

# HENLOPEN SOCCER CLUB, INC.

Established October 17, 1997

## BYLAWS

As amended on \_\_\_\_\_, 2012.

### SECTION 1. GENERAL

#### 1.01 NAME

The name of the corporation shall be Henlopen Soccer Club, Inc. also referred to as Henlopen Soccer Club or HSC, a tax exempt, nonprofit organization incorporated under the laws of the State of Delaware.

#### 1.02 PRINCIPAL OFFICE

The principal office of HSC shall located at the home of the President of the Board of Directors (BOD) in Sussex County, Delaware.

#### 1.03 PURPOSE & MISSION

1.03.01 Henlopen Soccer Club has been formed as nonprofit, charitable organization pursuant to Section 501(c)\_\_\_ of the United States Internal Revenue Code (26 U.S.C. §501(c)). The mission of Henlopen Soccer Club is to provide the youth of the Cape region the opportunity to exercise and compete, while learning teamwork, responsibility, leadership, and sportsmanship.

1.03.02 HSC holds and may exercise all powers conferred upon it by the Delaware General Coporate Law found in Title VII of the Delaware Code and as may be necessary for its administration and to attain its purpose. In no event shall HSC engage in activities that are not permitted by a tax-exempt corporation under Section 501(c)\_\_\_ of the U.S. Internal Revenue Code or the laws of the State of Delaware. The activities of HSC will not include or consist of carrying on propaganda, or otherwise attempting to influence legislation, or intervening in any political campaign.

#### 1.04 AFFILIATION

Henlopen Soccer Club is a member of the Delaware Youth Soccer Assocation (DYSA) which is an affiliate of the United States Soccer Federation (USSF) and the United States Youth Soccer Association (USYS). USSF and US Youth Soccer articles of incorporation, rules and policies will take precedence over and supersede Henlopen Soccer Club articles of incorporation, Bylaws, rules and policies. [Still Don't Like] Every member, coach, assistant coach, athletic trainer, team manager, skill trainer, administrator, official or other individual having contact with HSC and its players shall be registered with USSF through USSF certification or DYSA.

#### 1.05 DEDICATION OF ASSETS

HSC's assets are irrevocably dedicated to its public benefit purpose. No part of the earnings, properties, or assets of HSC, on dissolution or otherwise, shall inure to the benefit of any private person, or to any director or office of HSC. On liquidation or dissolution, all properties and assets remaining after payment of all debts and liabilities must be distributed to the USYS for the purpose of the development of youth soccer.

#### 1.06 PARLIAMENTARY AUTHORITY

Robert's Rules of Order as currently revised shall govern HSC in all cases in which they do not conflict with applicable law, the articles of incorporation or these bylaws.

#### 1.07 NONDISCRIMINATION

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

#### 1.08 SEXUAL AND PHYSICAL ABUSE

HSC shall, to the extent permissible under applicable law, adopt policies prohibiting sexual and physical abuse that are consistent with criteria established by the USSF and/or DYSA.

### SECTION 2. MEMBERSHIP

#### 2.01 VOTING MEMBERSHIP

A Voting Member is the parent or guardian of a child(ren) registered to participate in HSC's programs and all adults who are registered with HSC as a volunteer. Parents and guardians who properly register shall qualify to become a voting member when they pay a fee which is determined by a vote of the Board of Directors. Each voting member shall have one vote.

##### 2.01.01 QUALIFICATION.

In order to qualify to be a Voting Member of HSC,

A. A parent or guardian shall:

- (i) Submit an application for membership which shall be part of the registration form to register a child to participate in HSC's activities;
- (ii) Consent to participate by HSC's Rules and Code of Conduct, which assent shall be set forth on the application/registration;
- (iii) Pay the fee determined by the BOD for membership.

Note: the parent or guardian of a child that receives a scholarship to participate in HSC activities shall still have to complete requirements (i) and (ii) above in order to be considered a Voting Member.

- B. All volunteers who are a Director, coach, assistant coach, athletic trainer, team manager, skill trainer, administrator, official or other individual having contact with HSC and its players shall register with USSF through USSF certification or DYSA. Any individual who fails to register or who fails to meet the criteria established by USSF or DYSA for membership shall not be permitted to have any contact with HSC and its players.

#### 2.01.02 TERM OF VOTING MEMBERSHIP

A parent, guardian or volunteer shall become a Voting Member ten (10) days after qualifying pursuant to Section 2.01.01 and shall continue as a Voting Member until the end of that Membership Year.. The Membership Year of HSC shall be one (1) seasonal year, which begins on July 1<sup>st</sup> and expires on June 30<sup>th</sup> of the following year. Membership must be renewed annually.

#### 2.01.03 GOOD STANDING

A Voting Member in good standing is one who has qualified pursuant to Section 2.01.01 and has not voluntarily resigned or been suspended, removed or expelled by the BOD.

#### 2.02 NON-VOTING MEMBERSHIP:

The BOD may establish and define non-voting categories of membership. A non-voting membership category may include youth participants designated as minors under the laws of the State of Delaware. [WHY?]

#### 2.03 TERMINATION, RESIGNATION, SUSPENSION, OF MEMBERSHIP

2.03.01 Membership shall terminate on the occurrence of any of the following:

- (a) Submission of a written statement setting forth the member's desire to resign, in which case the resignation shall take effect upon HSC's receipt of the written resignation;
- (b) Expiration of the Membership Year, which shall occur automatically for all members on June 30<sup>th</sup>;
- (c) Failure to pay dues, fees or assessments when due and payable;
- (d) Any event that renders the member ineligible for membership, including the failure to satisfy membership qualifications;
- (e) Conduct determined by the BOD to be harmful or detrimental to the purpose and mission of HSC; and/or
- (f) Conduct of the child(ren) of the member determined by the BOD to be harmful or detrimental to the purpose and mission of HSC.

2.03.02 The BOD shall take all disciplinary action including the suspension or termination of membership according to the process and procedures set forth in Section 6.

### **SECTION 3. MEMBERSHIP MEETINGS**

#### **3.01 ANNUAL GENERAL MEETING**

##### **3.01.01 TIME AND PLACE**

The Annual General Meeting shall be held during the fall season at a date, time and place established by the BOD. Written notice of the date, time, place and business to be conducted at the meeting shall be given to each member in good standing not less than thirty (30) nor more than ninety (90) days before the date of the meeting. The annual meeting must be held at a location within Sussex County, Delaware.

##### **3.01.02 ORDER OF BUSINESS**

The order of business for the Annual General Meeting shall be as follows:

- A. Call to order
- B. Roll Call (Sign In)
- C. Minutes of Prior Annual General Meeting
- D. Reports
- E. Old Business
- F. New Business
- G. Nominations and Voting for Board of Directors
- H. Adjournment

##### **3.01.03. NOMINATIONS**

Nominations for the Board of Directors shall be accepted at the meeting. A Voting Member may nominate themselves or another Voting Member. A nominee for the BOD unable to attend shall inform the BOD of their willingness to be a Director prior to the AGM. Election methods shall be by acclamation, show of hands, standing vote, or ballot. Election type will be majority vote or general consent. When there is only one candidate a vote must still be taken.

##### **3.01.04 QUORUM**

A quorum shall consist of \_\_\_\_\_ of the Voting Members.

##### **3.01 05 VOTING**

Each Voting Member shall be entitled to one (1) vote. Voting shall be restricted to Voting Members in good standing on the date of the Annual General Meeting. (Voting by written proxy or by absentee ballot is prohibited (IF PERMITTED, need some language about proxies).

3.01.06 MAJORITY VOTING

With the exception of amendments to these bylaws, all other matters subject to vote shall be decided by majority vote of those present and voting at the Annual General Meeting.

3.01.07 NOTICE

Notice of date, time and location of the Annual General Meeting shall be provided no less than twenty (20) days prior to the Annual General Meeting and shall be provided by e-mail to all Members and the posting of the Notice on HSC's website.

3.02 SPECIAL MEETINGS

3.02.01. CALLING, TIME AND LOCATION.

A Special Meeting of the Voting Members may be called by a majority of the BOD or by twenty percent (20%) or more of the Voting Members in good standing. A Special Meeting shall be requested by written request that states the specific nature of the business proposed and is submitted to the president or secretary. Notice of the call of the meeting, including a statement of the specific nature of the business proposed, shall be given to all Voting Members within twenty (20) days of the receipt of the request. The Special Meeting shall be held not less than thirty (30) days nor more than ninety (90) days after receipt of a valid request for a special meeting. Notice of the place, time and date of the Special Meeting shall be given to each Voting Member not less than fifteen (15) days before the meeting.

3.02.02. PURPOSE

No business other than the specific business proposed as set forth in the notice of the call of the meeting may be transacted at the special meeting.

**SECTION 4. BOARD OF DIRECTORS**

4.01 GENERAL POWERS

Subject to applicable law, the Articles of Incorporation and these Bylaws, the Board of Directors (BOD) is responsible for the policy, mission, vision and delegation of day-to-day operations of the organization. The activities and affairs of HSC shall be managed and all corporate powers exercised by or under the direction of the BOD.

4.02 SPECIFIC POWERS

Without limiting or prejudice to the general powers stated in Section 4.01 of these bylaws, but subject to the same limitations, the BOD has the power to do the following:

- (a) At the pleasure of the Board, appoint and remove Officers, agents and employees, prescribe their powers and duties, and fix their compensation;
- (b) Change the principal place of business from one place to another within Sussex County, Delaware;

- (c) Conduct, manage and control the corporation's affairs and activities and make such rules, regulations, codes of conduct and adopt such policies consistent with applicable law, the Articles of Incorporation and these bylaws as the Board deems appropriate; and
- (d) Borrow money and incur indebtedness and execute and deliver evidences of indebtedness and security for indebtedness.

#### 4.03 NUMBER AND QUALIFICATION

##### 4.03.01 NUMBER

The BOD shall consist of \_\_\_\_\_ Voting Members.

##### 4.03.02 QUALIFICATION

A Director must complete the qualifications for a Voting Member set forth in Section 2. Within \_\_\_\_\_ weeks of election at the Annual General Meeting a Director shall have registered with USSF through USSF certification or DYSA. If an individual elected to be a Director fails to register or fails to qualify with USSF through USSF certification or DYSA, the Directorship shall be terminated and the BOD may appoint a qualifying replacement until the next Annual General Meeting.

##### 4.03.03 RENEWAL OF QUALIFICATION

A Director must renew his or her registration with USSF through USSF certification or DYSA each year. If an individual elected to be a Director fails to register or fails to qualify with USSF through USSF certification or DYSA, after reasonable notice, the Directorship shall be terminated and the BOD may appoint a qualifying replacement until the next Annual General Meeting.

#### 4.04 TERM

A Director shall serve for two (2) years beginning on the date of election and continuing until the second Annual General Meeting following election.

#### 4.05 COMPENSATION

Directors shall not receive or be entitled to receive compensation. Directors may receive reimbursement for expenses incurred or incidental to their position as a Director upon approval by the BOD.

#### 4.06 RESIGNATION

Any Director may resign by giving written notice to the President or Secretary of the BOD. The resignation shall be effective when the notice is given unless it states a later time for the resignation to be effective.

#### 4.07 REMOVAL

##### 4.07.01 GOOD CAUSE

Any Director may be removed for good cause by a vote of the majority of the members of the entire BOD.

##### 4.07.02 ATTENDANCE

Any Director who fails to attend \_\_\_\_ (\_\_\_\_) successive regular meetings of the BOD shall be automatically removed from the BOD unless a leave of absence for a limited period of time has been approved by the BOD or the BOD waives the automatic removal provision for other circumstances.

##### 4.07.03 CRIMINAL CHARGES

Any Director charged with a felony criminal offense or any criminal offense involving minors shall be automatically suspended until the criminal charges have been finally determined.

##### 4.07.04 CRIMINAL CONVICTION

Any Director convicted of a felony and/or a criminal offense involving minors shall automatically be removed as a Director.

#### 4.08 VACANCIES

##### 4.08.01 OCCURRENCE

A vacancy on the BOD shall occur upon a Director's death, resignation, removal or a final judgment of breach of his or her duties as a director pursuant to the laws of the State of Delaware, or declaration of unsound mind by court order.

##### 4.08.02 FILLING A VACANCY

The BOD may fill a vacancy on the BOD by appointment. The term of a Director appointed by the BOD shall expire upon the next Annual General Meeting.

#### 4.09 OFFICERS

The Board of Directors shall nominate and elect an Executive Committee consisting of a President, Vice President, Treasurer, Secretary and Registrar.

##### 4.09.01 PRESIDENT

The general duties of the President shall be the management and superintendence of the affairs of HSC. The President shall preside at all meetings of the Members and Directors. In all cases where (to the extent that) the duties of the other Directors of HSC are not specially prescribed by the Bylaws, Rules or Regulations of the Board of Directors, the President may prescribe such duties subject to approval by the Board of Directors. The President shall oversee the performance of the following duties:

- (a) The proposal of HSC's mission, goals and objectives to the BOD;
- (b) The establishment of an annual business plan and calendar;
- (c) Presiding over the annual general meeting and elections;
- (d) Nomination of new Board members in the event of a vacancy;

- (e) Presiding over all Board meetings and establishing monthly Board agendas;
- (f) Addressing issues of customer service;
- (g) Implementing and monitoring risk management policies and insurance;
- (h) Involvement in club outreach programs; and
- (i) Participation in DYSA activities.

#### 4.09.02 VICE PRESIDENT

The Vice President shall attend all sessions of the Board and all meetings of the Members and be responsible for all administrative functions of the Club as defined in the duties set forth below:

- (a) Assist the President as needed; represent the President in his/her absence;
- (b) Chair the Adjudication Committee unless it is determined due process would be prejudiced due to a conflict of interest; and
- (c) Supervise the Directors at the discretion of the President.

If the office of the President becomes vacant, the Vice President shall become the President for the remainder of the elected term.

#### 4.09.03 TREASURER

The Treasurer shall perform all duties as may be prescribed by the BOD. The Treasurer shall have custody of all of the corporate funds and security and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in 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, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they require, an account of all his transactions and of the financial condition of the corporation.

The Treasurer shall oversee the performance of the following duties, unless the specific duty has been assigned by the BOD to a finance committee:

- (a) Chart of Accounts & Financial Accounting;
- (b) Financial Reporting (Annual Report and Monthly Reports);
- (c) Propose annual budget for adoption;
- (d) Accounts Payable;
- (e) Purchasing and Inventory Management;
- (f) Uniform and equipment supplier relationship;
- (g) Accounts receivable and collections;
- (h) Internal audit when deemed necessary as determined by a vote of the BOD;
- (i) Investments; and
- (j) Payroll.



#### 4.09.04 SECRETARY

The Secretary shall attend all sessions of the Board and all meetings of the Members and be responsible for all administrative functions of HSC as defined in the duties set forth below:

- (a) Provide Secretarial assistance for minutes at BOD, AGM and other meetings;
- (b) Assist the President as needed;
- (c) Oversee the management of all HSC-related records; and
- (d) Perform other tasks as directed by the BOD.

#### 4.09.05 REGISTRAR

The Registrar shall keep a record of all qualified Voting Membership, non-voting membership, volunteers and risk management. In addition, the Registrar shall handle the administrative tasks related to organization of the Members into teams and groups.

### 4.10 MEETINGS

#### 4.10.01 REGULAR MEETINGS

Regular meetings of the Board of Director shall be held the 1<sup>st</sup> Tuesday of each month unless otherwise scheduled by the President or by the majority vote of the BOD.

#### 4.10.02 SPECIAL MEETINGS

Special Meetings of the BOD may be called by the President (or in his or her absence, the President's designated replacement) or at the request of three (3) Directors. The business conducted at a Special Meeting shall be limited to the specific purpose for which the Special Meeting was called.

#### 4.10.03 EMERGENCY MEETINGS

An Emergency Meeting shall be defined as an unusual circumstance or event not covered by the HSC rules, regulations and policies and requiring immediate attention. Only the President, or in his or her absence, the President's designated replacement, shall have the authority to call an Emergency Meeting.

- (a) NOTICE. All notice procedures shall be waived and the President, with the help of available Directors, shall contact in person, by phone or e-mail, all Directors, if possible, and proceed with the meeting.
- (b) QUORUM. A quorum must be present to render a decision.
- (c) TEMPORARY DECISION. Any decision rendered at an Emergency Meeting shall be temporary and will expire unless it is presented and approved at the next Regular Meeting of the BOD.

#### 4.10.04 LOCATION

Regular Meetings of the BOD shall be held at any location within Sussex County, Delaware designated by the President. Special Meetings and Emergency Meetings may be held by conference telephone call or other communication equipment provided that every Director participating in the meeting can communicate with every other Director and every Director has the means of participating in all matters before the Board, including, but not limited to, proposing or objecting to specific actions. Regular Meetings of the BOD may not be conducted by telephonic means.

#### 4.10.05 AGENDA

The President or their designee shall prepare an agenda for each meeting and distribute the agenda to the BOD and post it on the HSC website prior to the meeting.

#### 4.10.06 OPEN MEETINGS

BOD meetings shall be open to all Members who may be permitted to be speak at the discretion of the President.

#### 4.10.07 EXECUTIVE SESSION

The BOD may enter Executive Session and exclude Members from part(s) of a Regular Meeting of the Board of Directors or at any Special Meeting as decided by a majority vote of the Board of Directors and as required by these Bylaws.

#### 4.10.08 QUORUM

A majority of the BOD shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, every action taken or decision made by a majority of the Directors present at a meeting at which a quorum is present shall be an act of the BOD. A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of a Director or Directors if action taken is approved by at least a majority of the required quorum for the meeting.

#### 4.10.09 NOTICE

Notification of Regular Meetings and Special Meetings of the BOD shall occur by delivery of written notice (which for Regular Meetings may be distribution of the Agenda) sent via first class mail, facsimile or e-mail, or other electronic means. All Directors will be noticed by e-mail unless a Director provides HSC with written notice that notice should be by a means other than e-mail.

## **SECTION 5. COMMITTEES**

### **5.01 ESTABLISHMENT OF COMMITTEES**

The BOD may establish standing and ad-hoc committees to accomplish HSC's mission, goals and objectives and to assist the BOD in the performance of its duties. Sub-committees may also be established to work on a specific item of a committee's agenda. All committees and sub-committees must be formally established by motion and affirmative vote of the BOD including the number of committee members, the identity of the committee members, the appointment of a chairperson for the committee and the purpose of the committee or subcommittee, which shall all be established in the Minutes of Board of Directors meetings.

### **5.02 ESTABLISHMENT OF COMMITTEE'S PURPOSE**

The responsibilities and purpose of all committees shall be established by the BOD. The BOD may not delegate official responsibility or authority individually or as a governing body to any committee or committee member. Committees may make recommendations or proposals to the BOD, but shall only implement such recommendations or proposals after receiving written approval from the BOD.

### **5.03 STANDING COMMITTEES**

#### **5.03.01 STANDING COMMITTEES**

Standing Committees may include but shall not be limited to:

- (a) Executive Committee (comprised of the President, Vice-President, Treasurer, Secretary and Registrar). The primary role of the Executive Committee shall be administrative, employee, financial, risk management and business development issues and concerns;
- (b) Select Team Committee;
- (c) Recreational Program Committee;
- (d) Adjudication Committee (see Section 6);
- (e) Tournament Committee;
- (f) Facilities/Equipment and/or Construction;
- (g) Finance/Treasury Committee;
- (h) Fundraising Committee;
- (i) Uniform Committee; and
- (j) Scholarship Committee.

#### **5.03.02 ESTABLISHMENT**

The BOD shall establish a Standing Committee by appointment committee members and assigning a purpose for the committee.

#### **5.03.03 DISSOLUTION**

Once a standing committee is established, it shall continue until dissolved by a two-thirds (2/3) vote of the BOD.

#### 5.04 AD HOC COMMITTEES

The BOD may appoint special or ad hoc committees as may be necessary to assist the BOD in the performance of its duties. Special committees can be assigned to remain in place for a specific term or remain in place pending the completion of its designated purpose. Special committees may be dissolved at any time by a majority vote of the BOD or automatically dissolve when a set term expires.

#### 5.05 COMMITTEE REPORTS/REQUESTS

All committees shall provide the Secretary with a written status report at least three (3) days prior to each Regular Meeting of the BOD. The BOD may request that a committee member attend a Board of Director's meeting.

#### 5.06 COMMITTEE MEMBERSHIP

A list of all committee members and the identity of each committee chairperson shall be posted on HSC's website.

#### 5.07 COMMITTEE MEETINGS

##### 5.07.01 NOTICE

The date, time and location of committee meetings shall be posted on HSC's website or made by other reasonable notification.

##### 5.07.02 OPEN MEETINGS

Members who are not committee members may attend and participate in committee meetings but shall not be entitled to vote at the committee meeting.

##### 5.07.03 ORDER

The committee chairperson, or other committee member presiding over the meeting, shall maintain order at all times.

##### 5.07.03 FAILURE TO COMPLY

Any committee that fails to operate in accordance with this section will be notified in writing by the BOD and is subject to sanctions, including termination, after reasonable notification and failure to comply.

#### 5.08 COMMITTEE COMMUNICATION

All communications from a committee, whether to the Members of the Association or the public, must have prior approval from the BOD and be approved by signature of the chairperson of the committee.

### **SECTION 6. DISPUTES, HEARINGS AND APPEALS**

#### 6.01 JURISDICTION OF THE BOARD OF DIRECTORS

The BOD shall have original jurisdiction over matters relating to the accomplishment of its purposes as set forth herein, and the enforcement of, its articles of incorporation, rules and regulations and the rules and policies of DYSA, USYSA and USSF. The Board of Directors shall have the sole authority to suspend, expel or otherwise discipline for any violation of HSC's articles of incorporation, bylaws, rules and regulations, Code of Conduct, fees, or any other misconduct by:

- (a) Any affiliate club, team, association or league;
- (b) Any member, player, administrator, coach, referee, trainer, manager or other principle of any component or affiliate relationship; and
- (c) Any spectator at a function sponsored, conducted or promoted by HSC;

#### 6.02 FILING OF DISPUTE OR COMPLAINT

In order to be considered by the BOD, a dispute or complaint must be provided in writing to the BOD. A Director may file a dispute or complaint. The BOD may also initiate a complaint on its own motion.

#### 6.03 ADJUDICATION COMMITTEE

As set forth in Section 5, the BOD shall appoint an Adjudication Committee which shall hear all disputes and complaints filed with the BOD. The Adjudication Committee shall consist of no less than three (3) Members with at least one (1) committee member being a Director and shall always contain an odd number of members.

#### 6.04 ADJUDICATION COMMITTEE PROCESS

##### 6.04.01 SCHEDULING HEARING

The Adjudication Committee shall conduct a hearing within thirty (30) days of receipt of a written dispute or complaint from the BOD. The Adjudication Committee may adjourn a hearing for no more than ten (10) days if it determines that more information or testimony is necessary. Notice of the hearing date shall be provided to the individuals involved in the dispute or complaint no less than seven (7) days prior to the hearing, unless this time period is waived by all parties involved in the matter.

##### 6.04.02 RECOMMENDATION

Within five (5) days of the conclusion of the hearing on the dispute or complaint, the Adjudication Committee shall issue a written recommendation to the BOD. When the written recommendation is sent to the BOD it shall also be provided to the individuals involved in the dispute or complaint.

##### 6.04.03 PRIVATE HEARINGS

Hearings before the Adjudication Committee are private and not open to the public, Members or Directors not part of the Adjudication Committee.

##### 6.04.04 VOTING

The Adjudication Committee shall make recommendations on disputes or complaints by majority vote.

#### 6.05 BOARD OF DIRECTOR'S CONSIDERATION OF RECOMMENDATION

The BOD shall consider the Adjudication Committee's recommendation at its next Regular Meeting or at a Special Meeting called for that purpose. The BOD may adopt, reject or modify the Adjudication Committee's recommendation. The BOD shall

notify the individuals involved in the matter of its decision on the Adjudication Committee's recommendation within five (5) days of its decision.

#### 6.05 APPEAL OF THE BOARD OF DIRECTOR'S DECISION

A written protest or appeal of the BOD's decision shall be filed no later than fifteen (15) days after the date of the decision.

#### 6.06 HEARING ON APPEAL

##### 6.06.01 SPECIAL HEARING ON APPEAL

The BOD shall call a Special Meeting to conduct a hearing to consider the appeal within thirty (30) days of its receipt of the written protest or appeal.

##### 6.06.02 APPEAL DE NOVO

The appeal hearing shall be de novo.

##### 6.06.03 DECISION ON APPEAL

The BOD shall issue a written decision on the appeal within five (5) days of the Special Meeting called to consider the protest or appeal.

##### 6.06.04 PRIVATE HEARING

Appeal hearings before the BOD are private and not open to the public or other Members.

#### 6.07 FINAL APPEAL

The BOD's decision may be appealed only to DYSA, USYSA or USSF, as the case may be, as provided in their rules, who shall have final jurisdiction to approve, modify or reverse the decision.

#### 6.08 DUE PROCESS

In any proceeding before the Adjudication Committee and/ or BOD, any party in interest shall be afforded an opportunity to appear personally and submit testimony, documents or other evidence in support, rebuttal, mitigation or extenuation with regard to the matter. Witnesses may be called by the individuals involved in the dispute or complaint or by the Adjudication Committee (or BOD on appeal), however a brief synopsis regarding the nature of the witnesses' testimony must be provided to the Adjudication Committee and/or Board of Directors at least five (5) days prior to the hearing. The Adjudication Committee and the Board of Directors reserve the right to limit or exclude testimony where due process is not prejudiced or where it is deemed detrimental to a minor.

#### 6.09. ASSAULT/ABUSE TEMPORARY SUSPENSION

If a dispute or complaint involves assault or abuse of any kind, the player(s) or coach(es) against whom the complaint was filed shall automatically be suspended until the hearing before the Adjudication Committee. The suspension in this section shall apply to any player whose parent/guardian assaults or abuses any other individual at a function sponsored, conducted or promoted by HSC.

## **6.10 LITIGATION**

### **6.10.01 ADMINISTRATIVE REMEDIES**

No person, group or entity may invoke the aid of the courts of the United States or of a State without first exhausting all available remedies for hearing and appeals.

### **6.10.02 VIOLATION OF SECTION 6.10.01**

For any violation of Section 6.10.01, the offending party shall be liable to suspension and fines, and shall be liable to HSC and its Members for all expenses incurred by HSC and its Members, including Directors, officers, employees and agents of HSC or its Members, in defending each court action. Such expenses include, but are not limited to the following:

- (a) Court costs;
- (b) Attorney's fees;
- (c) Reasonable compensation for time spend by AYSA and its members, officials and employees in responding to and defending against any action, including discovery and court appearances;
- (d) Travel expenses; and
- (e) Expenses for holding meetings necessitated by any court action.

## **SECTION 7. FINANCES, RECORDS AND REPORTS**

### **7.01 MAINTENANCE OF RECORDS**

HSC shall maintain correct accounts, books and records. The Secretary shall be responsible for the maintenance of the administrative records. The Treasurer shall be responsible for the maintenance of the financial records and have the books available for inspection in accordance with the Bylaws.

### **7.02 BANKING/FINANCES**

The money of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the BOD shall designate and shall be drawn out only a check signed by the Treasurer or the President, or the both of them. All receipts and expenditures shall be presented and approved at the regular monthly meetings. Only the BOD can make binding financial commitments on behalf of HSC. HSC's Tax Identification Number may only be used with prior written approval of the BOD.

### **7.03 AUDIT**

The President may appoint an Audit Committee to review the books and records of HSC. The Audit Committee may recommend rules, regulations and procedures as it deems necessary or proper for the checks and balances relating to the audit of the books and records of HSC.

#### **7.04 FISCAL YEAR**

The fiscal year of the corporation shall begin January 1<sup>st</sup> and end December 31st each year.

#### **7.05 ANNUAL REPORT**

The Treasurer shall have a written financial report of the corporation available for distribution to the Membership at the annual general meeting.

### **SECTION 8. INDEMNIFICATION**

#### **8.01 INDEMNIFICATION**

To the fullest extent permitted by law and without prejudice to any other rights, this corporation shall indemnify its directors, officers, employees, agents and volunteers, including any person formerly occupying such positions, against all expenses (including, but not limited to, attorney's fees and expenses of establishing indemnification), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any threatened, pending or completed proceeding, including civil, criminal, administrative or investigative proceedings, arising out of or relating to such person's actions or failures to act on behalf of or in the interest of this corporation if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of this corporation and, in the case of a criminal proceeding, had no reasonable basis to believe the conduct was unlawful. Indemnification shall be made by the corporation only if it is determined that the person acted in good faith and in a manner the person reasonably believed to be in the best interest of this corporation and in the case of a criminal proceeding had no reasonable basis to believe the conduct was unlawful by:

- (a) A majority vote of a quorum of directors who are not parties to the proceeding; or
- (b) Approval by the members; or
- (c) The court in which the proceeding is pending upon application made by the corporation or the person.

#### **8.02 EXPENSES ADVANCED**

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, reasonable expenses of a person seeking indemnification in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding upon receipt of an undertaking by or on behalf of the person to repay such amount unless it is ultimately determined that the person is entitled to indemnification.

### **SECTION 9. INSURANCE**

#### **9.01 INSURANCE**

The corporation shall purchase and maintain insurance on behalf of its officers, Directors, employees and agents to cover any liability asserted against or incurred by any



officer, Director, employee, or agent in such capacity or arising from the Director's, officer's, employee's or agent's status as such.

**SECTION 10. RULES, POLICIES, REGULATIONS AND CODE OF CONDUCT**

**10.01 RULES, POLICIES, REGULATIONS AND CODE OF CONDUCT**

The BOD shall have the authority to adopt and amend rules, policies, regulations and a Code of Conduct for HSC by majority vote.

**SECTION 11. DISSOLUTION**

**11.01 DISSOLUTION**

If, for any reason, the corporation intends to dissolve, DYSA shall be notified immediately. The Corporation may be dissolved at any time by written consent of no less than two-thirds (2/3) of the BOD.

**SECTION 12. AMENDMENTS TO THE BYLAWS**

**12.01 AMENDMENTS TO THE BYLAWS OF THE CLUB**

These Bylaws may be amended by no less than a two-thirds (2/3) vote of the Board of Directors at any Regular Meeting. These Bylaws may also be amended by a two-thirds (2/3) vote of the Voting Membership present at the Annual General Meeting. A proposal or motion to amend the bylaws of HSC may be made by any Voting Member. Any proposal or motion to amend the Bylaws must be made in writing to the President. Any amendment adopted at the Regular or Annual Meetings shall become effective at the adjournment of the meeting.

**12.02 AMENDMENTS TO BYLAWS OF AFFILIATED ASSOCIATIONS OF HSC**

Amendments to the bylaws of the Delaware Youth Soccer Association, United States Youth soccer Association, and the United States Soccer federation, shall become effective on the dates established by the respective organizations.

**SECTION 13. CONFLICTS OF INTEREST**

**13.01 CONFLICTS OF INTEREST**

Each Person with a conflict of interest must, before any participation in any matter concerning the policies, decisions or operations of HSC that involves the conflict of interest, do each of the following:

- (a) Fully disclose to the Board of Directors all material facts relating to the conflict of interest;
- (b) Excuse himself or herself from any formal or informal discussions relating to the matter involving the conflict with any individual that is to render a decision or vote on the matter;
- (c) Not participate or be present during deliberations or discussions relating to any matter involving the conflict of interest, except the Person may be allowed to be present only to make a statement about

- the potential benefits regarding the matter involving the Person's conflict and to answer questions regarding the conflict; and
- (d) Abstain from voting or seeking to influence the vote on any matter relating to the conflict of interest.

**SECTION 14. RATIFICATION**

**14.01 RATIFICATION**

The ratification of these Bylaws shall be accomplished by a two-thirds (2/3) vote of the BOD. Directors voting in the affirmative shall execute the document as noted below.

**IN WITNESS WHEREOF**, we have hereunto subscribed our names this \_\_\_\_\_ of \_\_\_\_\_, 2012.

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_

By: \_\_\_\_\_