offices of President, Vice President, Club Administrator (registrar) and Treasurer shall make up the Executive Committee and perform the functions of said committee authorized by these bylaws.

If determined by the Board of Directors, the members of the Executive Committee shall each keep in force a bond in form, amount and with surety or sureties, conditioned for faithful performance of duties of the office, and for restoration to the corporation of all books, papers, vouchers, money or property of whatever kind in such committee member's control and/or possession belonging to the corporation.

Between meetings of the Board of Directors, and subject to such limitations as may be required by law or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in order to conduct the day to day business of TSA. However, the executive committee shall NOT have authority to:

1. approve or propose to members any action that is required by law to be approved by members;
2. fill vacancies on the Board of Directors or on any of its committees;
3. amend the articles of incorporation;
4. adopt, amend, change or repeal bylaws;
5. borrow money or mortgage, or otherwise encumber, any property of the corporation; or
6. take any other action inconsistent with these bylaws.

The TSA Executive Committee shall meet as often as deemed necessary to carry on efficiently the business of the TSA.

At all Executive Committee meetings, a majority of the Executive Committee members shall constitute a quorum for the transaction of business. If a quorum of the Executive Committee is present, the vote of the majority at the meeting shall constitute an act of the Executive Committee. The Executive Committee shall keep a record of all actions taken by said committee and shall be required to report at each meeting of the Board of Directors regarding all actions taken by said committee between meetings of the Board of Directors

SECTION 6 - CLUB ADMINISTRATOR / REGISTRAR

The Club Administrator / Registrar shall be appointed by the executive committee. The Club Administrator / Registrar shall be responsible for maintaining a complete and accurate record of the members of the corporation. This record shall include name, address, and phone number. Furthermore, it shall be the responsibility of the registrar to process all registration forms for all programs and/or services provided by the corporation. It is expected that the Club Administrator / Registrar will work closely with and provide support to the Secretary/Treasurer. The Club Administrator will coordinate the registration with the Indiana Youth Soccer and with the selected vendor for player uniforms.

SECTION 7 - DIRECTOR OF RECREATIONAL TEAMS

The Director of Recreational Teams is elected by a vote of the membership during even-numbered year elections. It shall be the responsibility of this office to recruit, train, and monitor the activities of the recreational program coaches. It is understood that the incumbent shall work to develop coaching certification (as outlined in Article I, Section 2) of the pool of individuals recruited for that purpose. Program currently suspended.

SECTION 8 - DIRECTOR OF COMPETITIVE TEAMS

BOYS AND GIRLS -- POSITIONS

The Director of Competitive Teams is responsible to coordinate all the activities of the boys / girls Tippco Soccer Club program. It is expected that the incumbent work closely with the other Directors in coordinating these activities. It is expected that this officer also serve as liaison with any league office with which the traveling teams are affiliated. It is understood that the incumbent will work within the guidelines provided in Article I, Section 2.

SECTION 9 - PARENT'S REPRESENTATIVES

The Parent Representatives are elected to the Board each year. It is the intent of these positions to provide input into the policy-making and business activities of the Board through

the viewpoint of the membership. The Parent Representatives shall also perform other duties for the corporation as assigned by the Board.

SECTION 10- DIRECTOR OF FIELDS

The Director of Fields is responsible for the overall site readiness for play; including coordination of field days, field lining, maintenance, support of springier systems, etc. The Director will coordinate the field support with the Directors of Travel regarding practices, games, etc.

SECTION 11 – DIRECTOR OF FUND RAISING / MARKETING

The Director of Fund Raising will coordinate all club fund raising efforts (excluding new site development) including club and team activities. For any amounts designated for team activities, 50% will go to the team for equipment, tournament fee, etc., while the balance will go toward club improvements.

SECTION 13 – DIRECTOR OF FACILITIES

The Director of Facilities will oversee the ongoing maintenance of any building structure and mobile equipment used by the club. This will include current building, trailers, setting areas and all mobile equipment.

SECTION 14 – DIRECTOR OF CAMPS

The Director of Camps will coordinate all summer camp related activities including registration, relationship development, promotion, planning and evaluation. Camp Director will recommend to board camp operator selection.

SECTION 15 – FOR HIRE POSITIONS AND SERVICES

The Executive Committee shall have the authority to hire positions and services when the Executive Committee feels this relationship is warranted for TSA. However, the amount of compensation to be paid for such positions and services must be approved by the Board of Directors.

ARTICLE VII EXECUTION OF INSTRUMENTS

SECTION 1 - CHECKS, DRAFTS, ORDERS FOR PAYMENT

All checks, drafts, and orders for payment shall be signed in the name of the corporation by person(s) with authority to sign said instruments as the Board shall from time to time designate for that purpose. All such checks, drafts, and orders for payment above \$800.00 shall require countersignature (above \$800.00) of two members of the Executive Committee (Secretary/Treasurer, President, Vice President or Club Administrator) or other agents or officers as the Board shall from time to time designate for that purpose.

SECTION 2 - CONTRACTS, CONVEYANCES, OTHER INSTRUMENTS

The President, Club Administrator, and Treasurer may execute any contract, conveyance or other instrument in the name and behalf of this corporation and may affix the corporate seal thereto. The Board of Directors shall have the authority to designate any other officers or agents to execute any instrument on behalf of the corporation. Furthermore, the Board shall have the authority to revoke these privileges from any officer or agent.

ARTICLE VIII POWER OF THE BOARD TO BORROW MONEY

SECTION 1 - POWER AND AUTHORITY

The Board of Directors, upon a majority vote, shall have full power and authority to borrow money whenever, in the discretion of the Board, the exercise of said power is required in the general interests of the corporation. In such cases, the Board of Directors may authorize the proper officers of this corporation to make, execute, and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness and said Board shall deem proper, and said Board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness, or mortgage.

ARTICLE IX MEMBERSHIP AND MEMBERSHIP FEES

TSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

SECTION 1 - TYPES OF MEMBERS

Membership in TSA is comprised of two (2) types of memberships—Family Membership and Associate Membership

SECTION 2 – FAMILY MEMBERSHIP DEFINED

A “family membership” is created when a family pays or on whose behalf is paid the portion of the player fee designated for the administrative purposes of the corporation fees to the corporation. Waiver of the membership fee may be granted by a majority vote of the Board. There shall one vote per “family membership” regardless of the number of players that come from a given immediate family.

Comment [RF1]: Shouldn't membership be simply be based upon payment of all required fees, unless otherwise waived by a majority vote of the Board of Directors?

SECTION 3 - ASSOCIATE MEMBERSHIP DEFINED

An “associate membership” is created upon majority vote of the Board of Directors approving said membership and upon payment of the membership fee (as defined in Article IX, Section 1) to the corporation. Waiver of the membership fee may be granted by a majority vote of the Board. There shall one vote per “associate membership.”

SECTION 4 - PRIVILEGES OF MEMBERSHIP

Upon creation of a membership, voting rights are granted to such member and the privilege of **one vote**, as defined in Article III, is allowed concerning any business of the corporation requiring a vote of the membership.

SECTION 5 - TERM OF MEMBERSHIP

The term of a membership shall be on an annual basis from August 1 through July 31.

SECTION 6 - REMOVAL OF MEMBERSHIP

Any membership may be revoked upon default in payment of the administrative fees or upon action by the Board as provided in Article V, Section 8.

SECTION 7 - AUTHORITY TO SET MEMBERSHIP FEES

The Board of Directors shall have the authority, as provided in Article V Section 10, to set membership fees.

ARTICLE X AMENDMENT OF BYLAWS

SECTION 1 - AMENDMENTS, HOW EFFECTED

These bylaws may be amended, changed, or repealed by:

1. the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the membership if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or
2. the affirmative vote of a majority of the Board of Directors (as provided in Article V, Section 4) if the amendment, change or repeal be proposed at a regular or special meeting of the Board and voted upon at the next meeting of the Board. The Board may NOT through an affirmative vote alter Article V Section 1, Article VI Section 1 & 2, nor Article IX Sections 1, 2, 3 & 4. Furthermore, Article II Section 2 cannot be amended or changed by the Board unless proper notification to the membership, as provided in Article II Section 3, has been satisfied.

The Board shall not amend, change or repeal any bylaw that fixes the qualifications, classification or term of office for any member(s) of the then existing Board, nor shall it amend, change or repeal any bylaw that fixes the qualifications or classifications of membership into TSA for the current term of membership. In other words, any change to those bylaws would go into effect with the next elected Board of Directors after approval by the membership.

ARTICLE XI OPERATING PROCEDURES

SECTION 1 - POWER TO CREATE OPERATING PROCEDURES

The Board of Directors shall have the authority to create a separate document called "Operating Procedures."

SECTION 2 - PURPOSE

The purpose of the "Operating Procedures" is to provide an operating guideline for the administration of the programs under the governance of this corporation and its Board of Directors.

SECTION 3 - AUTHORITY OF OPERATING PROCEDURES

Although under separate cover and apart from these bylaws, the "Operating Procedures" are incorporated into the overall operating policies of this corporation

concerning the administration of the Greater Lafayette Soccer Club and the Tippeco Soccer Club, and apply to any member of this corporation.

SECTION 4 - AUTHORITY TO AMEND THE OPERATING PROCEDURES

The Board of Directors has sole authority to amend, on an annual basis, the "Operating Procedures." Any amendment to the "Operating Procedures" shall be by a majority vote of the Board. Amendment of the "Operating Procedures" may only take place at the first meeting of the new Board, as provided in Article II, Section 8 or at a special meeting of the Board (as provided in Article II, Section 10) called expressly for that purpose.

ARTICLE XII

INDEMNIFICATION

To the extent not inconsistent with the laws of the State of Indiana, TSA shall indemnify and hold harmless every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director, officer or paid staff of TSA (hereinafter "Indemnified Parties") from and against any loss, expense, damage or injury suffered or sustained by the Indemnified Parties (or any of them) by reason of any acts, omissions or alleged acts or omissions arising out of their activities on behalf of TSA or in furtherance of the interests of TSA, including, but not limited to, any judgment, award, penalty, settlement, reasonable attorney's fees and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim; provided, that the acts, omissions or alleged acts or omissions upon which such actual or threatened action, proceeding or claim is based were not performed or omitted fraudulently or in bad faith or as a result of gross negligence or willful misconduct by any such Indemnified Party; and provided, further, that such Indemnified Party reasonably believed that the acts, omissions, or alleged acts or omissions upon which such actual or threatened action, proceeding or claim is based were in the best interests of TSA. Such indemnification shall be made only to the extent of the assets of TSA and the proceeds of any policy of insurance which may be available in the circumstances.

ARTICLE XIII

TAX EXEMPT STATUS

Any and all assets of TSA are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). TSA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or other persons having a private interest in the activities of TSA, except that TSA 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 these bylaws. No substantial part of the activities of TSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TSA 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. In the event TSA is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of TSA or make adequate provisions therefore and distribute all remaining assets of TSA to an organization or organizations engaged in the activities substantially similar to those of TSA and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).