

Current VASL officers

William Heinz President (802) 556-1421 Email: <u>w heinz3@yahoo.com</u>

Jason Robinson Vice President (802) 922-1156 jrobinboy@hotmail.com

Odysseus Manzi officer odysseus.manzi@gmail.com

Date: May 21, 2018 Time: Bill Heinz hereby resign my position as Presigent from the Vermont Amateur Soccer League (VASL) board. This resignation is effective May 31, 2018

Print Bill Heinz Sign Bull DATE: 5/21/2018

Date: May 14, 2018 Time: Don _____ hereby resign my position as from the Vermont Amateur Soccer League (VASL) board. This VICE President resignation is effective immediately.

Print Asim Robinson Sign _____ DATE: 5/29/18



V.A.S.L. Asset list

2 trophies returned to Scott

30 pinnies. (Scott said to keep)

1 Samsung tablet

(Monetary Assets) Bank check 13655.98 written to VSSA. *Noted on check VASL close out*.

Signed Heinz Print Date_5-31-18

Signed SCAT Print our Date



May 6, 2018 Vermont Amateur Soccer League INC (V.A.S.L.) Po Box 64653 Burlington VT 05406

MOTION: Resign V.A.S.L. board positions as of May 31, 2018 **MOTION:** Vote on electing Scott Mapes V.A.S.L. president

ACTION: (Sign resignation letters). Completed by Bill Heinz, Jason Robinson, Odysseus Manzi. All mentioned will no longer be involved with V.A.S.L. as of May 31, 2018.
 ACTION: (Vote) Votes were 3-0 in favor of voting Scott Mapes as V.A.S.L. President effective June 1, 2018.

Bill Heinz

BUCH



May 6, 2018 Vermont Amateur Soccer League INC (V.A.S.L.) Po Box 64653 Burlington VT 05406 EIN 03-0370039

The VASL board of directors and league representatives have approved by acclamation the new V.A.S.L. president Scott M Mapes.

As of May 31,2018 I am resigning my position as VASL president and board member and Scott Mapes is assuming this role and responsibilities starting June 1, 2018.

Bill Heinz SIBB

May 6th 2018 7. Odysseus Mens Ei resign from the VASL board and will no longer arsume the role with all related responsibilities and duties. This fates effect from this day Herward 5/6/2018

Dystat Odysseus Manzi

| THIS DOCUM | ASSA | OF Pay: Thirteen Thousand Six Hundred Fifty-Five Dollars And Ninety-Eight Cents | ORDER VSSA | New England Federal Credit Union 141 Harvest Lane • PO Box 527 Williston, VT 05495 |
|-------------------------------|------------|--|-------------|---|
| Endorsement of Payee Required | Sman E | ive Dollars And Ninety-Eight Cents | Amount: | THE FACE OF THIS DOCUMENT HAS A COLORED BACKGROUND AND MICROPRINTING IN THE SIGNATURE LINE OFFICIAL CHECK 58-9112 05/3 D Box 527 Remitter: William G Heinz 2116 Reference: VASL Inc Close Out Reference: VASL Inc Close Out |
| AUTHORIZED SIGNATURE | E. Leonard | | \$13,655.98 | 05/30/2018 NO. 7011351 THIS CHECK VOID 90 DAYS AFTER ISSUE |

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BYLAWS

OF

VERMONT AMATEUR SOCCER LEAGUE, INC.

A VERMONT NONPROFIT CORPORATION

Originally Adopted 17 MAY 2001

Revised & Adopted 17 MAY 2005

ARTICLE I

<u>Name</u>

The name of the corporation is Vermont Amateur Soccer League, Inc.

ARTICLE II

Offices

The principal office of the corporation shall be located in the City of Burlington and State of Vermont. The Board of Directors may change the location of the principal office of the corporation and may, from time to time, designate other offices within or without the State of Vermont as the business of the corporation may require.

ARTICLE III

Purposes, Mission and Affiliation

3.1 Purposes. This corporation is a volunteer non-profit organization created for and committed to promoting youth and adult soccer in the State of Vermont. 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 (the "Code") or the corresponding provision of any future federal tax code and as a publicly supported organization as defined in Section 509(a)(2) of the Code. The corporation's purposes shall include but not be limited to the provision of services that (i) foster greater

participation and interest in soccer among Vermont youth and adults, (ii) provide opportunities for youth and adults to compete at levels that are consistent with their age and abilities, (iii) encourage good sportsmanship, safety, team play and participation by the community, and (iv) to provide opportunities for Select Team play and Olympic Team selection process, and participation in National Cup play at all levels for men and women. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall possess 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.

3.2 Mission. This corporation is committed to creating a positive, meaningful soccer experience for players, referees, coaches, and fans of soccer. The corporation promotes soccer excellence in Vermont through a competitive, safe, enthusiastic soccer environment. The goals and objectives of the corporation include, but are not limited to, the following:

- <u>Goals:</u>
- § To provide a quality soccer experience to Vermont's amateur players, referees, coaches, and fans
- § To generate enthusiasm for soccer in Vermont
- § To create a seamless link between youth and adult soccer
- § To use soccer as a mechanism to promote healthy community ties

Objectives:

- § To create a sustainable USASA amateur league in Vermont
- § To develop a player pool from youth, college, and recreational programs from which to draw amateur players
- § To involve adult soccer players in youth soccer development
- § To garner continuous support from local businesses, schools, community groups, and families
- § To achieve Vermont representation in regional and national tournament play
- § To participate in the Olympic Development programs

3.3 Affiliation. This corporation is affiliated with the United States Adult Soccer Association ("USASA") and the United States Soccer Federation ("USSF") through the duly recognized state association for the State of Vermont, the Vermont State Soccer Association ("VSSA").

3.4 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code") or any corresponding provision of any future federal tax code.

ARTICLE IV

<u>Members</u>

4.1. Members. Members of VASL shall include all teams, players, managers and coaches who are registered with VASL, VSSA and USASA. Each team shall designate on forms provided by VASL at least two team representatives responsible for receiving League correspondence, attending Member meetings and voting on behalf of the team. Each team shall have one vote.

4.2. Registration of Members. Registration with VASL, VSSA and USASA will occur once annually and on forms provided by the League. Registration deadlines and fees shall be set by the Board of Directors.

4.3. Admitting a New Member. Prior to the deadline for VASL's annual registration, any team may apply to the Board of Directors for being admitted as a new member. The application shall include: (i) all names and addresses and other information required for VASL, VSSA and USASA registration for each player or team member and appropriate registration fees; (ii) a designation of the team representatives; and, (iii) all other information as required by the League's Mentoring Rule 3. All new member applications must be received by the League President at least 60 days prior to the deadline for VASL's annual registration. A new member application, reinstatement of a suspended member or a

request for inactive status may only be granted upon approval by (i) the board, and (ii) the members by two-thirds of the votes cast at a meeting at which a quorum is present.

4.4. Termination of Membership. The Board of Directors may deny an application, terminate, suspend, ban and/or fine any membership, team or individual, for failure to adhere to these Bylaws and/or League Rules. The Board of Directors may impose fines and collect the same from any team bond and any uncollected fine(s) must be paid in full prior to membership being re-instated.

4.5. Reinstatement of Membership. A member, team or individual, may seek reinstatement by submitting a request in writing to the League President with payment of any fines due or outstanding. All requests for reinstatement may only be granted upon approval by (i) the board, and (ii) the members by two-thirds of the votes cast at a meeting at which a quorum is present. Payment of fines is unconditional and not related to granting reinstatement.

ARTICLE V

Meetings of Members

5.1. Annual Meeting. The annual meeting of the members shall be held at such time, place and date as shall be designated by the Board of Directors. At the annual meeting, the Members shall elect the board of directors of the corporation and attend to any other proper business. Written notice of the annual meeting shall be sent to all members at least ten (10) days and no more than sixty (60) days prior thereto.

5.2 Regular Meetings. There shall be no less than four (4) regular meetings of the Members annually, one of which shall be the annual meeting as described in Section 5.1 above.

5.3. Special Meetings. Special meetings of the members may be called by the Secretary at the request of the Directors or upon the request in writing of the holders of at least five percent (5%) of the voting power of the corporation. Such written request shall be delivered to an officer of the corporation and shall describe the purpose or purposes for which such meeting is to be held. Written notice of a special meeting shall be sent to all members at least ten (10) days and no more than sixty (60) days prior thereto.

5.4. Quorum. Seventy Five percent (75%) of those members entitled to vote, represented in person, or by proxy shall constitute a quorum for the transaction of business.

5.5. Voting. Each Member entitled to vote shall be entitled to one vote and only one vote. Except as otherwise provided in the Articles of Incorporation or these Bylaws action on a matter is approved by a majority of the votes cast at a meeting where a quorum is present.

5.6. Waiver of Notice. A member may waive notice in writing, signed by the member and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice unless the member timely objects to holding the meeting or transacting business at the meeting, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member timely objects to the matter when it is presented or when the member thereafter becomes aware the matter is presented.

5.7. Action by Written Consent. Action required to be taken at a member's meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. Each action must be evidenced by one or written consents describing the action taken, signed by all the members and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE VI

Directors

6.1. Number and Qualification. The Board of Directors shall consist of not less than three persons. The number of directors may be increased or decreased from time to time by the members; provided, however, that in no event shall the number of directors be less than three. The board may appoint as advisory non-voting board members representatives from organizations such as the USSF Referee's State Committee and the Vermont Soccer Association ("VSA") Board of Directors. Such advisory non-voting board members are not required to be Officers as provided in Article VII.

6.2. Manner of Election. The directors shall be elected by the members entitled to vote at the annual meeting of the members by a plurality of the votes (more votes in favor than against but not necessarily a majority).

6.3. Term of Office; Qualifications. All directors must be individuals. The term of office of each director shall be for one year, or until the election and qualification of his or her successor. Directors may be elected for successive terms.

6.4. Duties and Powers. The Board of Directors shall have control and management of the affairs and business of the corporation and the directors shall in all cases act as a board, regularly convened and in the transaction of business the act of the majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the Board, provided a quorum is present. The Board of Directors may adopt and amend such rules and regulations for the conduct of their meetings, the management of the corporation, and the operations of the league, as they deem proper, not inconsistent with law or the Bylaws. The directors may designate among its members one or more committees each of which, to the extent provided in such resolutions, shall have and may exercise all authority of the Board of Directors, except as provided by law.

6.5. Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of appointing officers, and for the transaction of such other business as may be properly brought before the meeting.

6.6. Regular Meetings. There shall be no less than four (4) regular meetings of the board held annually, one of which shall be the annual meeting of the board as described in Section 6.5 above. Regular meetings of the Board of Directors shall be open to the public unless decided otherwise by the Board and held without notice. The date and time of the regular meetings shall be fixed, and may be subsequently changed, by resolution of the Board at any regular or special meeting, and shall be held at a location designated by the Board. Minutes shall be taken at all meetings.

6.7. Special Meetings. Special meetings of the Board of Directors may be called by the president at any time; and the president shall, upon the written request of a majority of the directors, call a special meeting to be held for the purpose of transacting any business designated in the call. Minutes shall be taken at all meetings.

6.8. Notice of Meetings. Regular meetings of the Board may be held without notice. Notice of special meetings shall be served upon each director by messenger or by electronic mail or similar telecommunication system so long as a written record of such notice may be kept and reduced to hard copy, or may be mailed by first class mail to each director, at least two (2) days prior to the date of the special meeting. However, if all of the members of the Board then in office are present at a special meeting and waive notice thereof, any and all business may be transacted at that special meeting.

6.9. Time and Place of Meetings. Meetings of the Board of Directors may be held at any time and place within or without the state which has been designated in the notice of the meeting.

6.10. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually consent in writing to that action. Such action by written consent shall have the same force and effect as an affirmative vote of the Board of Directors. Such action by consent shall be filed in the minutes book of the corporation.

6.11. Quorum. At any meeting of the Board of Directors, a majority of the directors in office shall constitute a quorum of the Board of Directors for the transaction of business. Every act or decision taken or made by a majority of the directors present at a duly called and held meeting, at which a quorum is present, is a binding act or decision of the Board.

6.12. Use of Conference Telephone. Meetings of the Board of Directors may be conducted by conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another and participate.

6.13. Compensation of Directors. Directors, as such, shall not receive compensation for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in another capacity and receiving compensation therefor.

6.14. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting of the Board of Directors to another time and place.

6.15. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal, or otherwise shall be filled by the Board of Directors, or, if the directors remaining in office constitute fewer than a quorum of the Board, they shall fill the vacancy by the affirmative vote of a majority

of all directors remaining in office. The director thus chosen shall hold office for the unexpired term of his or her predecessor and until the election and qualification of his or her successor.

6.16. Resignation. Any director may resign his or her office at any time, such resignation to be made in writing and delivered to the president or the secretary, such resignation to take effect immediately upon delivery without acceptance.

6.17. Removal of Director. Each director may be removed without cause by the affirmative vote of the members entitled to vote thereon at any duly called meeting of the members for that purpose.

ARTICLE VII

Officers of the Board

7.1. Officers. Each voting member of the board of directors shall be appointed as an officer of this corporation. As such, all officers must also be member of the board. The officers of the corporation shall be a President, Treasurer, Secretary and other such officers that the Board determine are necessary for the conduct of business, including any number of Vice Presidents, and a Chairperson and Vice Chairperson(s). Any two or more offices may be held by the same person, except the offices of President and Secretary.

7.2. Chairperson. At each annual meeting, the Board of Directors may elect a Chairperson and one or more Vice Chairpersons to hold office for the ensuing year. The Chairperson, if any, of the Board shall preside over all meetings; in the Chairperson's absence a Vice Chairperson, if any, shall preside.

7.3. President. The Board of Directors shall elect a President to serve as chief executive officer of the corporation, to generally supervise and control the business and affairs of the corporation, and to perform such duties and functions as the Board may prescribe. The President, or any one person designated by the President, shall have authority to sign and execute all deeds, leases, contracts, bonds,

notes, checks, drafts and other obligations made, accepted or endorsed by the corporation, unless restricted in any specific instance by resolution of the Board of Directors.

7.4 Vice President. The Board of Directors may elect one or more Vice Presidents. In the absence of the President, the Senior Vice President shall perform his or her duties and shall perform such other duties as may be prescribed by the Board of Directors or the Bylaws. Vice Presidents of the corporation shall include, but not be limited to the following:

| Vice President of Marketing & Media | Vice President of Scheduling |
|--|------------------------------------|
| Vice President of Discipline and Conduct | Vice President of Rules & Referees |
| Vice President of USASA/USSF Affairs | Vice President of Registration |
| Vice President of Sponsorship & Fund-raising | Vice President of Records & Awards |
| Vice President of Youth | |

7.5. Treasurer. The Treasurer shall keep and maintain, or cause to kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its liabilities, receipts, disbursements, losses and capital. The books of account shall at all reasonable times be open to inspection by a director. The Treasurer shall deposit all monies and other valuables to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall render to the President and directors, whenever they request it, an account of all of the transactions of the Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

7.6. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of the corporation or at such other place as the Board of Directors may order, of all meetings of directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at director's meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by

the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

7.7. Additional Duties. The officers of the corporation shall perform such other duties and functions as may from time to time be required by the corporation or the Bylaws or rules and regulations of the corporation or may be prescribed by the Board of Directors.

7.8. Election of Officers. The above officers shall be elected by the Board of Directors by a plurality vote at the annual meeting of the Board of Directors, and shall hold office for one year or until their successors are elected and qualified.

7.9. Vacancies. Should any of the above offices become vacant, the Board of Directors shall elect a successor at the next regular meeting or special meeting of the Board of Directors, and such election shall be for the unexpired term of said office.

7.10. Resignation and Removal. An officer may resign at any time by delivering notice to the President or Secretary, or to the Board of Directors. Resignation shall be effective when the notice is effective unless the notice specifies a future effective date. If resignation is made effective at a future date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The Board may remove any officer at any time with or without cause.

7.11. Salaries. The salaries of all employees and agents of this corporation, if any, shall be fixed by the Board of Directors, and may be changed from time to time by the Board.

ARTICLE VIII

Committees of the Board

The Board may establish such permanent or special committees, including an Executive Committee, as it may deem appropriate from time to time. Each such committee shall be subject to the delegation of authority from the Board and shall include such members of the Board, officers of the corporation and other designees as the Board may elect by majority vote. Except as otherwise provided in these Bylaws, each committee shall consist of two or more board members.

The Board of Directors hereby establishes a standing committee called the Conduct Board. The Conduct Board shall consist of no fewer than five board members appointed by the board and a registered player representative from each Division appointed by the President; and shall have such duties and authority as shall be set forth in Rules adopted by the board. An appeal of any decision of the Conduct Board may be brought before the full board sitting as the Appeals Board. Any decision by the Appeals Board shall require the vote of seventy-five percent of the full board and shall be final and binding.

ARTICLE IX

Indemnification and Insurance

9.1. Indemnification. The corporation shall indemnify its directors and corporate officers (hereinafter in this Article IX referred to as "Covered Persons") against any liability incurred by any of them in their capacity as such, to the full extent permitted by the laws of Vermont, in accordance with the following provisions.

9.2. Third Party Suits. The corporation shall indemnify any Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such Covered Person is or was a director or officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person in connection with such action, suit or

proceeding if such Covered Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such Covered Person did not act in good faith and in a manner that such Covered Person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

9.3. Derivative Actions. The corporation shall indemnify such Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the corporation, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person in connection with the defense or settlement of such action or suit if such Covered Person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such Covered Person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of such Covered Person's duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such Covered Person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

9.4. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of such Covered Person to repay such amount, unless it shall ultimately be determined that such Covered Person is entitled to be indemnified by the corporation as authorized in this Article IX.

9.5. Non-exclusivity. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in such Covered Person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such Covered Person.

9.6. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any liability asserted against such Covered Person and incurred by such Covered Person in any such capacity, or arising out of such Covered Person's status as such, whether or not the corporation would have the power to indemnify such Covered Person against such liability under the provisions of this Article IX.

ARTICLE X

Funds and Donations

The corporation is hereby empowered to raise funds for its charitable and educational purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code. The corporation shall keep accurate records, books, and other necessary documentation, in appropriate accounting form, of all grants, donations, bequests or other contributions to the corporation and shall report such contributions to the Internal Revenue Service as the IRS may, from time to time, require.

ARTICLE XI

Amendments

Except as otherwise provided by law or in the Articles of Incorporation of the corporation, these Bylaws may only be altered, amended, repealed or added to by (i) the board, if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected; and (ii) except as provided in subsection 10.02(a) of Title 11B of the Vermont Statutes Annotated, the members by two-thirds of the votes cast at a meeting at which a quorum is present, or a majority of the voting power, whichever is less. Such amendment shall be approved at any annual, regular or special meeting called for such purpose, provided that a written notice shall have been sent to each member of record entitled to vote at such meeting at his last known post office address no fewer than ten (10) nor more than sixty (60) days before such annual or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in such Bylaws. Only such changes shall be made as have been specified in the notice.

ARTICLE XII

<u>Dissolution</u>

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax code, and contributions to which are deductible under Section 170(c)(2) or Section 2055(a) of the Code, or any corresponding provision shall be to such qualified organizations and in such amounts as may be determined by the Board of Directors. Any assets not so distributed by the Board of Directors shall be so distributed by a court of competent jurisdiction, exclusively to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE XIII

<u>Rules</u>

The Board of Directors shall adopt rules governing the conduct of the League. The adoption of Rules does not require the approval of the members. The Rules may only be altered, amended, or repealed by (i) the board, and (ii) the members by two-thirds of the votes cast at a meeting at which a quorum is present. Such amendment shall be approved at any annual, regular or special meeting called for such purpose, provided that a written notice shall have been sent to each member of record entitled to vote at such meeting at his last known post office address no fewer than ten (10) nor more than sixty (60) days before such annual or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in such Rules. Only such changes shall be made as have been specified in the notice.

THE VERMONT AMATEUR SOCCER LEAGUE LEAGUE RULES

Originally Adopted 17 MAY 2001 Revised & Adopted 17 May 2005

- A. Preamble
 - 1. These rules apply to the Vermont Amateur Soccer League (VASL). VASL is affiliated with the United States Adult Soccer Association and USSF through the Vermont State Soccer Association (VSSA). VASL shall observe the laws of the game of soccer consistent with FIFA, USSF and as otherwise provided by these rules.
 - 2. The Board of Directors of VASL shall serve as the Appeals Board and appoint a Conduct Board as provided in these rules. The Appeals Board shall hear and resolve all appeals filed with the President of VASL. The Conduct Board shall hear and resolve all protests and all individual and team conduct violations and suspensions.
 - 3. The Officers of VASL shall maintain all registrations of players and teams consistent with the requirements of USASA/USSF and through VSSA.
 - 4. The Board of Directors shall have the authority to adopt Rules. These rules may be amended only by the approval of the Board and Members as prescribed in Article XIII of the Bylaws.
- B. Outline of Rules
 - Rule 1. Team & Player Registration.
 - Rule 2. Rules of Play.
 - Rule 3. Team Responsibilities.
 - Rule 4. Conduct/Protests and Conduct Board.
 - Rule 5. Appeals and Appeal Board.
 - Rule 6. Miscellaneous.

Rule 1. Team & Player Registration.

1.0 All players must be registered with the Vermont Amateur Soccer League (VASL) and the

United States Amateur Soccer Association (USASA) through the Vermont State Soccer Association

(VSSA) in accordance with the membership procedures and requirements contained in the VASL Bylaws.

(a) Youth players wishing to play in the VASL may do so only if they provide the League with

written consent from the VSA Registrar and their legal guardian or parent.

- (b) No more than twenty five (25) players may be registered with a team.
- 1.1. Player Passes. Players must have VASL name and picture identifications with them at

all games for the referees to cross-reference with the team's official roster. No person may play unless

s/he has a picture identification and is on the team's official roster. Each team must provide the referee with a copy of its official roster and all player passes prior to the start of each game. All cards are held by the referee during the game and returned to each team at the end of the game. The card of any player ejected from the game will be forwarded to the League Vice President of Discipline and Conduct.

1.2. A player may not play on two affiliated league teams simultaneously.

(a) A player may, however, play on a Select State or League All-Star Team.

(b) A player wishing to change teams must complete and sign a letter of transfer and transfer form indicating his/her desire to transfer from the old team to the new team. The letter of transfer and transfer form must completed in full and signed by all parties and be sent to the League Vice President of Registration for approval or denial. The approval or denial of any transfer request is subject to appeal in accordance with Rule 5. Once the transfer is approved, the player may play with his/her new team.

1.3. Team Representatives. On forms provided by the league, each team shall submit two representatives' names, addresses and telephone numbers to the League Secretary for the purpose of receiving League correspondence and attending Members meetings. Each team shall have one vote.

1.4. Fields. On forms provided by the league, each team at the time of annual registration shall designate its home field. Each team must have a field available for half of each season's scheduled dates of play in order to register, either Monday or Thursday eveings for the Men's Summer season, Tuesday and Friday evenings for the Women's Summer season and Sundays for the Spring and Fall seasons. Fields must be located within Vermont. All new field locations must be approved by the League officers.

1.5. Registration Period. The player registration year shall follow the USASA registration period for each year. A special registration process for a VASL Fall season, Inoddor Season and/or short sided events may be estatblished by the VASL Board of Directors in conjunction with the the League Registrar and VSSA.

1.6. Fees and Bond. Each team must pay annual team registration as well as individual player registration fees to maintain affiliation with the VASL, VSSA, USASA and USSF. All new or reinstated teams must post a \$100.00 bond fee with regular registration fees. This bond may be applied

towards any unforeseen League charges that may accrue (such as fines for missed meetings) and must be replenished by the team if so used by the League.

Rule 2. Rules of Play.

2.0. FIFA. Unless otherwise provided in these Rules, the FIFA "Laws of the Game" most current edition shall apply to all VASL games.

2.1. Substitutions. Substitution shall be unlimited in number, subject to the consent of the referee only at the following times:

- (a) Prior to the taking of a goal kick.
- (b) After the referee stops play for an injury.
- (c) After a goal is scored.
- (d) At half-time.
- (e) After any other stoppage time with referees permission.

2.2. Game Clock. The official game clock is held by the Referee. Regular season games shall consist of two 45-minute halves. If a game's start time is delayed, the Referee has discretion to shorten or extend the game by a corresponding amount of time. There will be no overtime period except in championship, playoff or tournament games.

2.3. Field Conditions. The home team will be responsible for providing a lined field in

reasonable playing condition with regulation size limits, with corner posts and nets and designated bench areas located away the midfield line and substitution area.

2.4. Game Schedule. Regular season games must be played on the scheduled day and on the scheduled field, unless rescheduled by agreement of both teams and notification of the Referee Assignor, Referee and League Vice President of Scheduling twenty-four (24) hours prior to the game. If teams agree to reschedule they must each provide notification to the Referee Assignor and League Vice President of Scheduling at least twenty-four (24) hours prior to the scheduled game. If a team does not show to a scheduled game or has not notified the other team, Referee Assignor, Referee and League Vice President of Scheduling of cancellation due to sudden changes during the day of the game (rain, etc.) two (2) hours prior to the start of the game, this team will forfeit the game and such team will be assessed by VASL to pay the full referee fee. (a) No team will be allowed to cancel or forfeit more than two (2) of its games in any season, excluding those games canceled due to unplayable conditions. If this occurs, the team may be dropped from the League for one (1) year or charged a \$50.00 fine, at the discretion of the VASL Board of Directors.

(b) Summer games must start at 6:15 p.m., unless otherwise agreed by the teams and approved by the League Vice President of Scheduling with proper notification to the Referee Assignor. During the Fall season, games may not be scheduled to start after 4:00 p.m. Games will start if each team has at least seven (7) players. The Referee may leave the field fifteen (15) minutes after the designated start time if the game cannot be started (that is, if each team still has less than seven (7) players).

2.5. Reporting. Home teams are responsible for submitting game scores to the League Vice President of Records and Awards as soon as possible after the completion of a game and to the media.

2.6. Divisions. Divisions within VASL will be created and established at the discretion and direction of Board of Directors.

2.7. **Relegation/Promotion.** Team relegation and promotion will be determined and established at the discretion and direction of the Board of Directors.

2.8. Post Season Play. League Playoffs, Tournaments and Championship games and play and format shall be created and established at the discretion and direction of the Board of Directors. VASL Playoff games tied at the end of regulation time will be settled with overtime. Overtime shall consist of 2 - 15 minute "sudden-victory" periods. If the game remains tied after the 2 OT periods, the Penalty Kicks (PK's) will be used to determine which team advances or wins. Each team will designate 5 PK takers. A coin toss will be used to decide which team will shoot first. The referee will decide which goal is to be used. Players eligible to take a PK must have been on the field at the end of the second OT period. Each eligible player must take a PK before a player may repeat. PK's will be taken in rounds of 5 with the Team scoring the most PK's advancing or winning. A Playoff game decided by PK's will be recorded as a Tie with a Team advancing on PK's, except in the case of the final league Championship, the Team scoring the most PK's wins the game.

2.9. Non-League Games. Any team seeking competition with a non-VASL affiliated team must schedule those games as to not interfere with any regularly scheduled VASL game. This rule does not apply to the extent that USSF rules give the game against the non-VASL team priority over League play (such as is the situation with National Cup competition games).

2.10. Illegal Players. Protests involving illegal players must be submitted in writing to the President. The Conduct Board will hear and resolve the protest. See Rule 4 for Conduct Board procedures.

2.11. Red and Yellow Cards. Upon a Play's receipt of a red card or a second yellow card, the Referee, via the official game report, will notify the League President and Referee Assignor. The player who receives the red card or second yellow card is ejected from that game and is suspended and unable to play the next game following the game in which s/he received the red card or double yellow card. The Referee Assignor will notify the team to be played next by the team with the suspended player. A player who receives a red card as the result of a fighting infraction will be suspended for the next two (2) games following the game in which s/he received the opposing teams shall be so notified. Players may be banned from the League at the discretion of the Conduct Board. See Rule 5 Conduct and Conduct Board.

2.12. Uniforms. Teams must wear uniform shirts with numbers, shorts and socks. The home team is responsible for wearing alternative color shirts if the visiting team's color matches the home team's color. No player will be allowed in a game unless his uniform conforms with his Team uniform. Players wearing knee braces shall cover them so that no metal surfaces are exposed. All uniforms are property of VASL and shall not be used by any non-VASL team or non-registered VASL player. Violation of this rule will result in a \$50.00 fine per incident to the Team whose uniforms are misused.

2.13. Referees. The League shall use USSF certified referees only. The League is responsible for the cost of paying the referees and the Referee Assignor.

2.14. Rosters. Rosters are due at the start of the game. Once the game starts and a late arrival shows up s/he may enter the game by providing his/her player pass to the assistant referee at midfield. Once rosters are updated with the Referee at half time they become final and no late arrival after

half time will be allowed to enter a game.

2.15. Point System. VASL shall employ the "3-1" system. The "3-1" system awards three

points for a regulation victory. In the case of a Tie, each team will be awarded one point.

2.16. Standings Tiebreakers. End-of-season standings tiebreakers will be applied in the following order:

- (a) Total wins in regular season games.
- (b) Head-to-head record based on total points in regular season games.
- (c) Head-to-head won/loss record in regular season games.
- (d) Total points within division (or conference).
- (e) If number of games is unequal, then point percentage (the number of points earned out of the number possible (3) per game).
- (f) Ranking based on points earned against top four divisional (or conference) finishers.
- (g) Goals scored in regular season games.
- (h) Goal-difference in regular season games.
- (i) Point percentage outside division (or conference) in league games.
- (j) Lottery conducted by VASL at league office.

Rule 3. Team Responsibilities.

3.0. Mentoring. As part of the League's "adopt a team" program, each team shall at the time of registration with the League designate a Youth Team (s) that the Mentor (VASL) team shall "adopt" and mentor throughout the VASL season in accordance with the following requirements. On the VASL "adopt a team" form, the Mentor Team shall designate the Youth team to be "adopted", provide the Youth team's contact name, address and telephone number and the Mentor Team's Liaison with the Youth team. To qualify, a youth Team can be any organized town team, school team, CVYSL team, GMSL team, Nordic Spirit team, Capital Soccer team, and/or Far Post team. The Youth Team need not be registered with VSA. The Mentor Team shall throughout the VASL summer season undertake to do the following:

(a) conduct two (2) youth team practice with at least four (4) Mentor Team members participating;

- (b) attend at least two youth games with at least seven (7) Mentor Team members present;
- (c) provide post game briefing to the Youth Team at two (2) of the games
 referenced in paragraph b above;
- (d) invite the Youth Team to attend two (2) Mentor Team games; and,
- (e) attend two (2) League-wide Youth Clinics, sending at least two (2) team members to both clinics.

3.1. Meetings. Teams must attend all League meetings (four (4) a year). Failure to do so results in a \$100.00 fine for each meeting missed. Any team missing two (2) meetings in a row also will forfeit their entire bond and incur a one-year no-play penalty at the discretion of the League officers. They also will have their membership in the VASL terminated and will not be eligible for reinstatement until a representative attends two (2) consecutive League meetings.

3.2. Status. Teams that wish to continue to receive mailings from the League but do not wish to participate in League play may do so by maintaining or replenishing their bond and by submitting a request for inactive status, subject to approval by the board of directors. Inactive status will be noted on the League contact list. Teams with inactive status are not subject to the \$100.00 fine for meeting absences; however, they shall forfeit their vote on all subsequent League matters during the period that they are inactive. Whether such teams are permitted to resume play in the League is up to the discretion of the board of directors; if they are permitted to resume play, they are required to attend the next scheduled VASL meeting with full voting privileges, but again subject to the fine for non-attendance.

3.3. League Assistance. After one full year of having been incorporated into the VASL, all teams shall be placed in an administrative help pool to handle seasonal duties (for example, conducting league administration and business, etc.).

3.4. Fines. Failure to adhere to any of these team responsibilities, as determined by the

League officers, may result in a team/player suspension, ban or fine of \$100.00 per rule infraction at the discretion of the League Officers.

Rule 4. Conduct and Conduct Board.

4.0. Conduct Board. The Conduct Board shall consist of no less than three (3) Board of Directors and a registered player representative from each Division appointed by the President. Any decision by the Conduct Board shall require majority vote of all board members being present and such decision is final unless appealed in accordance with Rule 5.

4.1. Filings. Game protests, matters of conduct or referees issuance of a red card may be submitted by any person affiliated or not affiliated with VASL and must be submitted in writing and postmarked within seventy-two (72) hours of the game date. Six (6) copies of all protests must be mailed or hand delivered to the League President. Protests may include, but is not limited to, offensive conduct by any team, player or spectator that a person believes requires disciplinary action of VASL. Players or Teams who display an ongoing pattern of offensive conduct or an accumulation of red or yellow cards may be fined, banned or suspended from the League at the discretion of the Conduct Board.

4.2. Hearings. Within two (2) weeks of receiving a written filing, the League President shall convene the Conduct Board along with any other interested persons the President deems necessary for the purposes of conducting a fair hearing on the matter. The Conduct Board shall issue its decision in writing within 72 hours of the conclusions of the hearing. Parties to the hearing may bring any interested or affected persons to give testimony or evidence upon giving the League President at least 24 hours notice of who is to attend.

4.3. Red Card. Red card game suspensions are not subject to reversal by the Conduct Board. Referee issued game suspensions stand. Only the record of such suspension may be subject to reversal by the Conduct Board.

Rule 5. Appeals and Appeal Board.

5.0. Appeals Board. The full Board of Directors shall comprise the Appeals Board. Any decision by the Appeals Board shall require the vote of seventy-five percent of the full board and shall be final and binding.

5.1. Filings. A protest of any Board action, officers' decision or an appeal of any decision of the Conduct Board may be brought before the full board sitting as the Appeals Board. Such protests or appeals shall be submitted in writing and postmarked within seventy-two (72) hours of notification of that action. Six (6) copies of all protests must be mailed or hand delivered to the League President.

5.2. Hearings. Within two (2) weeks of receiving a written filing, the League President shall convene the Appeals Board along with any other interested persons the President deems necessary for the purposes of conducting a fair hearing on the matter. The Appeals Board shall issue its decision in writing within 72 hours of the conclusions of the hearing. Parties to the hearing may bring any interested or affected persons to give testimony or evidence upon giving the League President at least 24 hours notice of who is to attend.

5.3. Fines. All fines are payable to the League and are due upon issuance. If a fine is upheld, not protested or not reversed on appeal, payment must be made no later than the next annual registration date. Failure to do so will void the registration of the team or player.

Rule 6. Miscellaneous.

6.0. Cationable and Sending Off Offenses. VASL adopts and incorporates herein by reference the USSF "Professional Division Point System", 2005, or most current edition, Seven (7) Cautionable Offenses and Seven (7) Sending Off Offenses.

6.1. Misconduct Towards Game Officials. VASL adopts and incorporates herein by reference the USSF "policy 531-9 — Misconduct Towards Game Officials (former rule 3041), 2001 or its most current edition.

OFFICE OF SECRETARY OF STATE Vermont Non-Profit Corporation Act (T.11B,Ch.14)

The Office of Secretary of State hereby grants a

Certificate of Incorporation

VERMONT AMATEUR SOCCER LEAGUE, INC.

to

a Vermont domestic non-profit corporation. April 25, 2001

> Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital

Down Mand



ARTICLES OF INCORPORATION

OF

VERMONT AMATEUR SOCCER LEAGUE, INC.

ARTICLE I

<u>Name</u>

The name of the corporation shall be Vermont Amateur Soccer League, Inc.

ARTICLE II

Public Benefit Corporation

This corporation is a Vermont nonprofit public benefit corporation, formed pursuant to Title 11B of Vermont Statutes Annotated.

ARTICLE III

Registered Office and Registered Agent

The mailing address of the initial registered office of the corporation shall be P.O. Box 5517, Burlington, Vermont 05402-5517, and such office shall be located at 89 College Street, Burlington, Vermont 05401. The initial registered agent at such address shall be Scott Michael Mapes.



VERMONT DECRETARY OF STOFE

2001 APR 23 AM 9: 42

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ARTICLE IV

Members

This corporation shall have members, the rights and obligations of which, and for whom criteria and procedures for admission, shall be established by the Bylaws pursuant to Chapter 6 of Title 11B of Vermont Statutes Annotated. Pursuant to Chapter 6 of Title 11B of Vermont Statutes Annotated, the Bylaws may establish classes of members and assign different rights to each class.

ARTICLE V

Purposes

This corporation is a volunteer non-profit organization created for and committed to promoting youth and adult soccer in the State of Vermont. 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 (the "Code") or the corresponding provision of any future federal tax code and as a publicly supported organization as defined in Section 509(a)(2) of the Code. The corporation's purposes shall include but not be limited to the provision of services that (i) foster greater participation and interest in soccer among Vermont youth and adults, (ii) provide opportunities for youth and adults to compete at levels that are consistent with their age and abilities, (iii) encourage good sportsmanship, safety, team play and participation by the community, and (iv) to provide opportunities for Select Team play and Olympic Team selection process, and participation in National Cup play at all levels for men and women. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall possess 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 VI

Conditions, Restrictions and Limitations

A) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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VERMONT TOTETARY OF STATE B) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

C) The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

D) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code), or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code).

E) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code) and contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code). The distribution shall be to such qualified organizations and in such amounts as may be determined by the board of directors. Any assets not so distributed by the board of directors shall be so distributed by a court of competent jurisdiction, exclusively to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII

Amendment

These Articles may only be amended by (i) the board, if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected; and (ii) except as provided in subsection 10.02(a) of Title 11B of the Vermont Statutes Annotated, the members by two-thirds of the votes cast at a meeting at which a quorum is present, or a majority of the voting power, whichever is less. Notice of such meeting called for the purpose of amending these Articles of Incorporation shall set forth the proposed amendment.

VERMONT CECRETARY OF STAT 2001 APR 23 AM 9: 42

ARTICLE VIII

Incorporator

The name and address of the sole incorporator is:

Name

Address

Scott Michael Mapes

426 South Winooski Avenue Burlington, Vermont 05401-4545

Executed by the undersigned incorporator as of this $\frac{10}{10}$ day of April, 2001.

INCORPORATOR:

GOUMCHAEMAPECT

Scott Michael Mapes

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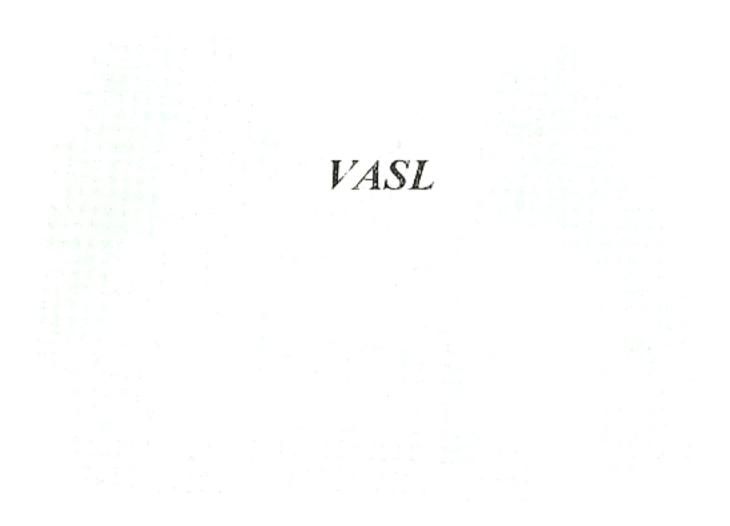
VERMONT SECRETARY OF STATE



OFFICE OF SECRETARY OF STATE

Certificate of Tradename Registration

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, hereby certify that the name



was registered as a tradename on April 27, 2001, per attached.

Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital







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D) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code), or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code).

E) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code) and contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code). The distribution shall be to such qualified organizations and in such amounts as may be determined by the board of directors. Any assets not so distributed by the board of directors shall be so distributed by a court of competent jurisdiction, exclusively to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

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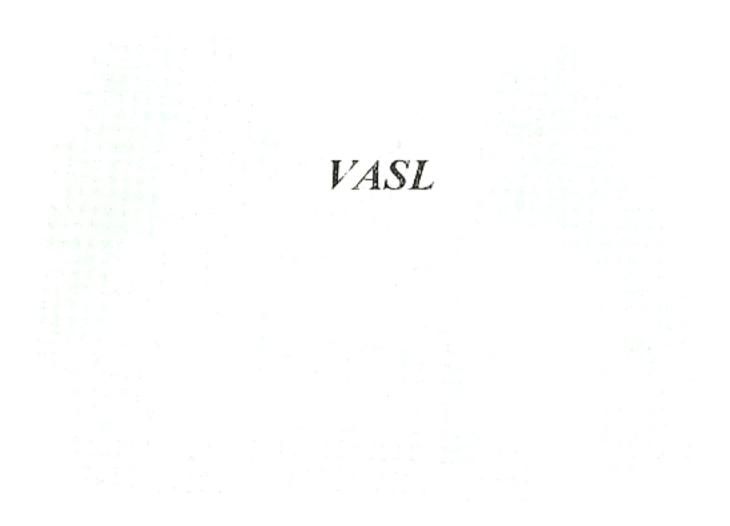
VERMONT SECRETARY OF STATE



OFFICE OF SECRETARY OF STATE

Certificate of Tradename Registration

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, hereby certify that the name



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Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital





STATE OF VERMONT OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that

attached is a true copy of the

Articles of Amendment

for

VERMONT AMATEUR SOCCER LEAGUE, INC.

(SEE ATTACHED)

As filed in this department effective March 16, 2018



March 16, 2018

Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital

es C. Condes

James C. Condos Secretary of State

BusinessID: 0057628 Filing Number: 0002366440



VERMONT SECRETARY OF STATE Corporations Division MAILING ADDRESS: Vermont Secretary of State 128 State Street M

 MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

 DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

 PHONE: 802-828-2386
 WEBSITE: www.sec.state.vt.us

BUSINESS AMENDMENT

ELECTRONICALLY FILED

FILING NUMBER: 0002366440 FILING DATE/TIME: 3/16/2018 12:52:00 PM EFFECTIVE DATE: 3/16/2018

| BUSINESS INFORMATION | | |
|----------------------|-------------------------------------|--|
| BUSINESS ID | 0057628 | |
| BUSINESS NAME | VERMONT AMATEUR SOCCER LEAGUE, INC. | |
| BUSINESS TYPE | Domestic Non-profit Corporation | |
| BUSINESS DESCRIPTION | PROMOTE YOUTH/ADULT SOCCER | |
| BUSINESS EMAIL | smmapes@aol.com | |
| ORIGIN DATE | 4/23/2001 | |

The following Items were amended :

| PRINCIPAL OFFICE BUSINESS ADDRESS | | | |
|-----------------------------------|-------------------|----------|------------|
| STREET ADDRESS | 89 College Street | CITY | burlington |
| STATE | Vermont | ZIP CODE | 05401 |
| COUNTRY | United States | | |

| PRINCIPAL OFFICE MAILING ADDRESS | | | |
|----------------------------------|---------------|----------|------------|
| STREET ADDRESS | P.O. Box 5517 | CITY | burlington |
| STATE | Vermont | ZIP CODE | 05402 |
| COUNTRY | United States | | |

| OFFICER/DIRECTOR INFORMATION | | |
|------------------------------|---|--|
| OFFICER/DIRECTOR NAME | OFFICER/DIRECTOR ADDRESS | |
| Jason Robinson | p.o. box 64653,burlington,VT,05406,USA | |
| Odysseus Manzi | p.o. box 64653,burlington,VT,05406,USA | |
| Rob Ekstrom | p.o. box 64653,burlington,VT,05406,USA | |
| scott michael mapes | 89 College Street,Burlington,VT,05401,USA | |
| WILLIAM HEINZ | p.o. box 64653,burlington,VT,05406,USA | |

| 2 | C | D | TI | E | v |
|---|---|---|----|---|---|
| | | N | | | |

TYPE OF APPROVAL

Director(s)/Incorporator Approval

| AUTHORIZER INFORMATION | | |
|------------------------|---------------------|--|
| AUTHORIZER SIGNATURE | scott michael mapes | |
| AUTHORIZER TITLE | registered agent | |

DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE ANDOVER MA 05501

FOR ASSISTANCE CALL US AT: 1-800-829-1040

VERMONT AMATEUR SOCCER LEAGUE INC % SCOTT MICHAEL MAPES PO BOX 5517 BURLINGTON VT 05402

OR WRITE TO THE ADDRESS SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 03-0370039. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing and incorrect information in your account. It also could cause you to be assigned more than one EIN.

Please use the label IRS provided when filing tax documents. If that isn't possible, use your EIN and complete name and address shown below to identify your account and to avoid delays in processing.

VERMONT AMATEUR SOCCER LEAGUE INC % SCOTT MICHAEL MAPES VASL & VT AMATEUR SOCCER LEAGUE PO BOX 5517 BURLINGTON VT 05402

If this information isn't correct, please correct it using page 2 of this notice. Return it to the address shown so we can correct your account.

If you want to apply to receive a ruling or a determination letter recognizing your organization as tax exempt, and have not already done so, you should file Form 1023/1024, Application for Recognition of Exemption, with the IRS Ohio Key District Office. Publication 557, Tax Exempt Status for Your Organization, is available at most IRS offices and has details on how you can apply .

STATE OF VERMONT OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that

attached is a true copy of the

Articles of Amendment

for

VERMONT AMATEUR SOCCER LEAGUE, INC.

(SEE ATTACHED)

As filed in this department effective March 16, 2018



March 16, 2018

Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital

es C. Condes

James C. Condos Secretary of State

BusinessID: 0057628 Filing Number: 0002366440



VERMONT SECRETARY OF STATE Corporations Division MAILING ADDRESS: Vermont Secretary of State 128 State Street M

 MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

 DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

 PHONE: 802-828-2386
 WEBSITE: www.sec.state.vt.us

BUSINESS AMENDMENT

ELECTRONICALLY FILED

FILING NUMBER: 0002366440 FILING DATE/TIME: 3/16/2018 12:52:00 PM EFFECTIVE DATE: 3/16/2018

| BUSINESS INFORMATION | | |
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| STATE | Vermont | ZIP CODE | 05401 |
| COUNTRY | United States | | |

| PRINCIPAL OFFICE MAILING ADDRESS | | | |
|----------------------------------|---------------|----------|------------|
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| 2 | C | D | TI | E | v |
|---|---|---|----|---|---|
| | | N | | | |

TYPE OF APPROVAL

Director(s)/Incorporator Approval

| AUTHORIZER INFORMATION | | |
|------------------------|---------------------|--|
| AUTHORIZER SIGNATURE | scott michael mapes | |
| AUTHORIZER TITLE | registered agent | |



VERMONT SECRETARY OF STATE SCOTt michael mapes Corporations Division MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104 DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104 PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

03/19/2018

scott michael mapes p.o. box 5517 burlington,VT,05402

RE: Rejection of Trade Name

Business Name: VERMONT AMATEUR SOCCER LEAGUE Type of Request: TRADE NAME REGISTRATION

YOUR TRADE NAME FILING HAS BEEN REJECTED FOR THE FOLLOWING REASON(S):

-->BUSINESS NAME (1ST CHOICE) - NOT AVAILIBLE

conflicting business names: VERMONT AMATEUR SOCCER LEAGUE, INC.

Please go to vtsosonline.com, log in and refile your Trade Name Registration keeping above rejection reason(s) in mind, to complete your transaction. Any credit card or e-check payment for this filing shall be refunded as a result of this rejection within 7 to 14 business days. Please note that refiling will incur a fee.

Thank you.

The Vermont Secretary of State Division of Corporations

Visit us online at www.sec.state.vt.us

For office use only

| Trade Name | : VERMONT AMATEUR SOCCER LEAGUE | Date Received | : 3/19/2018 |
|--------------------|---------------------------------|---------------|-------------|
| Work Order Number | : 2013461308 | Payment | : \$0.00 |
| Work Order Payment | : \$50.00 | Client Id | :000177674 |



VERMONT SECRETARY OF STATE SCOTt michael mapes Corporations Division MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104 DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104 PHONE: 802-828-2386 WEBSITE: www.sec.state.vt.us

03/19/2018

scott michael mapes p.o. box 5517 burlington,VT,05402

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Thank you.

The Vermont Secretary of State Division of Corporations

Visit us online at www.sec.state.vt.us

For office use only

| Trade Name | : VERMONT AMATEUR SOCCER LEAGUE | Date Received | : 3/19/2018 |
|--------------------|---------------------------------|---------------|-------------|
| Work Order Number | : 2013461308 | Payment | : \$0.00 |
| Work Order Payment | : \$50.00 | Client Id | :000177674 |