

Fort Wayne United Soccer Association, Inc.
June 30, 2008

BY-LAWS

Article I – League Name

The name of this league shall be Fort Wayne United Soccer Association, hereafter referred to as “FWUSA.”

Article II – Purpose

The purpose of FWUSA is to provide soccer players under age 19, the opportunity to play soccer in a uniformly competitive environment through FWUSA’s Select (competitive local) play, and Citadel FC (premier travel play), tournaments, and to learn advanced skills and team tactics through these and other affiliated programs. It is equally important that we help build the character of our players, as it is to help them develop their soccer skills.

The purpose of the Select Operation is to provide a competitive venue for those players with skills above those of recreational league play, but who desire to play locally. The Select Operation’s goal is to encourage the development of its players, and to assist players with skill so they may compete at the Citadel FC level should they desire.

The purpose of the Citadel FC Operation is to provide the premier level player in Northeast Indiana the opportunity to play at a highly competitive level both in and out of the state. The Citadel FC Operation’s goal is to create a strong work ethic under the direction of trained and qualified coaches, where players are given the opportunity to excel physically and mentally and where they have the opportunity to demonstrate their excellence against premier teams in league and tournament competition in and around the Midwest.

Article III – FWUSA Organization

The League shall be organized into two operational groups, a Select (Local) Operation, and a Citadel (Travel) Operation. The Select Operation and Citadel Operation will each create separate procedures applicable to their respective Group and will vote only for the officers of their respective Operational Team.

Article IV – Association’s Colors

Citadel colors shall be blue and white.
Select colors shall be white, green, and blue. These colors will be distributed per the Select operational procedures.

Article V – FWUSA Executive Board Officers

The Executive DIRECTOR of FWUSA will be selected by the Citadel President, Secretary, and Treasurer, and the Select President, Secretary, and Treasurer in the first meeting after the annual election.

The Executive Board of Directors will consist of seven (7) DIRECTORS, which include the Executive Director, Select President, Citadel President, Select Secretary, Citadel Secretary, Select Treasurer, and Citadel Treasurer.

The FWUSA Executive Board shall manage all external business affairs of the entire association, allowing each Operation to function separately within the confines of the FWUSA Board decisions. The FWUSA Board will be responsible for, but not limited to, strategic planning, community relations, outreach programs, grant writing, and website construction and maintenance for the association.

Each member of the FWUSA Board shall have an equal vote on all joint matters. Each Director will serve a two (2) year term commencing on July 1. The terms of the Directors will be staggered to ensure continuity and context. The President and Secretary positions will be voted upon in the even numbered years, while the Treasurer position will be voted upon in the odd numbered years. The FWUSA Executive Director shall be appointed in the odd numbered years.

Members of the FWUSA Board shall not be members of another soccer club, Board of Directors, or a paid employee of another club that is in direct or indirect competition with Fort Wayne United Soccer Association. The Board shall make the final determination as to whether a member has an “indirect” association.

Article VI – Resignations, Removal, and Vacancies

A Director may resign at any time by giving written notice to the Board of Directors, or the President or Secretary of their respective Operation. Such resignation shall take effect at the time of its receipt by the Director, the President, or Secretary.

Any Director may be removed with or without cause at an Executive Board meeting, or at a special meeting called for such purpose. Written notice of such meeting must be given to members of the FWUSA Board at least five (5) days in advance of such a meeting. In no event, may a Director be removed without a quorum present and two-thirds (2/3) of these Directors casting votes for the removal of the Director.

A vacancy in any office, for whatever reason, shall be filled by appointment by the President of that operational team until the next Annual Election is held. In the event that the presidency of an operational team becomes vacant, the respective operational team's Secretary and Treasurer, with the FWUSA Executive Director, shall name an individual to assume the responsibilities of that position. A simple majority of votes is needed from this group to select a new operational team President.

Article VII – Standing Committees

The FWUSA Board shall appoint the following twelve (12) Standing Committee Chairpersons: Select Registrar, Select Match Scheduler, Select Coaches Manager, Select Equipment Coordinator, Select Communications Coordinator, Select Referee Scheduler, Citadel Registrar, Citadel Uniform Coordinator, Citadel Tournament Director, Citadel Manager Coordinator, Citadel Communications Coordinator, and the FWUSA Sponsorship Coordinator.

Article VIII – Election of FWUSA Board of Directors

Selection Committee: The purpose of the Selection Committee is to solicit nominations for the Board of Directors. The respective Secretary of each Operation shall serve as Chair of their respective Operation's Selection Committee.

Elections of Officers: The Executive Officers listed in Article VI shall be elected by a simple majority of ballots cast by two representatives of each currently rostered team in the Select and Citadel Operations, and the past year's Board of Directors. The respective Team's Selection Committee will present the list of nominations at the Annual Election meeting held prior to May 30th each year. The President, Secretary, and Treasurer from each operation shall then select the Executive Director of the Fort Wayne United Soccer Association. The Citadel and Select voting members shall only vote for the officers of their respective Operational Team.

There will be no floor nominations allowed at the Annual Election meeting. Nominations must be registered with the respective Operation Secretary at least ten (10) days prior to the Annual Election.

Standing Committee Chairpersons: The Committee Chairpersons listed in Article VIII shall be appointed by the Executive Officers from a listing of nominations presented by the respective Selection Committee.

Article IX – FWUSA Board of Directors

The Citadel President, Citadel Secretary, Citadel Treasurer, Select President, Select Secretary, Select Treasurer, and the FWUSA Executive Director will comprise the full

FWUSA Board of Directors. Each member of the Board of Directors shall have an equal vote on all matters and will serve a two (2) year term.

Board terms shall be staggered to ensure the continuity of the Association. No individual may serve more than two (2) consecutive terms in the same office unless that individual receives a majority vote of the officers of the opposite operational group.

The FWUSA Board of Directors will meet quarterly, or as deemed necessary by the Executive Director or a majority of the Board of Directors. The Select and Citadel Operations may hold independent meetings, or a joint meeting may be called.

An individual may hold more than one Board position at a time in the event of a vacancy, but is limited to a maximum of two (2) votes.

Article X – Duties

The duties of each member of the Board of Directors will be as follows:

Executive Director: The Executive Director shall be the head of the Association, and with the FWUSA Board, shall supervise all the business and affairs of the Association. The Executive Director will uphold and enforce the bylaws of FWUSA. He/She shall attend all Select/Citadel meetings. He/She shall serve as an ex-officio member of all committees of both Operations. The Executive Director may sign, with any other officers of the Association designated by the Board of Directors, as an agent of the Association. The Executive Director, with the appropriate Operation President, shall represent the Association in meetings with other soccer leagues and associations. In the event of a resignation, removal, disability, or death of an Operation President, the Executive Director along with the Secretary and Treasurer of the respective operation, will appoint a successor to serve the remainder of the current President's term.

In the absence of the FWUSA Executive Director, the FWUSA Board shall appoint a FWUSA officer to assume the duties of the Executive Director, and when so acting, this individual shall have the power of, and be subject to, all the restrictions set upon the Executive Director. The FWUSA Board shall be responsible for selecting a FWUSA director to assume the responsibilities of the FWUSA Executive Director in the event of resignation, removal, disability, or the death of the FWUSA Executive Director.

Select President: The Select President shall preside at all Select Operation meetings, and will uphold and enforce the bylaws of FWUSA. The Select President shall appoint a representative to preside at Select Operation meetings in his/her absence. The Select President shall be responsible for conducting the business affairs of the Select Operation. The Select President is a member of the FWUSA Board. The Select President will represent the Select Operation in meetings with other soccer clubs, associations, or organizations.

In the event of the resignation, removal, disability, or death of any Select Secretary or Treasurer, or any standing committee chairperson, the Select President shall fill the vacancy and the new operational team member shall serve the remainder of the term for this position. The Select President will assume all responsibilities of vacant board positions, limited to a maximum of two (2) votes, until the vacancy has been filled.

Citadel President: The President of the Citadel Operation will uphold and enforce the bylaws of FWUSA. The Citadel President shall preside at all monthly Citadel Operation meetings. The Citadel President will represent the Citadel Operation in meetings with other soccer clubs, associations, or organizations. The Citadel President will supervise the business affairs of the Citadel Operation, which shall include the supervision of the Director of Coaching. The Citadel President will appoint individuals to fill all vacant committee chairs. The Citadel President shall appoint a representative to preside at Citadel Operation meetings in his/her absence. The Citadel President is a member of the FWUSA Board.

In the event of the resignation, removal, disability, or death of any Citadel Secretary or Treasurer, or any standing committee chairperson, the Citadel President shall fill the vacancy and the new operational team member shall serve the remainder of the term for this position. The Citadel President will assume all responsibilities of vacant board positions, limited to a maximum of two (2) votes, until the vacancy has been filled.

Select Secretary: The Select Secretary shall keep the minutes of all Select Operation meetings, FWUSA Board of Directors' meetings, as well as joint meetings of the Select and Citadel Operations. The Select Secretary shall see that all notices are duly given in accordance with these bylaws, or as required by law, keep a copy of all correspondence associated with the Select Operation and such other duties as from time to time may be assigned by the FWUSA Executive Director, Select President, or the FWUSA Board of Directors. The Select Secretary is a member of the FWUSA Board.

The Select Secretary shall be responsible for the preparation of Selection Operation meetings, FWUSA Board of Directors' meetings, and joint Select/Operations/Citadel Operations meetings to include sending notices of meeting dates, times, and location; and collecting information for consent agenda items and committee reports to be distributed prior to these meetings. The Secretary will also distribute and collect tallies for email votes for any of these three groups. The Secretary will affix the FWUSA stamp with appropriate signatures and date to all FWUSA meeting minutes, board actions, and contracts.

Citadel Secretary: The Citadel Secretary shall keep the minutes of all Citadel Operation meetings, see that all notices are duly given in accordance with these by-laws or as required by law, keep a copy of all correspondence associated with the Citadel Operation, and in general perform all duties incident to the office and such other duties as from time to time may be assigned by the Executive Committee, Citadel President, or the Board of Directors. The Citadel Secretary will also send notices of meeting dates, times, and location. The Secretary will distribute and collect tallies for email votes. The Secretary

will collect information for consent agenda items and committee reports to be distributed prior to Citadel Operation meetings. The Secretary will affix the Citadel Futbol Club stamp with appropriate signatures and date to all meeting minutes, board actions, and contracts. The Citadel Secretary is a member of the FWUSA Board.

Select Treasurer: The Treasurer shall collect all monies associated with the Select Operation of the league, and keep a detailed account of all income and expenditures thereof. He/She shall pay all Select Operation's bills properly as approved by the Select Operational Team. He/She shall give a financial status report at all regular meetings or as required by the Select Operation President. An independent verification of records shall be made each fiscal year and reported to the Select Operational Team and of FWUSA. The Select Treasurer shall present a proposed Select Operation budget yearly to the Board of Directors, and along with the Citadel Treasurer, shall file appropriate federal and state non-profit organization income tax returns as appropriate. The Select Treasurer shall be a member of the FWUSA Board.

Citadel Treasurer: The Citadel Treasurer shall collect all monies associated with the Citadel Division of the league and keep detailed accounts of all income and expenditures thereof. He/She shall pay all Citadel Operation bills properly passed upon and approved by the Citadel Operational Team. He/She shall give a financial status report at all regular meetings of the Citadel Operational Team. An independent verification of records shall be made each fiscal year and reported to the Citadel Operational Team and the FWUSA Board of Directors. The Citadel Treasurer will assure that all monies are collected in a timely manner and follow the policies outlined in the "Manager's Handbook" regarding collection of fees and player cards for delinquent players. The Citadel Treasurer will coordinate with the Select Treasurer in filing all tax returns annually. The Citadel Treasurer shall present a proposed Citadel Operational Tea budget to the Citadel Board each year prior to tryouts. The Citadel Treasurer is a member of the FWUSA Board.

Select Registrar: The Select Registrar shall keep a master file of all select team participants, both active and inactive. He/She shall head a committee, which shall be responsible for properly registering all who choose to play soccer within the Select Operation of the league with Indiana Youth Soccer. The type of registration (travel, rec. plus, or rec.) shall be determined by the Select Operational Team to comply with State requirements. He/She shall keep a register of all the mailing and e-mail addresses of each Select Operation player and coach.

Citadel Registrar: The Citadel Registrar shall keep a master file of all Citadel team participants, both active and inactive. The Citadel Registrar will submit background checks on all coaches and adults associated with the business of the Citadel Operation. He/She shall head a committee, which shall be responsible for properly registering all youth who choose to play soccer within the Citadel Operation of the league. He/She shall keep a register of all the mailing addresses and e-mail addresses of each Citadel Operation player, coach, and team manager.

Select Match Scheduler: The Select Match Scheduler shall maintain records of all Select Operation's games played in a season, develop the season schedule for the Select Operation, schedule playing fields for all games before the beginning of the season, and re-schedule make-up games. Scores may be reported to local media as directed by the Select Operational Team.

Select Coach's Manager: The Select Coach's Manager shall assist in establishing satellite training sessions and proctoring the try-out sessions for the Select Operation. He/She shall assist in the oversight of all Select Operation games with regard to coaches, performance, referees, and any necessary disciplinary matters. The Coach's Manager shall maintain communication with all Select coaches, assisting in matters relevant to the Select Operation's proper operation.

Citadel Tournament Director: The Citadel Tournament(s) Director shall head a committee to organize and conduct the Citadel tournament(s). The Tournament Director will attend all monthly meetings of the Citadel Operation. The Citadel Treasurer, or a person selected by the Citadel Tournament Director, shall be a member of the committee and shall keep an accurate record of all tournament monies.

Select Communications Coordinator: The Select Communications Coordinator shall promote the Operation throughout the community and be responsible for publishing a newsletter with the Citadel Operation. He/She shall attend all Select Operation meetings. He/She shall advertise as directed by the Board of Directors, all coach's clinics, manager meetings, Select Operation's play dates and scheduled try-outs. The Communications Coordinator is responsible for keeping the Operation's web site current.

Citadel Communications Coordinator: The Citadel Communications Coordinator shall promote the Operation throughout the community and seek to ensure balanced media exposure for our teams, and shall be responsible for publishing a newsletter in conjunction with the Select Operation. He/She shall attend all Citadel Operation meetings. He/She shall advertise, as directed by the Operational Team, all coach's clinics and scheduled try-outs. The Communications Coordinator is also responsible for keeping the Operation's web site current.

Select Equipment Coordinator: The Select Equipment Coordinator shall be responsible for purchasing and maintaining all equipment, awards, and uniforms needed by the Select Operational Team. He/She shall make the Select Operational Team aware of the choices and prices of uniforms and equipment available prior to making decisions. The uniforms and all other equipment owned by the Select Operation (trailers, signs, first-aid kits, balls, corner flags, etc.) shall be the responsibility of the Select Equipment Coordinator. The Select Equipment Coordinator is also responsible for conducting inventory reconciliation with Soccer, Etc.

Citadel Uniform Coordinator: The Citadel Uniform Coordinator shall be responsible for reconciling all uniform and equipment purchases with individual teams ordering uniforms and equipment. He/She will forward the invoices of such purchases to be taken

from each respective team account to the Citadel Treasurer. The Uniform Coordinator shall be responsible for coordinating the uniform selection and purchase via the chosen vendor. The Uniform Coordinator will assure that all contracts are honored. The Uniform Coordinator will attend all monthly Citadel Operational Team meetings.

Select Referee Coordinator: The Select Referee Coordinator shall be responsible for ensuring that there are three referees or club lined up at all games. This is done in conjunction with the referee assignor. The Referee Coordinator shall be responsible for the oversight of the game day Tent Attendant and Game Day Coordinator. The Tent Attendant and Game Day Coordinator, will both be appointed by the Select Board of Directors for each fall and spring season. The Select Operational Team will determine the need, and payment for these positions.

The Tent Attendant will assure funds for payment shall be obtained through the Referee Coordinator and the Select Operation's Treasurer. The documentation of these expenditures shall be verified upon request by the Select Operational Team.

The Game Day Coordinator will oversee the operation of the fields during play, assisting with any equipment failures, injuries, or discrepancies, which may occur during the course of play.

Citadel Managers' Coordinator: The Citadel Managers' Coordinator shall be responsible for informing the team manager of their duties and responsibilities, provide a handbook to the team manager outlining these responsibilities, attend all team parent meetings to provide information directly to the parents, and schedule and conduct the monthly manager meetings. The Manager Coordinator will attend all monthly Citadel meetings.

Sponsorship Coordinator: The Sponsorship Coordinator shall be responsible for developing and implementing a plan to secure funding through public grants, and corporate or private donations that would support the Association's mission for player development. The Sponsorship Coordinator, or a committee member shall be a member of the Citadel Tournament staff for coordination of sponsorship money, and to ensure that secured tournament sponsors support the Operation's direction and philosophy. This individual will also support the Operation per the solicitation guidelines and wishes of the donor as well as administer collected sponsorship monies appropriately.

Article XI – Director of Coaching and Player Development

The Director of Coaching and Player Development will be responsible for selecting all Citadel Operation coaches subject to Board approval. The Director of Coaching and Player Development will recommend to the Citadel Operational Team appropriate salaries for Citadel Coaches. The Operational Team must approve salaries paid to coaches. The Director of Coaching will develop the Association's coaching philosophy with the Operational Team, and will ensure that all Citadel coaches adhere to this philosophy. He/She will assist Citadel, and if necessary, Select Operation coaches with

try-out schedules, procedures, and player selection. He/She will assist Citadel Operation's coaches in making practice plans and game strategies. The Director of Coaching and Player Development will make scheduled and unscheduled visits to games and practices, and will evaluate each Citadel Operation coach during the year. The Director of Coaching and Player Development will provide a status report to the Operational Team at each scheduled meeting.

The Director of Coaching and Player Development will not coach any team unless grandfathered through an appendix to these bylaws. The only exception to this is to cover for an unforeseen coaching vacancy for a period not to exceed three months. Exceptions to this policy must be approved by a majority of the Citadel Operational Team.

The Director of Coaching and Player Development will be responsible for analyzing, and if appropriate, approving requests from players to "play up." Players who wish to "play up" on a team coached by the Director of Coaching must try out for two independent coaches who will then make a recommendation to the Citadel Board of Directors. The Citadel Board of Directors will make the decision to accept or reject the recommendation made by the coaches. Decisions regarding players playing outside their age group that have been approved by the Director of Coaching must be shared with the Citadel Operation's Board of Directors at each meeting.

The Director of Coaching serves as an ex-officio member of the Citadel Operational Team, and as such, may attend all Citadel Operational Team meetings.

Article XII – Finances

Both Citadel and Select Operations shall maintain separate finances for the management of their individual operations. Income from individual operational activities shall be the property of that operation, and expenses related to the management of each operation shall be the responsibility of that operation.

The Executive Board members from each operation shall be responsible for ensuring appropriate uses of that operation's finances, and may determine the operation's individual contribution – if any – to proposed joint events from operation finances.

Financial reports from each Operation's Treasurer must be shared at each FWUSA Board meeting.

Joint monies may be generated from fundraising activities and /or the efforts of the Sponsorship Coordinator. The Citadel Treasurer shall maintain funds in a separate account. Expenditure of this money will be based upon a simple majority vote of the FWUSA Board of Directors. The FWUSA Board of Directors will have the authority to decide, based upon a majority vote, which monies generated by the Sponsorship Coordinator are assigned to the Citadel Operation, Select Operation, or the joint account.

The FWUSA finances will be reviewed each year by an independent third party, who will provide a written report to the FWUSA board.

Article XIII – Annual Report

An report from each member of the Board of Directors shall be presented to the Executive Director annually. These reports shall be filed with the respective Operational Secretary.

Article XIV – Protocol

“Roberts Rule of Order” shall govern the protocol at all meetings. E-mail or Internet voting will be allowed for board/operational issues providing two-thirds (2/3) of the respective Board of Directors or Operational Team Members take part in the vote. Any E-mail votes must be presented by the Operational Secretary at the next scheduled Board meeting, and submitted for approval by the Board of Directors or Operational Team. A face-to-face vote must be taken if any Director or Operational Team Member requests such a vote.

A Director or a Standing Committee Chairperson may participate in a respective meeting by means of a conference telephone or similar communications device through which all persons participating in the meeting can communicate with all of the other participants. Such participation in a meeting constitutes presence in person at the meeting.

Voting by proxy is only allowed by using a form provided by the respective Operational Team Secretary. Each proxy must be signed and submitted to the respective Operational Team Secretary either prior to, or at the time of, the actual vote.

The FWUSA Board shall hold an annual meeting at such date, time, and location, as the Board will determine. Following the Annual Election Meeting, the elected Directors shall appoint the FWUSA Executive Director, and Select and Citadel Standing Committee Chairpersons, in addition to conducting other business as may be appropriate.

The FWUSA President, or a combination of any three members of the respective Operational Boards may call a special meeting of the FWUSA Board at any time.

Unless otherwise provided by the Articles of Incorporation, any action may be taken without a meeting, prior notice, or vote, if all Directors or Operational Team Members consent to the action in writing. Record of such consent must be given to the appropriate Operational Secretary, and presented at the next regularly scheduled Board or Operational Teammeeting, at which time, the Operational Secretary will place the appropriate FWUSA or Citadel Operation stamp along with dates and signatures, on such votes.

Article XV – Quorum

Five (5) Directors of the FWUSA Executive Board shall constitute a quorum at FWUSA Board meetings providing two (2) Directors from each division are present. Five (5) members of an Operation Team shall constitute a quorum at all Operation meetings. A simple majority of Board directors or Operational Team members, providing a quorum is in effect, shall decide all questions, except amendments to the by-laws and removal of director or committee chairperson, which requires approval by two-thirds (2/3) of all FWUSA Board of Directors.

Article XVI – Calendar

The fiscal year of the league shall begin on the 1st day of January in each year, and end on the last day of December each year. The seasonal playing year of the league shall begin on the first day of July, and end the next year on June 30.

Article XVII – Resolution of Disputes

The Club shall develop a Dispute Resolution procedure. The Dispute Resolution Procedure shall be posted on the Club's web site, and the Select Coach's Manager and the Citadel Manager Coordinator shall distribute a copy of the Dispute Resolution Procedure to each player at the beginning of the playing season each year.

Article XIII – Affiliation

The league shall be affiliated with the Indiana Youth Soccer (IYS), United States Youth Soccer Association (USYSA), United States Soccer Federation (USSF) and any other affiliation deemed necessary by the Board of Directors.

Article XIX – Amendment of By-Laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted at a meeting of the FWUSA Board of Directors by a two-thirds (2/3) vote, provided each proposed amendment is first submitted in writing, to the members of the FWUSA Board of Directors at least fourteen (14) days prior to such a meeting.

Article XX – Non-Profit Status

Any and all assets of the league are permanently dedicated to exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1954 (or corresponding provisions of future laws.) The Association shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends. The Association shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in these by-laws.

Article XXI – Soccer Development Funds

FWUSA's policy is to encourage all youth to become involved in the sport of soccer. Both the Select and Citadel Operations may provide funds for full or partial payment of the costs to participate on a youth team should the player require financial assistance.

Select Purpose: To provide for full or partial payment of the costs to participate in league or IYS sponsored events for player(s) who are in need of such monetary assistance, a written request is made by the parent of said player to an individual who has been selected by the Select Operational Team. Financial aid may be granted if player is deemed to be in need of financial assistance and if funds are available in the fund. The individual reviewing and approving requests for financial aid must not be the parent of any current player in the Select Operation, nor a current Director of the Select Operation. Decisions regarding financial aid by this individual may only be shared with the Select Operation's Treasurer.

The Select Operation may provide for full or partial payment, by the league, of the costs of coach's licensing and background checks as determined by the Select Operational Team.

Citadel Purpose: To provide for full or partial payment of the costs to participate in league or IYS sponsored events for player(s) who are in need of such monetary assistance, a written request is made by the parent of said player to an individual who has been selected by the Citadel Operation Team. Financial aid may be granted if player is deemed to be in need of financial assistance and if funds are available in the fund. The individual reviewing and approving requests for financial aid must not be the parent of any current player in the Citadel Operation, nor a current member of the Citadel Operation. Decisions regarding financial aid by this individual may only be shared with the Citadel Operation Treasurer.

Citadel may provide monetary support for the development of soccer in the local community as determined by the Board of the Citadel Operation. The Citadel Board may provide on an annual basis, a Collegiate Scholarship to one male and one female Citadel player as per the Scholarship Guidelines and decided by the Collegiate Scholarship Committee.

The Executive Board of the Citadel Operation appoints the Financial Aid Committee and the Scholarship Committee.

Article XXII – Indemnification

FWUSA may purchase Director's and Officer's liability insurance to protect any or all of its officers from actions made in good faith.

FWUSA may indemnify its directors, officers, employees, and agents against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in conjunction with any actions or suits brought or threatened against them, including actions by or in the right of FWUSA, by reason of the fact that such person was serving as a Director, Officer, employee, non-director volunteer, or agent of the corporation.

Unless ordered by a court or otherwise provided by law, the corporation shall indemnify a person only upon determination that the person acted in good faith, and in a manner the person reasonably believed to be in, or not opposed to, the corporation's best interests. Such determination shall be made (1) by a majority vote of a quorum of the FWUSA Board consisting of Directors who were not parties to the action or suit, or, (2) if a quorum of disinterested Directors is not obtainable, by a majority vote of a committee of Directors who were not parties to the action and consisting of not less than two disinterested Directors, or (3) by independent legal counsel in a written opinion.

Article XXIII – Contracts

A contract will not be considered valid, unless the FWUSA Executive Director (for FWUSA business) or the appropriate Operation President (for Operational business) and one other Executive Officer sign the contract.

APPROVED

APPENDIX TO JUNE 30, 2008 FWUSA BYLAWS

The Citadel Director of Coaching may coach the following teams until they are no longer eligible to play for the Citadel Futbol Club:

U18 Boy's White
U17 Girl's White

APPROVED